



GBST Holdings Limited

ABN: 85 010 488 874

## Securities Trading Policy

<b>References</b>	GBST Corporate Governance Charter GBST Corporate Governance Statement (updated from time to time) Australian Stock Exchange (' <b>ASX</b> ') Listing Rules (' <b>LR</b> ') (specifically LR 12.9 to 12.12) ASX Listing Rules Guidance Note 27 Corporations Act 2001 (Cth)	
<b>Purpose</b>	The Board of Directors of GBST Holdings Limited encourages its Directors and Employees to hold securities in GBST, as it aligns interest with those of other shareholders. It is necessary for GBST to maintain a policy that details restrictions on trading in GBST securities under legal and regulatory requirements, and to clearly articulate the issues and risks to those individuals who have access to insider information, relating directly or indirectly to GBST.	
<b>Scope</b>	This policy sets out when Directors and Employees, along with any other person defined as 'Staff' in this policy, can trade in the securities of GBST, as well as other companies which may have dealings with GBST. It also provides an outline of the law relating to insider trading.	
<b>Definitions</b>	Refer to section 9 in this policy.	
<b>Personnel Involved</b>	All Staff of GBST (including consultants and contractors).	
<b>Review of this Policy</b>	The GBST Board of Directors, or their delegate, shall review this policy annually.	
<b>Authorisation</b>	GBST Board of Directors	<b>Date:</b> Sep 2015
<b>History</b>	September 2005: Version 1 November 2010: Version 2: Changes in Response to amendments to the ASX Listing Rules July 2013: Version 3: Changes resulting from annual review September 2015: Version 4: Changes resulting from the updated ASX LR and Guidance Note 27	

**Statement**

This is an important policy, and it is imperative that you read this policy and understand its terms. If you are uncertain about any aspect of this policy, or the law relating to insider trading, please obtain independent legal advice before dealing in GBST securities. Alternatively, please contact the Company Secretary for more information.

Irrespective of an approval obtained under this policy, if you trade in GBST Securities while you have inside information, not only are you in breach of this policy, but may also be in breach of the insider trading provisions of the Corporations Act, which is a criminal offence.

If a GBST Staff member is aware of inside information, as set out in this policy and GBST's Continuous Disclosure Policy, then any trading by them may constitute insider trading. Any GBST Staff member learning of such trading should inform the Company Secretary immediately of all circumstances known to them. GBST will treat such trading as a breach of the individual's employment contract and disciplinary action will be taken.

It is your responsibility to decide if it is proper for you to trade in GBST Securities and you should take into consideration:

- a) The law relating to insider trading;
- b) The position you hold within GBST; and
- c) This policy.

**Background**

The policy has been developed in line with best practice in corporate governance and allows GBST to deal with all the situations including where price sensitive (or inside) information known to the Company has not yet been published to the market. The policy has been revised in light of the latest ASX Listing Rules relating to Security Trading Policies and ASX Guidance Note 27.

**1. Persons that this policy applies to**

This policy applies to all Directors, Officers, Key Management Personnel ('KMP') and Employees of GBST Holdings Limited ACN 010 488 874 and/or any of its associated entities ('GBST' or 'Company'). The policy also extends to consultants and contractors of GBST.

Furthermore, the insider trading provisions of the Corporations Act apply to all persons, including members of your family, any of your associated entities and any other acquaintances or persons acting on your behalf in relation to trading in GBST Securities.

For the purposes of this policy, all individuals mentioned above will be referred to as 'Staff' or 'GBST Staff'.

All GBST Staff are bound by this policy in each contract of employment, or any contracting or consulting agreement, with GBST. A copy of this policy will be provided with the standard set of policies to which GBST Staff are bound.

## 2. Securities covered

This policy applies to all securities issued by GBST of any type or kind, which includes (but is not limited to) ordinary shares, preference shares, options, performance rights, hedging or derivative instruments and convertible notes and other debentures. Furthermore, this policy applies to securities of other companies in situations where inside information of those other companies is in possession of GBST Staff. These circumstances include where GBST has made (or is contemplating) a takeover offer, GBST has (or is known to be acquiring) a shareholding of 5% or more, or where the other company is a party to a joint venture or other third party dealing with GBST.

For the purposes of this policy, all securities noted above will be referred to as ‘**GBST Securities**’.

The insider trading provisions of the Corporations Act apply not only to GBST but also any other company if you trade using inside information.

### **Exclusions:**

The following are securities that this policy does not apply to:

- Change in the legal ownership of the company’s securities held by a Director or Employee provided that there is no material change in beneficial ownership (though it is preferred that such movements occur outside of Prohibited Periods);
- Investments in funds or other schemes that may include the company’s securities where investment decisions are not made by the Director or Employee;
- Trading by a trust of which the Director or Employee is a trustee but not a beneficiary where the Director or Employee does not make decisions with regard to the trading;
- Undertakings to accept, or acceptance of a takeover offer;
- Taking up an offer made to shareholders generally such as a share purchase plan, dividend reinvestment plan or equal access buy-back;
- Acquisition of GBST Securities, through an employee share ownership plan in accordance with the rules of the relevant plan, is exempt from the terms of this policy.

Any subsequent trading in GBST Securities acquired through a share purchase plan, dividend reinvestment plan or the employee share or option plan is covered by this policy.

## 3. Restrictions on trading

At any time, all Staff of GBST are prohibited from trading in GBST Securities whilst in possession of unpublished price sensitive (or inside) information. Please refer to section 4 for more details on what constitutes inside information.

In addition to this overarching prohibition of insider trading, all Staff of GBST are not permitted to trade under the following circumstances:

- During Closed Periods or Prohibited Periods (refer to section 5); or
- Where it is for speculative and/or short term gain (ie GBST Staff must not buy and sell GBST Securities within a 30 day period under any circumstance).

Furthermore, GBST Staff must not use GBST Securities in connection with a margin loan or similar financing arrangement or product which may be subject to a margin call or loan to value ratio ('LVR') breach. Additionally, GBST Staff are not permitted to enter into transactions in products associated with GBST Securities which operate to limit the economic risk of their security holding in GBST (eg hedging arrangements), including hedging arrangements or other such arrangements in respect of options or rights under an employee share ownership plan.

#### **4. Insider Trading and Inside information**

**Insider trading** is prohibited at all times under this policy and is illegal under the Corporations Act. Insider trading includes trading in all GBST Securities by a person who possesses non-public 'price-sensitive' information (or inside information) concerning the Company's affairs.

If a person possesses inside information, and ought reasonably to know that it is inside information, they must not:

- apply for or acquire or dispose of GBST Securities, or enter into an agreement to do so ('**Dealing offence**'); or
- procure another person to do so ('**Procuring offence**'); or
- directly or indirectly communicate the information, or cause the information to be communicated the insider knows or ought reasonably to know that a person would deal with ('**Tipping offence**').

**Inside information** is information relating to GBST which is not generally available and if the information were known, would likely to:

- a reasonable person would expect it to have a material effect on the price or value of GBST Securities; or
- influence persons who commonly invest in securities in deciding whether or not to buy, sell or deal in GBST Securities.

It does not matter how or in what capacity you became aware of the inside information, and it does not have to be obtained from within GBST to constitute inside information. Practical examples of inside information include:

- Financial performance against budget or forecast;
- Change in strategic direction of the Company;
- Possible acquisition or disposal of significant assets;
- Possible change in capital structure (including capital raisings or borrowings);
- Proposed changes to dividends or dividend policy;
- Entry into or termination of important agreements;
- An unexpected liability; or
- Changes to GBST's Board of Directors or the KMP of GBST.

Potential consequences of breaching the insider trading laws may expose you (and/or members of your family and/or any other person you pass inside information onto) to criminal and/or civil liabilities under the Corporations Act.

## 5. Closed (or black-out) Periods and Prohibited Periods

It is assumed for the purpose of this policy that GBST Staff are likely to be in possession of inside information by virtue of their position. This is considered likely to occur on a periodic basis during the period prior to the release of the company's half year and full year results. For that reason, GBST Staff are not permitted to trade in GBST Securities as follows (each a '**Closed Period**'):

- The period from (and including) the 15<sup>th</sup> of December to the end of the first business day following the release of the Company's half-year results (reviewed by the Company's auditor) to the ASX; and
- The period from (and including) the 15<sup>th</sup> of June to the end of the first business day following the release of the Company's audited full year results to the ASX.

In addition, each of the Closed Periods referred to in this section and the period during which an ASX release is being considered up to the release to ASX are '**Prohibited Periods**'. Section 7 provides specific permission due to exceptional circumstances in accordance with this policy.

**Furthermore, a black-out period may be imposed by the Company at any time without explanation. Irrespective of whether trading occurs in accordance with this policy, no trading can occur if it involves the use of inside information.**

## 6. Approval for Trading

To assist in protecting the interests of all shareholders of GBST, all GBST Staff may only trade in an Open Period.

For all trades during an Open Period, you must first obtain approval from your Manager and the relevant details must be submitted to the Company Secretary prior to a trade in GBST Securities being initiated, who will register the request on the basis that the requested trade does not contravene any provision under this policy or any law, and will forward the declaration to the Group CEO.

Exceptional circumstances must exist before a member of GBST Staff may be given permission to trade during Closed or Prohibited Periods.

### ***Written clearance procedure during a Closed or Prohibited Period - GBST Staff (excluding Directors):***

You must first gain approval from your Manager, and then the attached GBST Securities Trading Application (Closed or Prohibited Period) form (Appendix A) request shall be submitted to the Company Secretary, who will then register the request and then submit to the Group Chief Executive Officer & Managing Director ('**Group CEO**') for approval. The same written clearance procedure applies for KMP and any other GBST Staff who report directly to the Group CEO. The Board delegates its responsibility to the Group CEO to make such approvals, and in the absence of the Group CEO approval must be obtained from the Chairman or another Non-Executive Director (in the absence of the Chairman).

### ***Written clearance procedure during a Closed or Prohibited Period - Directors of GBST:***

The following persons must receive written clearance from the Chairman of the GBST Board of Directors prior to any trading in GBST Securities at any time during a Closed or Prohibited Period:

- The Group CEO;

- A Non-Executive Director other than the Chairman.

If the Chairman wishes to trade in GBST Securities during a Closed or Prohibited Period, written clearance must be obtained from the Deputy Chairman or another Non-Executive Director prior to trading.

## **7. Exceptional Circumstances for trading during Closed and Prohibited Periods**

The Company cannot definitively state what may constitute exceptional circumstances, however the types of circumstances may include:

- Where the GBST Staff member is in severe financial hardship and GBST Securities they own are the only asset that may be reasonably sold in order to alleviate the hardship; and/or
- The GBST Staff member is required by a court order or undertaking or other legal process to trade in the company's securities.

A decision by the Company to approve trading in exceptional circumstances shall be communicated in accordance with the written clearance procedures detailed in section 6 and will specify the conditions of the trade, which may include confidentiality requirements in respect of the application, and GBST's rights to exercise autonomous discretion in respect of granting written clearance to trade.

## **8. Notification of trading**

If you trade in GBST Securities at any time, the Company Secretary must be informed of all the details regarding the trade(s) as soon as possible (including the reason for the trade), which will be maintained in a register of GBST Securities traded under this policy.

Directors who trade in GBST Securities must notify the Company Secretary as soon as possible in order for the Appendix 3Y to be prepared and lodged in accordance with the ASX Listing Rules, and (if applicable) to notify the market of a substantial shareholding (more than five percent) or any change(s) in that holding as required by the Corporations Act, along with any other legal or regulatory requirements.

## **9. Definitions**

**Associated entities** has the meaning given to that term by section 50AAA of the Corporations Act and includes any international entities.

**ASX** means ASX Limited ACN 008 624 691 and the Australian Stock Exchange.

**Board** means the GBST Board of Directors.

**Chairman** means the Chairman of the GBST Board of Directors.

**Closed Period** has the meaning given to that term under section 5 of this policy.

**Company** means GBST Holdings Limited ACN 010 488 874 and/or any of its associated entities.

**Company Secretary** means the Secretary of the Company.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Director** means a Director of the Company.

**Employee** means an employee of the Company and includes a KMP of the Company.

**GBST Securities** means securities defined under section 2 which this policy applies to.

**Group CEO** means the Group Chief Executive Officer and Managing Director, or the Executive Officer of the Company.

**Inside information** has the meaning given to that term by section 1042A of the Corporations Act.

**Insider trading** has the meaning given to that term by the Corporations Act.

**KMP** means Key Management Personnel as defined under the Corporations Act, and includes senior management and executive management of GBST.

**Open Period** means any time other than a Closed Period or Prohibited Period.

**Policy** means this document or any amendment or replacement document.

**Prohibited Period** has the meaning given to that term under section 5 of this policy.

**Staff** or **GBST Staff** means a person defined under section 1 to whom this policy applies.

**Written clearance** means the approval obtained in accordance with section 6 of this policy.



**Appendix A****GBST Securities Trading Application (Closed or Prohibited Period)**

To: Group CEO / Chairman / Non-Executive Director \* (by email)

From: \_\_\_\_\_

Relative or Entity name: \_\_\_\_\_

Notification: I or my relatives / entity\* request permission to buy/sell/deal\*  
\_\_\_\_\_ (insert number and type of securities) in GBST

Reason for trade: \_\_\_\_\_

Proposed date to trade: \_\_\_\_\_

*\* Delete as appropriate*

I hereby declare that this dealing is not a result of access to, or receipt of, inside information as defined in the GBST Securities Trading Policy and confirm that neither I, my relatives or any entity I control are in possession or inside information.

Job title: \_\_\_\_\_

Signed - Applicant: \_\_\_\_\_

Signed - Manager: \_\_\_\_\_

Date: \_\_\_\_\_

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Approval: \_\_\_\_\_

Group CEO / Chairman / Non-executive Director \*

Date: \_\_\_\_\_

*\* Delete as appropriate*