

FIDUCIAN GROUP LIMITED

SHARE TRADING POLICY

PURPOSE

To ensure staff 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.

FIDUCIAN GROUP

The Fiducian Group (Fiducian) includes Fiducian Group Limited, and all its subsidiaries, whether wholly or partly owned, and all partnerships and joint ventures in which Fiducian has an interest and where price sensitive information is available.

PART A – INSIDER TRADING

POLICY

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.

This covers information about Fiducian and its subsidiaries, as well as information about other companies of which you become aware through your employment with the Fiducian Group.

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.

If, as an employee of the Fiducian Group, you breach this policy, you not only face dismissal, but also possible serious civil and criminal liability.

WHEN ARE YOU AN INSIDER?

You are in '**insider**':

1. 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 future;
2. In the case of securities, if you know, or should know, that this information is not generally available; and

3. 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.

WHAT ARE SECURITIES?

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

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

WHAT ARE FUTURES?

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.

WHAT IS MEANT BY INFORMATION?

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.

WHEN IS INFORMATION GENERALLY AVAILABLE?

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.

WHAT IS PRICE-SENSITIVE?

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

WHAT IS A MATERIAL EFFECT?

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.

EXAMPLES OF INSIDE INFORMATION

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

- actual or internal forecast profit results;
- details of a new discovery, new product or substantial new business contract;
- the appointment or resignation of a chief executive officer, executive director or chairman
- a float, takeover, merger, purchase, sale or partial sale of business;
- actual or proposed major litigation;
- any plans involving securities or securities futures.

This information may relate to Fiducian, one of its subsidiaries, a corporate client, or any other company.

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

RULES FOR WHEN YOU ARE AN INSIDER

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

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.

- You must not get 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.)
- If the affected securities are also listed on a securities exchange, you must not, either directly or indirectly, give the inside information, or allow it to be given to another person who you know, or should know, would be likely to do any of the prohibited things described above.
- With regard to futures which relate to a company's (including Fiducian'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).

- 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).
- 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.

WHEN ARE YOU NO LONGER AN INSIDER?

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

- Becomes readily available
- Becomes known in a way which is likely to bring it to the attention of people who commonly invest in securities; and
- 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.

WHEN YOUR JOB MAKES YOU AN INSIDER ALL OR MOST OF THE TIME

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 Fiducian and its subsidiaries than most employees. These are usually at senior officer and manager levels, but can also include staff members who support those senior officers and managers. These employees are all known as 'prescribed employees'.

IF YOU ACCIDENTALLY GIVE INSIDE INFORMATION

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 Legal Counsel for guidance.

PART B – PERSONAL TRADING

POLICY

Because of the legal obligations imposed by the Corporations Act relating to inside trading (see Part A of this policy), Fiducian Group officers and

employees may only trade in Fiducian securities and futures during prescribed periods following release of information to the market by the company.

TO WHOM DOES THIS POLICY APPLY?

The Personal Trading Policy applies to all officers (including directors) and employees of Fiducian Group Limited and its subsidiaries.

RULES

Generally you are allowed to buy or sell Fiducian securities or futures during the **six weeks** immediately **after release** to the market of:

- each six-monthly financial announcement; and
- any other major statement which may have an effect on the share price.

****You must not trade at any other time****

These are sometimes referred to as 'Open Periods.' So you are aware of when you can trade, a notification will be sent to all officers and employees by email advising of the release to the market of a financial announcement or a major statement. Times when you must not trade are sometimes referred to as 'Closed Periods.'

Whether a statement falls within the second dot point above is a decision of the Chairman. You therefore should always check with the Managing Director, Legal Counsel or the Financial Controller if you have not received a notification after a statement has been released to the market before undertaking any trades in Fiducian securities or futures.

You **must not trade** during these periods if you have any other 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.

Notification Prior to Trading

An Approval to Trade Form should be used.

Before any Director or the M-D deals in any shares, (including options in respect of shares) he or she must discuss the proposed dealing with:

- The Chairman (in the case of Directors & the M-D); or
- In the case of the Chairman, a Director chosen by the Board for that purpose.

If a share trade occurs, the Director or the M-D must provide in writing to the Company Secretary details of the transaction (making reference to the prior approval), within 3 business days. Before any Manager (other than Directors and the M-D) deals in any shares at any time, the proposed dealing must be

discussed with the Chairman of the Board. The Employee must then notify the Company Secretary in writing (making reference to the prior approval), of any dealings in Fiducian shares, within 3 business days of the trade.

EXCLUSIONS

Despite the above restrictions the following are excluded from this Policy

- transfers of Company securities which were already held in a superannuation fund or other saving scheme in which Management is a beneficiary;
- an investment in, or trading in units of, a fund or scheme (other than a scheme only investing in Company securities) where the assets of the fund or scheme are invested at the discretion of a third party;
- where the Manager is a trustee, trading of Company securities by the trust provided Management is not a beneficiary of the trust and any decision to trade is taken by the other trustees or investment managers independently of Management ;
- undertakings to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made to all or most of the security holders, 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 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;)
- a disposal of Company securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement;
- 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 the Company has been in an exceptionally long Closed Period (or series of consecutive Closed Periods) and Management could not reasonably have been expected to exercise it at a time (but not the sale of Company shares following the exercise when free to do so);
- trading under a non-discretionary trading plan for which prior written clearance has been provided by the Chairman (as applicable) and where:
 - the Manager did not enter into the plan or amend the plan during a Closed Period;
 - the trading plan does not permit the restricted person to exercise any influence or discretion over how, when or whether to trade; and
 - the Manager 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
- trading in Exceptional Circumstances as described below.

Exceptional Circumstances

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

Margin Lending

If a Manager proposes to enter into an agreement that provides lenders with rights over interests in Company securities, the Manager 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 Chairman.

Short Term and Other Dealings

No Manager may deal in Company shares at any time for short term gain, including buying and selling shares in a 3 month period or using forward contracts, without the approval of the Chairman, or in the case of the Chairman, a Director chosen by the Board for that purpose.

Management must not enter into any scheme, arrangement or agreement (including options and derivatives) under which the Employee 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).

Indy Singh
Managing Director