

1. Introduction

- 1.1 The Corporations Act prohibits the trading in shares, options and other financial products of a company by any person who is in possession of undisclosed inside information regarding that company. The Corporations Act imposes substantial penalties on persons who breach those provisions. Trading in breach of these provisions is referred to as 'insider trading'.
- 1.2 This policy has been developed to help all directors and team members (you or your) understand insider trading and their obligations under Australian law.
- 1.3 It applies to directors and team members of Vita Group and of any of its subsidiaries.
- 1.4 During your career with Vita Group you may become aware of information that could have an impact on the price of shares and other financial products in the market. This information could be 'inside information'.
- 1.5 This information is usually confidential and subject to your duties of confidence to the Company and to customers. The insider trading rules in the Corporations Act also affect how you can use this information.
- 1.6 As well as potentially serious civil and criminal liability arising from breaches of insider trading laws, insider trading is also a serious breach of conditions of employment within Vita Group and may lead to disciplinary action up to and including dismissal.
- 1.7 This policy is not intended to be a substitute for you obtaining your own legal advice. If you have any particular concerns on insider trading you should speak with your manager or the Company Secretary.

2. Definitions

- 2.1** Designated Team Member: Team members having access to regular confidential communications (including but not limited to Vita Group channel or consolidated monthly management reports and forecasts) and any other team members nominated by the CEOs, are Designated Team Members.
- 2.2** Financial Products: The following are Financial Products:
- (a) securities - including a company's shares, debentures (including convertible notes), managed investment interests made available by it, units of shares or of managed investment interests and exchange traded and over the counter put and call options over any of those securities,
 - (b) derivatives - including exchange traded options, equity swaps, futures or options, equity futures or other futures which relate to any financial products of a company,
 - (c) managed investment products,
 - (d) superannuation products, and
 - (e) any other financial product that can be traded on a financial market (that is, tradeable on a stock exchange or futures exchange or other type of licensed financial market).
- 2.3** Information: Information means any fact, matter or circumstance and includes:
- (a) matters of supposition (eg, rumours or innuendo) or which are otherwise insufficiently definite to warrant being made known to the public, and
 - (b) matters relating to the intentions, or likely intentions, of a person.
- The information can be in any form (eg, written or verbal).
- 2.4** Inside Information: Inside Information means confidential information concerning the company's financial position, strategy or operations and any other information that a reasonable person might consider, if it were made public, would be likely to have a material impact on a decision to buy or sell the company's financial products.
- You may come into possession of inside information if you become aware of any of the following when it is not generally available:
- (a) actual profit results,
 - (b) internal forecasts of profit results,
 - (c) changes of strategic direction of the business,
 - (d) details of a new discovery, new product or substantial new business contract,
 - (e) the appointment or resignation of a chief executive officer, executive director or chairman,
 - (f) an actual or proposed major acquisition or disposal of assets,

- (g) a float or other share issue, capital raising, takeover, merger, purchase, sale or partial sale of business,
- (h) actual or proposed major litigation,
- (i) any plans involving securities or securities futures or other financial products.

This information may relate to Vita Group, one of its subsidiaries, a corporate customer or any other company.

In the course of your duties you may come into possession of inside information if you are involved in relationship management with a customer or credit research or credit decisions.

You will no longer be an insider once the inside information becomes generally available.

- 2.5** Relevant Vita Group Persons: Directors, members of the Group Leadership Team (GLT), consultants and advisers with inside information, and designated team members are Relevant Vita Group Persons.

3. General policy

- 3.1** If you have inside information about a company's financial products (either Vita Group or another company), which is not generally available to others, under the Corporations Act you cannot:
- (a) apply for, acquire or dispose of those financial products, or enter into an agreement to do any of those things, or
 - (b) procure that another person does any of those things in relation to those financial products.
- 3.2** If you have inside information about a company's financial products that are listed on a financial market (such as the Australian Stock Exchange or the Sydney Futures Exchange), then you must not, directly or indirectly, communicate that information to a person if you know, or you ought reasonably to know, that the person is likely to deal or trade in those financial products.
- 3.3** These rules not only prevent you from trading but also prevent you from encouraging other people to trade or giving that information to someone else who is likely to trade or encourage others to trade.

4. Specific Rules

4.1 You must follow the rules below if you have inside information:

- (a) you must not apply for, acquire, or dispose of, financial products of the company to which the inside information relates, either for yourself or for another person,
- (b) you must not get another person (whether a family member, friend, associate, colleague or your private company or trust) to apply for, acquire, or dispose of, the financial products for you, or for another person or for themselves,
- (c) if the financial products are also listed on a financial market (such as the Australian Stock 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,
- (d) with regard to financial products of a company in respect of which you are a customer service provider, you must not apply for, acquire or dispose of or offer or agree to acquire or dispose of those financial products or attempt to influence others (including family, associates, colleagues, private company or trustee) to do so,
- (e) you must not give any inside information to any person who is an employee or contractor of Vita Group and/or its subsidiaries who is a trader in, or distributor of, financial products or get them to buy or sell for you or another person while you have inside information,
- (f) if you liaise with industry analysts or business journalists working on the business activities of Vita Group, you must not give them any inside information about Vita Group, or confirm with them any suspicions or hunches which they may have, even if these hunches are based on their own research and analysis.

5. Personal Trading Policy

- 5.1** The above general policy and rules apply to all financial products to which the insider trading rules in the Corporations Act apply.
- 5.2** This part of the policy applies to you in respect of your dealings with Vita Group shares or any other securities or financial products which may be issued by the Company.
- 5.3** Employees of the Company will have different access to inside information depending on their position. It is more likely that directors and members of GLT will have access to inside information.
- 5.4** The following policy applies to all directors and team members:
- (a)** no director or team member can trade in or get someone else to trade in financial products of the Company in breach of insider trading rules
 - (b)** under no circumstances can directors or team members engage in short term or speculative trading in Vita Group financial products. Whilst it is impractical to provide a precise definition of what is short-term or speculative trading, the guiding principle should be that at the time of purchase the person should not intend to resell the listed securities within twelve months with the aim of realizing a gain. The sale of a share following the exercise of an option is not considered a speculative trade.

The prohibition on short-term or speculative trading includes direct dealings in the Company's listed securities and transactions in the derivative markets involving exchange traded options, share warrants and similar instruments.

The entering into of all types of "protection arrangements" (including hedges, derivatives and warrants) in connection with any of the Company's listed securities that are held directly or indirectly by directors or team members is prohibited at any time, irrespective of whether such protection arrangements are entered into during trading windows or otherwise. This prohibition extends to vested and unvested shares or options in any share or option plan.

Protection arrangements includes entering into transactions which:

- amount to 'short selling' of the company's listed securities beyond the director's or employee's holding of the listed securities
- operate to limit the economic risk of any director's or employee's holding of the listed securities or options
- otherwise enable a director or employee to profit from a decrease in the market price of the listed securities.

This rule is designed to encourage support for Vita Group's long term objectives and discourage short term actions which could affect the share price or lead to market speculation

- (c) under no circumstances can a director or team member holding, or having an interest in, or having control of through family, associates, colleagues, a private company or a trust, more than 0.5% of the company's listed securities, enter into 'margin loan' or similar arrangements in respect of those listed securities.

The term 'margin loan' is generally used to refer to an arrangement whereby the holder of shares in a company borrows money against the value of those shares. The risk for the shareholder in such a situation is that if the value of the shares declines then the shareholder may be called on by the lender to make an additional payment (or 'margin call') to reflect the lost value of the shares or have the shares sold in order to make up this shortfall.

- (d) if any director or team member who holds, or has an interest in, or has control of through family, associates, colleagues, a private company or a trust, any of the Company's listed securities, enters into a 'margin loan' or similar arrangement in respect of those listed securities, he or she must advise the Company, through the Company Secretary, of the existence of the arrangement, details of the number of listed securities involved, and details of the financial arrangements involved.
- (e) any director or team member who trades in financial products of Vita Group on a financial market should use only one or two brokers, and preferably only one.

6. Trading Windows – Relevant Vita Group Persons

6.1 The following additional rules apply to Relevant Vita Group persons:

- (a) trading in the Company's financial products on a financial market is restricted to a 30 day period immediately following two days after:
 - (i) the release of Vita Group's half year results,
 - (ii) the release of Vita Group's yearly results,
 - (iii) the issue of a prospectus offering securities in Vita Group, or
 - (iv) the annual general meeting, and
- (b) to trade in these windows, approval must be obtained from the Chairman before trading in Vita Group financial products. The Company Secretary must be notified as soon as the trade has taken place, and, where necessary, provided with the details required for disclosure.

6.2 Trading may be permitted outside these windows if special circumstances exist. Approval must be obtained from the Chairman. Whether special circumstances exist will be a matter for the Chairman to decide but will generally only apply in limited circumstances such as:

- (a) cases of financial or personal hardship or necessity,
- (b) legal duties and obligations (eg, the administration of a deceased estate or transfers under Family Court orders),
- (c) transfers to related entities (eg, to a personal superannuation fund or a family trust).

6.3 Those people affected by these additional rules must be aware that they are still subject to the general rule that they must not trade in those financial products whilst in possession of inside information.

6.4 While it is not compulsory, Vita Group believes it would be prudent for all relevant Vita Group persons affected by the additional rules to maintain a record or register of personal trading in Vita Group financial products.

7. Sign-off – Relevant Vita Group Persons

7.1 With the exception of consultants and advisers, all Relevant Vita Group persons will be required annually to sign a statement confirming that they are aware of this policy, and that they have complied with all of the provisions of the policy.

8. How often will this policy be reviewed?

8.1 This Policy will be reviewed by the Board annually and revised as required.