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## ASX RELEASE

# SECURITIES DEALINGS POLICY

Attached for release as required under ASX Listing Rule 12.9 is a copy of ROC's Securities Dealing Policy.

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## SECURITIES DEALINGS POLICY

### 1. INTRODUCTION AND PURPOSE

This policy statement summarises the law relating to insider trading and sets out the policy of the Company on employees dealing in securities of the Company and those of other companies.

If you do not understand the summary of law, ROC's policy or how it applies to you, you should raise the matter with your manager or with the Company Secretary before trading in any securities which may be affected by the policy or the law.

This policy statement is only a summary of complex legal provisions, and should therefore only be used as a general guide, not as legal advice.

If you are a Director, Senior Manager or have been advised by the Company that you are an Applicable Employee, certain further obligations stated in Section 7 of this policy will also apply to you.

### 2. DEFINITIONS

The following terms have the following meanings unless the context otherwise requires:

**"Applicable employee"** means any employee who is likely to be in possession of unpublished price-sensitive information in relation to the Company because of his or her employment in the Company or any of its subsidiaries and who is nominated by the Company as an applicable employee;

**"ASX"** means Australian Stock Exchange Limited;

**"ASX Listing Rules"** means the listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX;

**"Close Period"** means any of the periods when a Director is prohibited from dealing as specified in Clause 7.2 of this Policy;

**"Company"** means Roc Oil Company Limited;

**"Corporations Act"** means the Corporations Act 2001 of the Commonwealth of Australia;

**"dealing"** means:

- (a) acquiring or disposing of securities;
- (b) mortgaging, charging, pledging or granting a lien over securities;
- (c) entering into an agreement to apply for, acquire, dispose of, mortgage, charge, pledge or grant a lien over securities;
- (d) procuring another person to apply for, acquire, dispose of, mortgage, charge, pledge or grant a lien over securities or to enter into an agreement

to apply for, acquire, dispose of, mortgage, charge, pledge or grant a lien over securities; and

- (e) hedging or acquiring options over unvested securities.

**"Director"** means a person who acts as a director of the Company whether or not officially appointed to such position;

**"holding"** means any legal or beneficial interest, direct or indirect;

**"person"** means an individual, corporation, partnership, association, trust or other entity as the context admits or requires;

**"Securities"** means:

- (a) Company's shares;
- (b) Company's debentures;
- (c) a legal or equitable right or interest in a Company's share or debenture;
- (d) an option to acquire by way of issue, any of the securities listed in paragraphs (a), (b) or (c); and
- (e) derivatives (such as swap options, warrants) and other financial products issued by third parties in relation to the Company's shares, debentures and options;

**"Senior Manager"** means a member of the Company's senior management team.

### 3. THE INSIDER TRADING PROHIBITION

If you have "price-sensitive information" relating the Company's which has not been published or which is not otherwise "generally available", it is illegal for you to:

- buy, sell or otherwise deal in Securities;
- advise, procure or encourage another person (for example, a family member, a friend, a family company or trust) to buy or sell Securities; or
- pass on information to any other person, if you know or ought reasonably know that the person may use the information to buy or sell (or procure another person to buy or sell) Securities.

It is the responsibility of each Director and person working for ROC to ensure that they do not do any of the things prohibited by the insider trading law. The consequences for breach of this law may be severe including criminal and civil liability.

### 4. WHAT IS "PRICE SENSITIVE INFORMATION"?

Price-sensitive information means information relating to ROC that would, if the information were publicly known, be likely to:

- have a material effect on the price or value of Securities; or
- influence persons who commonly invest in securities in deciding

whether or not to buy or sell Securities.

Examples of possible price-sensitive information included, but are not limited to:

- the financial or operational performance of the Company;
- entry into or termination of a material contract (such as a major joint venture);
- a material acquisition or sale of assets;
- an actual or proposed takeover or merger;
- an actual or proposed change to the ROC Group's capital structure;
- a proposed dividend or a change in dividend policy; or
- a material claim against the Company or other unexpected liability.

## **5. WHEN IS THE INFORMATION "GENERALLY AVAILABLE"?**

Information is generally available if:

- it consists of readily observable matter;
- it has been made known in a manner likely to bring the information to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated amount such persons has elapsed;
- it is derived from information which has been made public;
- it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

## **6. DEALING IN SECURITIES OF OTHER COMPANIES**

If you have "price sensitive information" relating to a company other than ROC which is not "generally available" the same insider trading rules outlined above apply to buying and selling securities in that company. In the course of performing your duties, you may obtain price sensitive information relation to another company in a variety of circumstances. Examples include, but are not limited to the following:

- another company may provide price sensitive information about itself to ROC in the course of a proposed transaction;
- another company with whom ROC is dealing may provide price sensitive information about a third company; or
- information concerning ROC or actions which may be taken by ROC (i.e. a planned transaction or strategic change) could reasonably have an effect on a third party company.

Apart from the application of the insider trading rules to shares in other companies, ROC personnel are also bound by a duty of confidentiality in

relation to information obtained in the course of their duties in respect of third parties.

## **7. DEALINGS BY DIRECTORS, SENIOR MANAGERS AND APPLICABLE EMPLOYEES**

### **7.1. Purpose of dealing**

A Director, Senior Manager or Applicable Employee must not deal in any Securities on considerations of a short term nature.

### **7.2. Close periods**

A Director, Senior Manager or Applicable Employee must not deal in any Securities during a "Close Period". A Close Period is:

- (a) the period of two months immediately preceding the preliminary announcement of the Company's annual results or, if shorter, the period from the relevant financial year end up to and including the time of announcement; and
- (b) if the Company reports on a half-yearly basis the period of two months immediately preceding the publication of its half-yearly report or, if shorter, the period from the relevant financial period end up to and including the time of the publication; or
- (c) if the Company reports on a quarterly basis, the period of one month immediately preceding the announcement of the quarterly results or, if shorter, the period from the relevant financial period end up to and including the time of the announcement (save that for the final quarter Section 7.2(a) of this policy applies).

In addition, the Company Secretary may at the direction of the Board designate any other period to be a "Close Period"

### **7.3. Dealings**

- (a) A Director, Senior Manager or Applicable Employee must not deal in any Securities without first submitting either an email or written request to the Company Secretary in advance and receiving clearance. The Chairman and the Chief executive officer must receive clearance from the Board. Directors receive clearance from the Chairman. The Chief Executive Officer may give clearance to Senior Managers and Applicable Employees.
- (b) A Director, Senior Manager or Applicable Employee, who is not in the possession of price sensitive information, may be given clearance to dispose of (but not acquire) Securities during a Close Period if they are in severe financial difficulty or there are other exceptional circumstances. A person may have severe financial difficulty if they have a pressing financial commitment that could not be satisfied other than by selling Securities. Severe financial difficulty would not normally include a liability to pay tax unless the person has no other means of satisfying that liability.

- (c) Any clearance to deal during a Close Period will remain valid for a period of 7 days from when written or email notification of the clearance is given.

#### **7.4. Written records**

The Company will maintain a written record of the receipt of any advice received from a Director or applicable employee pursuant to Section 7.3 and of any clearance given. Written confirmation from the Company that such advice and clearance (if any) have been recorded will be given to the Director or applicable employee concerned.

#### **7.5. Margin Loans**

Any Director or Senior Manager who wishes to take out a margin loan against their securities of the Company must obtain clearance in accordance with Section 7.3(a).

#### **7.6. Changes to the holdings of Directors and applicable employees**

It should be noted that the definition of dealing includes any change in the holdings (as defined) of Directors, Senior Managers and Applicable Employees. Accordingly this Section 7 will apply when others (such as investment managers) have discretion to deal on their behalf. It also applies to indirect holding and to both beneficial and legal interests.

#### **7.7. Dealings not prohibited**

For the avoidance of doubt, and notwithstanding the definition of dealing contained in Section 1.1 of this policy, the following dealings are not subject to the provisions of this Section 7:

- (a) undertakings or elections to take up entitlements under a rights issue or other pre-emptive offer (including an offer of shares in lieu of a cash dividend);
- (b) the take up of entitlements under a rights issue or other pre-emptive offer (including an offer of shares in lieu of a cash dividend);
- (c) allowing entitlements to lapse under a rights issue or other pre-emptive offer (including an offer of shares in lieu of a cash dividend);
- (d) the sale of sufficient entitlements nil-paid to allow take up of the balance of the entitlements under a rights issue;
- (e) undertakings to accept, or the acceptance of, a takeover offer;
- (f) exercise of rights under the Company's long term incentive plan.

### **8. ADDITIONAL INFORMATION**

If you have any questions arising from ROC's Security Dealing Policy, you may contact the Chief Executive Officer or Company Secretary.