



## Corporate Governance Securities Trading Policy

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- **In summary, this policy requires that senior management or their associates only trade in the Company's securities:**
    - **outside the 'results preparation' blackout windows; and**
    - **with the prior approval of the Chairman or Company Secretary.**
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### General Provisions - Insider Trading, Escrow and Confidentiality

This policy provides additional restrictions on Senior Management (including Directors of the Company), over and above those applicable to any person in possession of certain price sensitive information.

Those general provisions ensure that a person must not deal in the securities of the Company when in possession of information the person knows, or ought reasonably to know:

- is not generally available, including information the Company has not disclosed to the market; and
- would have a material effect on the price of those securities if it was generally available.

This prohibition extends to procuring another person to deal in those securities, extends to communicating the inside information to another person, if the person knows, or ought reasonably to know, that the other person would, or would be likely to deal in the securities of the Company or procure another person to deal in the securities of the Company.

In addition, a person must not deal in the securities of the Company that are covered by escrow provisions, whether voluntary or by virtue of a ruling by the Australian Securities Exchange (ASX).

The Corporations Act 2001 imposes severe penalties, both criminal and civil, on persons who conduct insider-trading activities or trade shares that are in escrow.

A person in possession of inside information concerning the Company has a duty to keep the information confidential and must not communicate or disclose the information to any other person.

If a person is in any doubt about whether they are in possession of inside information or subject to escrow or confidentiality provisions, the relevant person must contact either the Chairman or Company Secretary to assess the position, and obtain approval prior to any trade in the securities of the Company.

### Specific Provisions for Senior Management

For the purposes of this policy, Senior Management of the Company is:

- the Chairman, and the members of the Board
- the Chief Executive Officer and any other senior executive who has been issued with a copy of this policy; and
- the Company Secretary.

This policy also applies to any employee who in the course of their employment may be exposed to inside information.

### **Associated Parties**

Each member of Senior Management is responsible for ensuring that their associates, being immediate family, including spouse, children, parents, brothers and sisters, comply with the trading restrictions set out in this policy.

### **Trading Restrictions – results blackout window**

In addition to their general obligations not to trade when in possession of inside information, or subject to escrow provisions, Senior Management of the Company may not buy or sell shares in 3Q Holdings Limited from the end of each half year (31 December, and 30 June each year) and until two days after the release of the trading result applicable to that period, to the market.

Senior Management should also ensure that they receive prior approval of any trading in the Company's securities from the Chairman or the Company Secretary.

### **Dealing inside blackout windows in exceptional circumstances**

Senior Management may in exceptional circumstances apply in writing to the Chairman or Company Secretary for approval of a trade inside a blackout window, provided the Senior Manager is not in possession of inside information.

No dealing may be undertaken before a Senior Manager receives the written approval of the Chairman or Company Secretary.

The Chairman or Company Secretary may grant a Senior Manager written permission to deal in securities during a blackout window if the Chairman or Company Secretary is satisfied that the Senior Manager's circumstances amount to exceptional circumstances, when taking into account the following factors:

- (a) whether the Senior Manager is suffering severe financial hardship;
- (b) whether the Senior Manager is bound by a court order, enforceable undertaking or other legal or regulatory requirement to transfer or sell their securities; and
- (c) whether the Senior Manager's circumstances are otherwise exceptional and the proposed dealing is the only reasonable course of action available.

If approval is granted by the Chairman or the Company Secretary, the Senior Manager must complete the dealing within 14 days of receiving written approval, or within an earlier time specified by the Chairman or Company Secretary in granting the approval.

### **Board Discretion**

The Board of the Company has the absolute discretion to remove or place any trading restrictions (over and above the trading restrictions) on the Senior Management and their associates of the Company at any time during the year. Reasons for imposing or releasing any trading restriction where this discretion is exercised will be included in the minutes of the meeting at which it occurs.

### **Notification of trading in the Company's Securities**

Senior Management are required to notify the Chairman or Company Secretary no more than one day after any dealings in the Company's securities in writing by providing the following information:

- Name of security holder
- Date of trade
- Type of transaction
- Number of securities involved
- Price per security

The Company Secretary will then complete the required disclosure to the ASX.

### **Procedural aspects**

The Chairman will notify all Senior Management and provide them with a copy of this policy and any revisions and obtain a copy for the Company files signed by the employee or officer confirming that they have read, fully understand and will comply with the policy.

For more information please contact:

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