

Policy on the Trading of Company's Securities

1. General principles

The principle behind this policy on trading (buying, selling or other dealing in) Company securities (being shares, options, or any other equity, debt or derivative instruments, including instruments to limit the economic risk of other securities held) is as follows:

- (a) Directors, officers and employees, and persons associated with them, including family members and business associates (together "**Insiders**"), must not trade in the Company's securities nor place themselves in a position where it may reasonably be perceived they have been trading in the Company's securities other than in compliance with this policy.
- (b) The policy is designed to seek to ensure that:
 - Insiders do not breach "insider trading" laws under the Corporations Act (see Annexure B6(1));
 - Insiders do not trade Company securities while they may be in possession of market price sensitive information which has not been released to the ASX announcements platform by the Company (including due to exceptions that may apply to the need to release that information);
 - Public confidence is maintained in the reputation the Company and its related bodies corporate, the directors and employees of the Group and in the trading of the Company's securities.
- (c) This policy has been made to meet regulatory requirements and generally accepted principles and standards of conduct.

2. Implementation protocols

In implementing this policy, and without limiting the General Principles in paragraph 1 above, there are a number of rules and provisions that must, at all times, be followed:

- (a) Directors, officers and employees of the Group and persons associated with them (ie ALL Insiders) are prohibited from trading in the Company's securities other than in conformity with this policy.
- (b) A Director, and the Company Secretary, and persons associated with any of them, are required to ensure that there is an approval in the terms of this policy ("**Dealing Approval**") in respect of a proposed trade in the Company's securities prior to any trade by them.
- (c) A Dealing Approval is an approval by the Chair (or, in the Chair's absence, the Deputy Chair or CEO, although the Chair, Deputy Chair or CEO cannot grant a Dealing Approval to themselves or to persons associated with them) which is to be provided in writing, and which in the absence of any stipulated period in the Dealing Approval is valid for a period of no longer than two weeks. The issue of a Dealing Approval is to be reported at the following Board meeting. A Dealing Approval also includes a written approval by the CEO to a dealing in the Company's securities by an officer/or employee as referred to in paragraph (e) below.
- (d) The Chair is required to obtain the Dealing Approval of the Deputy Chair, or the CEO and one other non-executive Director, prior to any trade by the Chair or a person associated with the Chair.

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- (e) Officers (being persons who have the capacity to make decisions that may significantly impact on the operations or finances of the Group's businesses, other than the Chair, Directors and the Company Secretary) and employees are required to discuss and obtain approval for a proposed trade in the Company's securities with the CEO (or in their absence the Company Secretary) prior to any trade by them or a person associated with them. The CEO (or, in the CEO's absence, the Company Secretary) will consult with the Chair before issuing a Dealing Approval.
- (f) The periods referred to in a Dealing Approval under paragraphs (c), (d) and (e) above may be shortened at any time by a person authorised to issue a Dealing Approval by notice in writing to the relevant person to whom the Dealing Approval was issued.
- (g) All trades by Insiders are to be advised to the Company Secretary within two days of the relevant trade.
- (h) Directors, officers and employees are required to use their best endeavours, wherever possible, to ensure that persons associated with them are aware of and conform to this policy. An associate is regarded as including:
 - close family member of the Director, officer or employee;
 - a company or trust over which the Director, officer or employee has control or material influence, or is a beneficiary;
 - a business or other associate of any of the foregoing.
- (i) Any Dealing Approval issued under this paragraph 2 is deemed to have been given during a declared Trading Window (refer to paragraph 3 below).
- (j) Persons seeking approval to trade Company securities under this paragraph 2 must apply in writing and must supply to the person to give the Dealing Approval all information known to the applicant that may be material to the approval being granted.

3. Trading Windows, Prohibited Periods and Closed Periods

- (a) The following definitions apply:

"Closed Period" means 1 January to 31 December inclusive each year but does not include a period declared to be a Trading Window.

"Prohibited Period" means any period in which the Company is in possession of information that would be disclosable to the market under ASX Listing Rule 3.1 but for the application of, and reliance upon, an exemption allowed under ASX Listing Rule 3.1A.

"Trading Window" means a period in which a Dealing Approval applies (either generally or specific to any particular Insider) provided that the Chair (or the Deputy Chairman or CEO as applicable) may at any time, by notification in writing to relevant Insiders personally, or on the Company's website, "close" a declared Trading Window. Trading Windows must not be declared or allowed to continue during a Prohibited Period. Without limitation, typically Trading Windows might be declared for periods commencing 2 business days after:

 - the release of the Company's annual, half yearly results or quarterly reports (as applicable);
 - the release of a prospectus by the Company (other than a transaction specific prospectus);
 - the Company's AGM;
 - other times at the Chair's discretion.
- (b) During Closed Periods trading in the Company's securities by Insiders is prohibited other than pursuant to a Dealing Approval.

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- (c) During Prohibited Periods, no trading in the Company's securities by Insiders is permitted.

4. Dealing Approvals

- (a) Without intruding upon the discretion of the person issuing a Dealing Approval, approval for trading in the Company's securities might commonly be expected where:
 - it is not a Prohibited Period;
 - there will be no breach of "insider trading" laws by reason of the proposed trade; and
 - adverse reputational imputations for the Company and its governance are unlikely to arise by reason of the proposed trade.
- (b) Without intruding upon the discretion of the person issuing the Dealing Approval, approval for trading in the Company's securities is unlikely to be given where:
 - it is a Prohibited Period; or
 - it is not a Prohibited Period but it is in a period after the close of the Company's books for a relevant period, and before the release of the Company's annual or half yearly results for that relevant period, other than if the approval is to respond to circumstances of financial hardship or personal need for a particular Insider.

5. Compliance with Corporations Act and ASX Listing Rules ("together Regulations")

- (a) This Policy will be interpreted and construed so as to be consistent with all applicable Regulations.
- (b) If anything in this Policy is contrary to the applicable Regulations, then that provision will be severed from this Policy.
- (c) The Company must comply with the Regulations in administering this Policy and in reporting any relevant trading in the Company's securities by Insiders.

6. Exclusions

Subject to paragraph 5, the mere take up of entitlements, or exercise of vested options, to subscribe for Company securities under a pro rata rights issue to all shareholders, an employee share option plan (or similar) or the mere take up of Company securities under a dividend re-investment plan (or similar) does not constitute a "trade" in Company securities for the purpose of this policy.

7. Short Term Trading Prohibited

Each Director, officer or employee, and persons associated with them (ie ALL insiders), must not engage in short term buying and selling of Company securities. In considering what is "short term" for the purposes of this policy, selling within 12 months of buying securities in the Company is given as guidance. Insiders seeking Dealing Approval to sell securities in the Company should disclose when they last bought securities when seeking a Dealing Approval if that information is relevant in considering whether this paragraph is offended by the proposed trade.

8. Margin loans, margin calls, share loans and other arrangements

- (a) For the purposes of this policy trading in Company securities includes the grant of a security interest over securities in the Company and any other contractual arrangement whereby:
 - (i) an entitlement to exercise a right attaching to Company securities of an Insider is assigned to or is exercisable by another party;
 - (ii) an Insider may become contractually obliged to a third party to trade in the Company securities including but not limited to margin call arrangements.

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- (b) Trading in Company securities by Insiders in the terms of paragraph (a) is not permitted other than with a Dealing Approval.

A Dealing Approval under paragraph (b) should not be expected to be given to an Insider having regard to the risk of a forced trade in Company securities as part of the arrangement during a Prohibited Period, and the legal and market reputational risk arising by reason thereof.

9. Communication of policy/education and training

This policy is to be communicated to all Directors, officers and employees of the Company, and periodically reinforced by follow up education and training as part of the Company's corporate governance policies and procedures.

In particular this policy is to be communicated to new personnel of the Company as part of their induction training.

A copy of this policy should be included on the Company's website along with its Corporate Governance Charter and related policy statements.

Annexure B6(1) - Summary of the insider trading provisions

1.1 Prohibition

Insider trading is a criminal offence. It may also result in civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (ie information that is 'price sensitive');

and that person:

- buys or sells securities in the Company; or
- procures someone else to buy or sell securities in the Company; or
- passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of the Company's securities:

- (a) the Company considering a major acquisition or disposal of assets;
- the threat of major litigation against the Company;
- the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- a material change in debt, liquidity or cash flow;
- a significant new development or project proposal (ie new product, project or technology);
- the granting (or loss) of a major contract;
- management or business restructuring proposal; and
- a share issue proposal.

Dealing through third parties

A person does not need to be a Director, officer or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to dealings by Directors, officers and employees through nominees, agents or other associates, such as family members, family trusts and family companies.

Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information (eg even if the Director, officer or employee overhears it or is told in a social setting).

Confidential information

Directors, officers and employees also have a duty of confidentiality to the Company. A Director, officer or employee must not reveal any confidential information concerning the Company, use that information in any way which may cause loss to the Company, or use that information to gain an advantage for themselves or anyone else. Directors, officers and employees should ensure that if confidential information is legitimately required to be provided to external advisers that they are also aware they have a duty of confidentiality to the Company.