

# ASX release

11 January 2024

## Updated Share Trading Policy

Medibank attaches its updated Share Trading Policy. A copy of the Share Trading Policy is also available on Medibank's website at [medibank.com.au](https://medibank.com.au).

This document has been authorised for release by the Board.

# Share Trading Policy

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## 1. PURPOSE

This policy:

- (a) summarises the law relating to insider trading; and
- (b) sets out Medibank's policy on buying and selling Medibank Securities and other Securities, including shares, options, derivatives, managed investment products, superannuation products and any other financial products.

## 2. SCOPE

### 2.1. Application of policy

This policy applies as follows:

- (a) section 3 (insider trading) and section 10 (confidential information) apply to everyone (including all Employees, independent contractors and agents of Medibank and their Associates);
- (b) sections 3 to 7 (share trading policy), section 8 (process for trading) and section 9 (associates) apply to all Restricted Employees; and
- (c) section 9 (associates) applies this share trading policy to the Associates of Restricted Employees as specified in that section.

### 2.2. Who is a Restricted Employee?

'Restricted Employees' are Employees who, because of their seniority or the nature of their position, are likely to come in contact with key financial, operational, and strategic information about Medibank, that will, or is likely to have, a material effect on the price or value of Medibank Securities.

The following Employees are automatically deemed to be Restricted Employees:

- (a) Directors;
- (b) the Company Secretary;
- (c) the Executive Leadership Team and all other direct reports to the CEO;
- (d) direct reports to the Executive Leadership Team;
- (e) the Legal, Governance and Compliance team;
- (f) direct reports to the Senior Executive Commercial Finance;
- (g) direct reports to the Senior Executive – Financial Control;
- (h) the Investor Relations and Treasury teams;
- (i) the External Affairs team; and
- (j) any other Key Management Personnel.

The Company Secretary may also nominate selected individuals to be added to the list of Restricted Employees.

The Company Secretary maintains a register of Restricted Employees which will be continuously updated to add or remove employees as appropriate.

### 2.3. Further advice

If you do not understand any aspect of this policy, or are uncertain whether it applies to you or your Associates, please contact the Company Secretary. You may wish to obtain your own legal or financial advice before dealing in Medibank Securities.

## 3. INSIDER TRADING PROHIBITIONS

### 3.1. What are the insider trading prohibitions?

- (a) Under the Corporations Act, if you have Inside Information relating to Medibank or another entity, it is illegal for you to do any of the following in respect of the Medibank Securities or Securities of the other entity:
  - (i) deal in (that is, apply for, acquire or dispose of) those Securities or enter into

- an agreement to do so; or
- (ii) procure another person to apply for, acquire or dispose of those Securities or enter into an agreement to do so; or
  - (iii) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would, or would be likely to, use the information to engage in the activities specified in paragraphs (i) or (ii) above.<sup>1</sup>
- (b) To avoid doubt, these prohibitions also apply to the application for, grant, exercise or transfer of an option or other derivative over Medibank Securities or Securities of another entity.
  - (c) It does not matter how, or in what capacity, you become aware of the Inside Information. It does not have to be obtained from Medibank or the relevant entity to constitute Inside Information.
  - (d) You cannot avoid the insider trading prohibitions by arranging for a member of your family or a friend to deal in the Medibank Securities or other Securities, nor may you give “tips” concerning Inside Information to others, including customers.
  - (e) Insider trading is prohibited at all times. The insider trading prohibitions apply to everyone (not just Employees).

### 3.2. What is Inside Information?

- (a) “**Inside Information**” is information which is not generally available but, if the information was generally available, would be reasonably expected to have a material effect on the price or value of relevant Securities (whether Medibank Securities or other Securities). Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.
- (b) Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in Medibank Securities or other Securities.
- (c) Examples of information which could be Inside Information in respect of Medibank include:
  - (i) the financial performance of Medibank against its budget;
  - (ii) changes in Medibank’s actual or anticipated financial condition or business performance;
  - (iii) changes in the capital structure of Medibank, including proposals to raise additional equity or increase debt;
  - (iv) proposed changes in the nature of the business of Medibank;
  - (v) changes to the Board or significant changes in Key Management Personnel;
  - (vi) a significant change in Medibank’s market share;
  - (vii) likely or actual entry into, or loss of, a material contract;
  - (viii) material mergers or acquisitions, or sales of assets, by Medibank;
  - (ix) a proposed dividend or other distribution or a change in dividend policy; or
  - (x) a material claim against Medibank or other unexpected liability.

### 3.3. When is information generally available?

- (a) Information is generally available if:
  - (i) it consists of readily observable matter or deductions;
  - (ii) it has been brought to the attention of investors through an announcement to ASX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors’ attention; or
  - (iii) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (i) or (ii).

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<sup>1</sup> Note: This offence applies in relation to Medibank. However, for entities other than Medibank, it only applies if the relevant financial products are able to be traded on a financial market in Australia.

- (b) Examples of possible readily observable matters are:
  - (i) any publicly announced change in legislation which may affect Medibank's level of future sales and/or profitability; or
  - (ii) a severe downturn in global securities markets.

### 3.4. Penalties

- (a) Breach of the insider trading laws may subject you to:
  - (i) criminal liability – penalties include heavy fines and imprisonment;
  - (ii) civil liability – you can be sued by another party or Medibank for any loss suffered as a result of illegal trading activities;
  - (iii) civil penalty provisions – ASIC may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation.
- (b) Breach of the law, this policy, or both, will also be regarded by Medibank as serious misconduct which may lead to disciplinary action or dismissal.

### 3.5. Inside Information of other entities

In general, Employees are free to deal in Securities of other entities. However, Employees may come into possession of Inside Information in relation to another entity where they are directly involved in client relationship management or negotiating contracts (for example, where the Employee is aware that Medibank is about to sign a major agreement with that entity, or is aware of merger or acquisition activity involving that entity). In these circumstances, the insider trading prohibitions summarised in section 3.1 would apply to the Employee in relation to that entity's Securities.

## 4. BLACKOUT PERIODS

### 4.1. No dealing in Blackout Periods

In addition to ensuring compliance with the insider trading prohibitions, Restricted Employees must not deal in Medibank Securities during the following prohibited periods (except in accordance with this policy):

- (a) the following closed periods:
  - (i) from 1 January to the close of trading on the business day after Medibank's half yearly results are announced to ASX; and
  - (ii) from 1 July to the close of trading on the business day after Medibank's annual results are announced to ASX; and
- (b) any extension to a closed period, and any additional period, as specified by the Board, ("**Blackout Periods**").

### 4.2. Dealing outside Blackout Periods

Restricted Employees may deal in Medibank Securities at other times subject to complying with insider trading prohibitions (see section 3) and the requirements of this policy, including the notification process in section 8.

## 5. PERMITTED DEALINGS

The following types of dealings are excluded from the operation of section 4 and may be undertaken at any time without requiring prior notification, approval or confirmation of dealing, subject to the insider trading prohibitions:

- (a) (**beneficial holdings**) dealings which do not result in a change in beneficial control of Medibank Securities (for example, transferring a personal holding of Medibank Securities to a personal superannuation fund);
- (b) (**third parties**) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Medibank Securities) where the assets of the fund or other scheme are invested at the discretion of a third party (for example, managed investment schemes, listed investment companies, exchange traded funds, or similar investments funds);
- (c) (**takeover**) a disposal of Medibank Securities arising from a scheme of arrangement or acceptance of a takeover offer;
- (d) (**security purchase plans and dividend reinvestment plans**) trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a security

purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board;

- (e) (**lender disposal**) a disposal of Medibank Securities that is the result of a secured lender exercising their rights, however, this does not extend to disposal under a margin lending agreement or other funding arrangements, where such arrangements are prohibited by this policy; and
- (f) (**incentive scheme**) the exercise (but not the sale of Medibank Securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Blackout Period and the Restricted Employee could not reasonably have been expected to exercise it at a time outside of a Blackout Period.

## **6. FURTHER RESTRICTIONS**

### **6.1. No margin lending or security arrangements**

- (a) Restricted Employees are not permitted to enter into margin lending arrangements in relation to Medibank Securities as the terms may require Medibank Securities to be sold during a Blackout Period or when the Restricted Employee possesses Inside Information. Restricted Employees should consult the Relevant Notification Officer if they are uncertain as to whether an arrangement should be classified as a margin lending arrangement.
- (b) In addition, Restricted Employees must not, without the consent of the Company Secretary, enter into any other funding arrangements where Medibank Securities may be included as security (for example any lending arrangement that involves the Restricted Employee granting an 'all assets' security interest to secure the repayment of a loan).

### **6.2. No short term or speculative trading**

- (a) Medibank encourages Employees to be long term investors in Medibank. Employees should not engage in short term or speculative trading in Medibank Securities or in financial products associated with Medibank Securities.
- (b) Restricted Employees must hold any Medibank Securities or financial products associated with Medibank Securities for at least 90 days.<sup>2</sup>
- (c) Restricted Employees are not permitted to engage in short selling of Medibank Securities.<sup>3</sup>

### **6.3. No hedging**

A Restricted Employee must not:

- (a) enter into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:
  - (i) has not vested; or
  - (ii) has vested but remains subject to a holding lock; or
- (b) deal at any time in financial products associated with Medibank Securities, except for the type of dealing permitted under this policy.

### **6.4. Meaning of financial products**

For the purposes of this section, financial products include derivatives, options, warrants, futures, forward contracts, swaps and contracts for difference issued or created over or associated with Medibank Securities by third parties.

## **7. EXCEPTIONAL CIRCUMSTANCES**

### **7.1. Dealing in exceptional circumstances**

A Restricted Employee may request, and the Relevant Notification Officer may give, prior confirmation for the Restricted Employee to:

- (a) deal in Medibank Securities during a Blackout Period; or
- (b) dispose of Medibank Securities even if otherwise prohibited under section 6, if there are

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<sup>2</sup> For clarity, Medibank Securities granted under an employee incentive scheme are deemed to have been held from the date of grant.

<sup>3</sup> 'Short selling' involves a person selling financial products they do not own with a view to repurchasing them later at a lower price. See ASIC Regulatory Guide 196 for further information.

exceptional circumstances (except if this would breach the insider trading prohibitions – see section 3).

## 7.2. Examples of exceptional circumstances

Exceptional circumstances may include:

- (a) severe financial hardship, for example, a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Medibank Securities;
- (b) requirements under a court order or court enforceable undertakings or other legal or regulatory requirements; or
- (c) other exceptional circumstances as determined by the Chair of the Board (or Chair of the Audit Committee where the Chair of the Board is involved).

## 7.3. Approval of dealings under this section

- (a) If the Relevant Notification Officer has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.
- (b) If prior confirmation is granted in accordance with section 7.1, the Restricted Employee must confirm in writing to the Relevant Notification Officer, within three (3) business days from when the dealing in Medibank Securities has occurred, the number of Medibank Securities affected and the relevant parties to the dealing.

# 8. PROCESS FOR TRADING

## 8.1. Prior notification

Where a Restricted Employee proposes to deal in Medibank Securities in accordance with this policy (including entering into an agreement to deal), they must first provide:

- (a) written notice of their intention to deal, to the Relevant Notification Officer listed below (unless otherwise notified to the Restricted Employee); and

Applicant	Relevant Notification Officer
Chair of the Board	Chair of the Audit Committee (cc. Company Secretary)
Other directors (including CEO)	Chair of the Board (cc. Company Secretary)
Executive Leadership Team	CEO or Company Secretary
Other Restricted Employees	Company Secretary

- (b) confirmation that they are not in possession of Inside Information.

In addition, Key Management Personnel and Other Restricted Employees must provide the Relevant Notification Officer with a completed “Request to Deal in Medibank Securities” form, which can be found on the Medibank Intranet Corporate Governance page.

## 8.2. Clearance

- (a) Before dealing in Medibank Securities, the Restricted Employee must receive a clearance from the Relevant Notification Officer.
- (b) A clearance expires five (5) business days from its date, unless it specifies a different expiry date.
- (c) A clearance confirms that the proposed dealing by the Restricted Employee is within the terms of this policy but does not otherwise constitute approval or endorsement by Medibank or the Relevant Notification Officer of the proposed dealing.
- (d) Restricted Employees remain responsible for their own investment decisions and compliance with the insider trading provisions of the Corporations Act and this policy.

## 8.3. Confirmation of dealing

In addition to providing prior notice under section 8.1, Restricted Employees must confirm in writing to the Relevant Notification Officer, within three (3) business days of the dealing in Medibank Securities, the number of Medibank Securities affected and the relevant parties to the dealing.

# 9. ASSOCIATES

## 9.1. Application of this policy to Associates

This policy (other than section 8) also applies to Associates of Restricted Employees. A Restricted

Employee must communicate on behalf of their Associate with the Relevant Notification Officer for the purposes of any relevant provisions of this policy, including section 5.

## 9.2. Who is an Associate?

“Associates” of a Restricted Employee include:

- (a) a spouse or partner of the Restricted Employee;
- (b) a child or step-child of the Restricted Employee who is under the age of 18;
- (c) a relative who has shared the same household as the Restricted Employee for at least 12 months on the date of the transaction in question;
- (d) any other entity in respect of which the Restricted Employee is a director, secretary or executive officer, unless appropriate arrangements are in place within that company or body to ensure that the Restricted Employee:
  - (i) takes no part in the decision by that other company or body to purchase or sell Medibank Securities; and
  - (ii) has not induced or encouraged that other company or body to purchase or sell Medibank Securities;
- (e) companies with which the Restricted Employee is connected by directly or indirectly:
  - (i) holding at least 20% of the share capital; or
  - (ii) controlling the exercise of at least 20% of the voting power at any general meeting;
- (f) a trustee where the beneficiaries of the trust include the Restricted Employee or his or her spouse, partner or child or step-child under the age of 18; and
- (g) any other persons over whom a Restricted Employee has, or may be expected to have, investment control or influence.

## 9.3. Further advice

If you are in doubt as to whether a person is an Associate, you should contact the Company Secretary who will make a determination on the issue.

## 10. CONFIDENTIAL INFORMATION

- (a) You must treat all sensitive, non-public information about Medibank ("**Confidential Information**") as confidential and belonging to Medibank. You must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required.
- (b) You must avoid inadvertent or indirect disclosure of Confidential Information. Even within Medibank, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential. Be careful that your conversations are not overheard in elevators, planes or other public places. Take whatever steps are reasonably necessary to keep Confidential Information from being disclosed, except as authorised or legally required.

## 11. REVIEW AND PUBLICATION OF THIS POLICY

- (a) The Board will review this policy from time to time.
- (b) This policy may be amended by resolution of the Board. The Company Secretary is authorised to amend this policy to accommodate administrative or consequential amendments that are of no material significance.
- (c) The Company Secretary may approve procedures relating to this policy.
- (d) A copy of this policy is available to all Employees and is also available on the Medibank website. It is the responsibility of each Employee to comply with this policy.

## 12. DEFINITIONS

Term	Definition
<b>ASIC</b>	the Australian Securities and Investments Commission
<b>Associate</b>	has the meaning given in section 9.2
<b>ASX</b>	the Australian Securities Exchange
<b>Blackout Period</b>	has the meaning given in section 4.1

<b>Term</b>	<b>Definition</b>
<b>Board</b>	the Medibank Board of Directors
<b>CEO</b>	the Chief Executive Officer of Medibank
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Employee</b>	all directors, officers, other Key Management Personnel, employees and contractors of Medibank, and any other person designated by the Company Secretary
<b>Executive Leadership Team</b>	The Executive Leadership Team led by the CEO
<b>Inside Information</b>	has the meaning given in section 3.2
<b>Key Management Personnel</b>	those persons having authority and responsibility for planning, directing and controlling the activities of Medibank, directly or indirectly, including any director (whether executive or otherwise) of Medibank
<b>Medibank</b>	Medibank Private Limited and its controlled entities <sup>4</sup>
<b>Medibank Securities</b>	Securities of, or whose value is materially determined by reference to, Medibank
<b>Relevant Notification Officer</b>	the relevant Medibank person to whom notification should be made as set out in section 8.1(a)
<b>Restricted Employee</b>	has the meaning given in section 2.2
<b>Securities</b>	includes shares, options, derivatives, managed investment products, superannuation products and any other financial products that are able to be traded on a financial market.

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<sup>4</sup> Controlled entities are those entities that are controlled by Medibank in accordance with the applicable accounting standards.