

## Securities Trading Policy

28 November 2023

Pursuant to ASX Listing Rule 12.10, Fiducian Group Limited (ASX: FID) advises that it has amended its Securities Trading Policy with effect from 24 November 2023.

A copy of the revised policy is attached.

**Authorised by:**

**Paul Gubecka**

**Company Secretary**

# Integrity Trust Expertise The Fiducian Way



## Securities Trading Policy

Fiducian Group Limited  
Level 4, 1 York Street, Sydney

November 2023

## Control Sheet

<b>Policy</b>	Securities Trading Policy
<b>Version</b>	6.0
<b>Entity</b>	Fiducian Group Limited
<b>Date Effective</b>	24 November 2023
<b>Approved By</b>	The Board of the Fiducian Group Limited
<b>Review Requirement</b>	At least every two years or sooner.

<b>Modifications</b>			
<b>Version</b>	<b>Date of Modification</b>	<b>Brief Description of Modification</b>	<b>Approved By</b>
1.0	N/A	Update following Restructure of the Fiducian Group	FGL Board – August 2015
2.0	February 2016	Review	FGL Board – February 2016
3.0	January 2018	Review	FGL Board – February 2018
4.0	February 2020	Review	FGL Board – February 2020
5.0	May 2022	Review	FGL Board – May 2022
6.0	November 2023	Review	FGL Board – November 2023

# Securities Trading Policy

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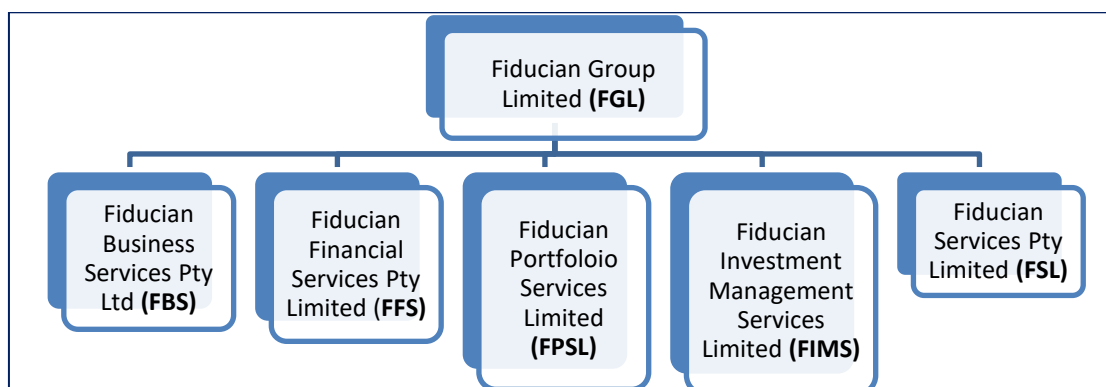
# 1. OVERVIEW, DEFINITION

## 1.1 Organisational context

1.1.1 Fiducian Group Limited (ABN 41 602 423 610) (**FGL**) has the following wholly owned subsidiaries (collectively known as the **Fiducian Group**):

- (a) Fiducian Portfolio Services Limited (**FPSL**) – trustee for registered superannuation entity of Fiducian Superannuation Service regulated by the Australian Prudential Regulatory Authority (**APRA**).
- (b) Fiducian Financial Services Pty Ltd (**FFS**) ABN 46 094 765 134 (AFSL No. 231103) – provider of wealth management and financial planning services through its network of franchisees and employed financial planners;
- (c) Fiducian Investment Management Services Limited (**FIMS**) ABN 28 602 441 814 (AFSL No. 468211) – provider of funds management and operator of investment services (including wrap platforms (**Fiducian Investment Service**)) and also responsible entity of a suite of registered managed investment schemes known as the **Fiducian Funds** and the Fiducian SMA Fund;
- (d) Fiducian Business Services Pty Ltd (**FBS**) ABN 16 063 433 367 – provider of business development and distribution services to related companies of the Fiducian Group; and
- (e) Fiducian Services Pty Limited (**FSL**) ABN 41 602 437 892 – provider of information technology solutions and administrative services to administer superannuation and investment service platforms used by FFS financial advisers and independent financial advisers. FSL also provides administrative services for the Fiducian Group such as platform administration, legal, finance, human resources, marketing, risk and compliance services.

1.1.2 The Fiducian Group is a specialist financial services organisation providing financial planning, funds management, investment platform administration, information technology and business development/distribution services.



## 1.2 Purpose

1.2.1 To ensure employees (including contractors and franchisees) and officers of the Fiducian Group are aware of their obligations under the Corporations Act and Fiducian Group Policy on insider trading and personal trading in respect of Fiducian Group Limited securities. This Policy has been prepared to meet the requirements of ASX Listing Rules 12.9 and 12.12 and should be read in conjunction with the Fiducian Group Code of Conduct.

## 1.3 Scope

This Securities Trading Policy applies to all Individuals of the Fiducian Group, including:

- (a) Directors (including Non-Executive Directors) of the Fiducian Group and its Subsidiaries
- (b) Employees regardless of where based, whether full time, part time or casual;
- (c) Franchisees and employees of Franchisees; and
- (d) Contractors, consultants, officers and agents who act for or on behalf of entities within the Fiducian Group from time to time.

These Individuals (**'Individuals'**) are collectively referred to as **'staff.'**

## 2. INSIDER TRADING

### 2.1 Policy

- 2.1.1 If you have **price-sensitive information** about a company's **securities** or **futures** which is not **generally available** to others, under the Corporations Act, you cannot use this information to your advantage. It does not matter how you obtained the inside information.
- 2.1.2 This covers information about the Fiducian Group, as well as information about other companies of which you become aware through your employment with the Fiducian Group.
- 2.1.3 An **insider** cannot trade in these securities or futures, or encourage others to trade, or give this inside information to anybody who is likely to use it to trade or get others to trade.
- 2.1.4 If, as an employee of the Fiducian Group, you breach this policy, you not only face disciplinary action up to and including dismissal, but also possible serious civil and criminal liability.

### 2.2 What is Trading?

2.2.1 **'Trading'** includes the following:

- (a) Applying for, acquiring or disposing of (or entering into an agreement to do so) any Securities or Futures; and
- (b) procuring, inciting, inducing or encouraging anyone else to apply for, acquire or dispose of (or enter into an agreement to do so) any Securities or Futures.

### 2.3 When are you an Insider?

2.3.1 You are an **'insider'**:

- (a) In the case of **securities** or **futures**, if you have **information** which is not **generally available**, but if it were, it would have a **material effect** on the price or value of securities or futures;
- (b) In the case of securities, if you know, or should know, that this information is not generally available; and

- (c) In the case of securities, if you know, or should know, that if the information was available it might have a material effect on the price or value of the securities.

## 2.4 What are Securities?

2.4.1 When we use the term '**securities**' in this Policy it has a broad meaning. Its meaning extends to:

- (a) Company shares (whether public, private or listed or unlisted);
- (b) Company debentures (including convertible notes);
- (c) Interests in a managed investment scheme made available by the company; and
- (d) Options to buy any of the above.

## 2.5 What are Futures?

2.5.1 When we use the term '**futures**' in this Policy we mean futures exchange traded *options*, *equity swaps*, *futures options*, or *equity futures* which relate to any securities of a company.

## 2.6 What is meant by Information?

2.6.1 When we use the term '**information**' in this policy we mean any fact, matter or circumstance, any supposition or any matter relating to the intention or likely intention of a person.

## 2.7 What is Information Generally Available?

2.7.1 Information is **generally available** if it is readily observable, if it has become known in a way which is likely to bring it to the notice of people who commonly invest in securities or futures, or if a reasonable period has passed for it to spread to those people. For example, information published on the website of a stock or securities exchange would ordinarily be considered generally available.

## 2.8 What is Price-Sensitive?

2.8.1 Information is '**price-sensitive**' when a reasonable person would expect it to have a material effect on the price or value of the securities.

## 2.9 What is a Material Effect?

2.9.1 Information has a **material effect** if it has the potential to influence people who commonly invest in securities in their decision to trade or not to trade in these securities or futures.

## 2.10 Examples of Inside Information

2.10.1 You may come into possession of inside information if you become aware of any of the following when it is not generally available:

- (a) Actual or internal forecast profit (or loss) results;
- (b) Details of a new discovery, new product or substantial new business contract;
- (c) The appointment or resignation of a chief executive officer, executive director or chairman;
- (d) A float, takeover, merger, purchase, sale or partial sale of business;

- (e) Actual or proposed major litigation; or
- (f) Any plans involving securities or securities futures.

2.10.2 This information may relate to the Fiducian Group, a corporate client, or any other company.

2.10.3 In addition, as an employee, you may come into possession of inside information if you are directly involved in relationship management, research, structuring products, or advising a corporate client.

## 2.11 Trading Rules for when you are an Insider

2.11.1 You must follow the rules below if you are an insider.

- (a) You must not subscribe for, buy or sell securities of the company to which the inside information relates, either for yourself, or for another person;
- (b) You must not procure, incite, induce or encourage another person to subscribe for, buy or sell the affected securities for you, for another person or for themselves. (This includes a family member, friend, associate, colleague or your private company or trust);
- (c) If the affected securities are also listed on a securities exchange, you must not, either directly or indirectly, give the inside information, or allow or cause it to be given to another person who you know, or should reasonably know, would be likely to do any of the prohibited things described above;
- (d) With regard to futures which relate to a company's (including Fiducian Group Limited's) securities, you must not acquire or dispose of these futures, or offer or agree to acquire or dispose of these futures or attempt to induce others to do so (including family, associates, colleagues, private company or trust);
- (e) With regard to securities or futures relating to a company in respect of which you are the adviser, you must not subscribe for, acquire or dispose of or offer or agree to acquire or dispose of them or attempt to influence others to do so (including family, associates, colleagues, private company or trust);
- (f) You must not make use of your employment with Fiducian or information acquired by virtue of your employment with Fiducian to gain, directly or indirectly, an improper advantage for yourself or for any other person;
- (g) If you liaise with industry analysts or business journalists working on the business activities of the Fiducian Group, you must not give them any inside information about Fiducian or its subsidiaries or confirm for them any suspicions or 'hunches' which they may have, even if these hunches are based on their own research and analysis;
- (h) You must not do indirectly what you are prohibited from doing directly.
- (i) You must keep a record of your trading, including contract notes, for the purposes of verifying compliance with this Policy, including at the request of regulators.

## 2.12 When are you no longer an Insider?

2.12.1 You will no longer be an insider once the inside information:

- (a) Becomes readily available;



- (b) Becomes known in a way which is likely to bring it to the attention of people who commonly invest in securities; and
- (c) When a reasonable period has elapsed for the information to come to public notice, for example, when an announcement has been released to the Australian Securities Exchange.

## 2.13 When your job makes you an Insider all or most of the time

2.13.1 There are some jobs within the Fiducian Group which by their nature mean you will be an insider all or most of the time; that is, you will know more about the Fiducian Group and its subsidiaries than most employees. These are usually at key management personnel level (i.e. persons who have authority and responsibility for planning, directing and controlling the activities of the Fiducian Group, directly or indirectly), which includes senior officers and managers (**Manager**), but can also include employees who support those senior officers and managers. These employees are all known as 'prescribed employees'.

## 2.14 If you accidentally give inside information

2.14.1 If you do accidentally give somebody inside information you must immediately tell them that it is inside information and warn them against trading on it, getting others to trade on it, or communicating it to others. You should also contact Fiducian's General Counsel for guidance.

# 3. PERSONAL TRADING IN FIDUCIAN SECURITIES

In addition to the rules regarding insider trading, there are specific principles and requirements when staff trade in Fiducian securities

## 3.1 Closed Periods

3.1.1 There are designated periods throughout each year during which staff are not permitted to buy or sell Fiducian securities or futures which are quoted on the Australian Securities Exchange regardless of whether or not they are in possession of insider information. In this Policy, these periods are referred to as 'Closed Periods.' There are two types of Closed Periods that apply, and they are set out below.

### 3.1.2 Designated Closed Periods

The Designated Closed Periods commence from:

- (a) 6:00pm AEST on 30 June each year until 10:00am AEST on the date of release of full year announcements to the ASX; and
- (b) 6:00pm AEDT on 31 December each year until 10:00am AEDT on the date of release of half year announcements to the ASX.

Should 30 June or 31 December fall on an ASX non-trading day, the Designated Closed Period will commence on the prior trading day.

The Company Secretary will confirm the commencement and end of closed periods via an all-staff email.

### 3.1.3 Additional Closed Periods

The Fiducian Group Board may impose an Additional Prohibited Period on any and all staff by notice at any time.

## **3.2 Trading in Closed Periods – Notification Prior to Trading**

- 3.2.1 An Approval to Trade Form (consistent with Appendix 1) must be used by all Individuals should they wish to trade during a Closed Period and sent to the Company Secretary. A trade must not be made until approval is confirmed by the Executive Chairman (or his nominated delegate) to the Individual.
- 3.2.2 Before any Director (including the Executive Chairman) deals in any securities in a Closed Period, in addition to clause 3.4.1, he or she must discuss the proposed dealing with:
- (a) The Executive Chairman (in the case of Directors); or
  - (b) In the case of the Executive Chairman, the Director who is the Chairperson of the ARCC – Corporate.
- 3.2.3 If a securities trade occurs, the Individual must provide in writing or via email to the Company Secretary details of the transaction (making reference to the prior approval), within 3 business days of the transaction.
- 3.2.4 Any approval given in accordance with this section is effective for 5 trading days from the date it is given or longer period if specified in the approval.
- 3.2.5 Any approval given in accordance with Section 3.4 is not an endorsement of the proposed trade and the individual doing the trading is individually responsible for their investment decisions.
- 3.2.6 Despite the approval of a trade, all Individuals must strictly comply with all requirements of this Policy and are independently responsible for ensuring their adherence to this Policy and insider trading laws.
- 3.2.7 Any approval to trade can be given or refused by the Executive Chairman (or the Chairperson of the ARCC – Corporate, as applicable) in their discretion, without giving any reasons.
- 3.2.8 An approval to trade can be withdrawn if new information comes to light or there is a change in circumstances.
- 3.2.9 The Executive Chairman's decision (or the Chairperson of the ARCC – Corporate, as applicable) to refuse approval is final and binding on the Individual seeking the approval.
- 3.2.10 If approval is refused, the Individual seeking the approval must keep that information confidential and not disclose it to anyone.
- 3.2.11 If after an approval to trade is granted, an Individual comes into possession of inside information, they must not conduct the trade.

## **3.3 Trading in Open Periods**

- 3.3.1 An Open Period is any period that is not a Closed Period.
- 3.3.2 An Approval to Trade Form (consistent with Appendix 1) is not required to be used should an Individual wish to trade during an Open Period.
- 3.3.3 Notwithstanding clause 3.4.2 above, if an Individual trades during an Open Period, the Individual must provide in writing or via email to the Company Secretary details of the transaction within 3 business days of the transaction.

- 3.3.4 You must not trade during an Open Period if you have any price-sensitive inside information about Fiducian securities or Fiducian futures which is not included in a financial announcement or major statement. Examples are knowledge of a proposed strategic purchase or sale.
- 3.3.5 You **must not trade at any time** in any corporate client or any other company if you hold inside information or any other price-sensitive inside information as a consequence of your role within the Fiducian Group.
- 3.3.6 Before you trade in Fiducian securities, you must carefully consider whether you are in possession of any inside information that might preclude you from trading at that time.

## 3.4 Trading Exclusions in a Closed Period

- 3.4.1 Despite the above restrictions the following transactions can be undertaken during a Closed Period without providing notification:
- (a) Transfers of Fiducian securities between an Individual and someone closely related to the Individual (such as a spouse, minor child, family company or family trust ('**Family Member**')) or by an Individual to their or a Family Member's superannuation fund or any restructure of an Individual's financial affairs either individually or with Family Members;
  - (b) An investment in, or trading in units of, a fund or scheme (other than a scheme only investing in Fiducian securities) where the assets of the fund or scheme are invested at the discretion of a third party;
  - (c) Where the Individual is a trustee, the trading of Fiducian securities by the trust provided the Individual is not a beneficiary of the trust and any decision to trade is taken by the other trustees or investment managers independently of the Individual;
  - (d) Undertakings to accept, or the acceptance of, a takeover offer;
  - (e) Trading under an offer or invitation made to all or most of the security holders of Fiducian, such as, a rights issue, security purchase plan, a dividend reinvestment plan and an equal access buyback where the plan has been approved by the Fiducian Board (this includes decisions relating to whether to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue);
  - (f) A disposal of Fiducian securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
  - (g) The exercise of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for exercise of the option or right, or the conversion of the security falls during a Closed Period and Fiducian has been in an exceptionally long Closed Period (or series of consecutive Closed Periods) and the Individual could not reasonably have been expected to exercise it at a prior time;
  - (h) Trading under a non-discretionary trading plan for which prior written approval has been provided by the Executive Chairman (or the Chairperson of the ARCC – Corporate, as applicable) and where:
    - (1) The Individual did not enter into the plan or amend the plan during a Closed Period;
    - (2) The trading plan does not permit the restricted person to exercise any influence or discretion over how, when or whether to trade; and
    - (3) The Individual is not allowed to cancel the trading plan or otherwise vary the terms of his or her participating in the trading plan during a Closed Period;

- (i) Any dealing in Fiducian securities pursuant to a court order (such as bankruptcy/insolvency or family law proceedings); and
- (j) Trading in Exceptional Circumstances as described below.

### **3.5 Exceptional Circumstances**

3.5.1 Despite the above, an Individual not in possession of Inside Information in relation to the Fiducian Group may be given prior written approval to sell or otherwise dispose of Fiducian securities during a Closed Period where the Individual is in severe financial hardship or other exceptional circumstances apply. The Individual will generally be considered to be in severe financial hardship if a pressing financial commitment cannot be satisfied other than by selling Fiducian securities. The Individual must demonstrate a sale or disposal of Fiducian securities is the only reasonable course of action available. Any approval given to the Individual under this paragraph must be in writing and effective for 5 days from the date it is given.

### **3.6 Margin Lending**

3.6.1 If an Individual proposes to enter into an agreement that provides lenders with rights over interests in Fiducian securities, the Individual must provide details of the proposed agreement (including trigger points, right of lender to sell unilaterally and any other details which may be considered material) to the Executive Chairman.

### **3.7 Short Term and Other Dealings**

- 3.7.1 No Individual may deal in Fiducian securities at any time for short term gain, including buying and selling Fiducian Securities in a 3-month period or using forward contracts, without the approval of the Executive Chairman, or in the case of the Executive Chairman, the Director who is the Chairperson of the ARCC – Corporate.
- 3.7.2 An Individual must not enter into any scheme, arrangement or agreement (including options and derivatives) under which the Individual may alter the economic benefit/risk derived from security holdings in the company under unvested entitlements (e.g. unvested equity-based incentive or award grant).

## **4. CONSEQUENCES OF NON-COMPLIANCE**

### **4.1 Policy**

- 4.1.1 In the event that you do not comply with the requirements of this Policy, the Company Secretary will report the contravention to the Executive Chairman who will determine the appropriate response. Compliance with this Policy, and the Company's Code of Conduct is a condition of employment, and any breach of this Policy will be regarded as serious misconduct and may lead to disciplinary action or dismissal.
- 4.1.2 Where issues of discipline arise the response will be in line with Fiducian's procedures for disciplinary matters.

### **4.2 Insider Trading Laws**

- 4.2.1 Breaches of insider trading laws is a criminal offence under the *Corporations Act 2001 (Cth)* and carries serious consequences, including substantial fines, imprisonment, or both. The maximum penalty for this offence is fifteen years' imprisonment and/or a fine of up to the greater of \$495,000 or three times the profit gained or loss avoided.
- 4.2.2 Fiducian expressly prohibits conduct by any individual in breach of insider trading laws.

## 5. APPENDIX 1

### 5.1 Approval to Trade Form

[Date]

Chairperson  
Fiducian Group Limited  
Level 4  
1 York Street  
Sydney NSW 2000

Dear Chair

#### **Approval to Trade in Fiducian Group Limited securities in a Closed Period ASX Code: FID**

I currently hold [number] ordinary shares in Fiducian Group Limited (FGL) and I wish to undertake the following trades:

(a) [insert proposed trade];

(b) [insert proposed trade],

to be undertaken during the period [date] to [date].

The rationale for undertaking [this/these] trade[s] within the Closed Period is [insert reasons].

Yours faithfully.

[Insert Name]

#### **Assessment**

I, ....., approve/reject your request to undertake the trades in  
*[Name of Chair] [delete as appropriate]*

FGL shares contemplated in your letter dated.....  
*[Date]*

Name:..... Signature: .....

Date: .....