

# Securities Trading Policy

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## 1 Purpose

The purpose of this policy is to:

- (a) assist you comply with your obligations under the insider trading provisions of the *Corporations Act (2001) (Cth) (Corporations Act)*;
- (b) protect the Company and its subsidiaries reputation;
- (c) establish a procedure for trading in the Company's securities;
- (d) comply with the requirements of the Listing Rules of the Australian Securities Exchange (**ASX**).

If you do not understand any part of this policy, you should contact the Company Secretary. It is **your** responsibility to make sure that none of your trading breaches the law or this policy.

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## 2 Application

This policy applies to **Restricted Persons (you)**. A Restricted Person is:

- (a) a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company (**Key Management Personnel**);
- (b) a Connected Person of Key Management Personnel.

A **Connected Person** means your spouse or partner, child or step-child under 18 years, a parent, an unlisted body corporate which you are a director of, a trust of which you are a trustee and of which you or any of the persons referred to above is a beneficiary or any other person over whom you have significant influence or control.

You must take all reasonable steps to procure that your Connected Persons comply with this policy.

All Restricted Persons will be provided with a copy of this policy. Training or awareness sessions on this policy will be held from time to time, as required.

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## 3 Securities and trading

This policy applies to **Securities**. Securities are securities issued by the Company and include shares, share acquisition rights, options, debentures (including bonds and notes) and derivatives of any of the above.

To "trade" in Securities means, whether as principal or agent, to apply for, acquire, or dispose of Securities, or to enter into an agreement to apply, for, acquire, or dispose of Securities or procedure another person to do so. To "trade" includes the exercise of an option, or the conversion of a share acquisition right.

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## 4 Insider trading is prohibited at all times

A summary of the insider trading prohibition is set out in the Appendix to this policy. Engaging in insider trading can subject you to civil and/or criminal liability.

If you have Inside Information (as defined in the Appendix to this policy) you must not trade in Securities. **Insider trading is prohibited at all times.**

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## 5 Blackout period

You must not trade in Company Securities:

- (a) in the period commencing five trading days before the date of the Board meeting for the approval of the Company's half-year or annual financial statements and ending 24 hours immediately following the release of the Company's half year and annual financial accounts; and
- (b) in the period that commences upon the release of an announcement by the Company and ends at the close of the next trading date after the day the announcement is released,

**(Blackout Periods)**, unless the circumstances are exceptional and the procedure for prior written clearance described in section 7 has been met.

In addition to the Blackout Periods, the Board may from time to time declare additional periods during which you are prohibited from trading in Securities (for example because the Company is considering matters that would require disclosure to the market but for Listing Rule 3.1A) **(Additional Period)**, unless the circumstances are exceptional and the procedure for prior written clearance described in section 7 has been met. This prohibition is in addition to the Blackout Periods. The Blackout Periods and the Additional Period are together referred to as a **Prohibited Period** in this policy. You must not disclose to anyone that an Additional Period is in effect.

Please note that even if it is outside a Prohibited Period, you must not trade in Securities if you are in possession of Inside Information.

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## 6 Exceptional circumstances

If you are not in possession of Inside Information, you may request prior written clearance to trade in Securities during a Prohibited Period in accordance with the procedure set out in section 7 in the following exceptional circumstances:

- (a) where you are in severe financial hardship; or
- (b) where there are other circumstances deemed to be exceptional by the person granting the prior written clearance.

The determination of whether you are in severe financial hardship or whether there are other exceptional circumstances can only be made by the relevant Approving Officer in accordance with the procedure for obtaining clearance set out in section 7. You may be in severe financial hardship if you have a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Securities.<sup>1</sup> A circumstance may be considered exceptional if you are required by a court order or a court enforceable undertaking to transfer or sell, or accept a transfer of, Securities or there is some other overriding legal or regulatory requirement for you to do so. Ultimately, it is a decision to be made by the relevant Approving Officer, in their sole and absolute discretion.

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## 7 Prior written clearance

You must not trade in Securities at any time (including in the exceptional circumstances referred to in section 6) unless you first obtain prior written clearance from:

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<sup>1</sup> A tax liability would not normally constitute severe financial hardship unless you have no other means of satisfying the liability.

Your role	Approving Officer	Approving Officer alternate
Director or officer (other than Managing Director)	Chairperson	Managing Director
Managing Director	Chairperson	Senior independent director
Chairperson	Senior independent director	Board

A request for prior written clearance to trade must be made in writing using the specified form and given to the relevant Approving Officer (or Approving Officer alternate). The request may be submitted in person or by mail, facsimile or email.

Any written clearance may be given in person or by mail, facsimile or email and will be valid for the period determined by the Approving Officer, which period will usually be 5 business days from the date that the clearance is given.

The Company Secretary will maintain a register of clearances given in accordance with this section 7, and must report all clearances given to the Board at its next following meeting.

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## 8 Trading not subject to this policy

The following trading is excluded from the restrictions outlined in section 5, but remains subject to the insider trading prohibition summarised in the Appendix to this policy:

- (a) transfers of Securities between a Restricted Person and their spouse, civil partner, child, step-child, family company, family trust or other close family member or of Company Securities already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (b) acceptance of a takeover offer or participation in a scheme of arrangement;
- (c) trading under an offer or invitation made to all or most of the security holders such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (d) grants, allocations or vesting of shares, rights or awards under an employee incentive scheme (but not the disposal of the underlying Security);
- (e) a disposal of Company Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement. Please note section 9.2 of this policy; you must not enter into margin loan agreements or other secured lending arrangements in relation to Securities without first obtaining prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in section 7;
- (f) where a Restricted Person is a trustee, trading in the Securities by that trust provided that the Restricted Person is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Restricted Person; and
- (g) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where: (a) the

Restricted Person did not enter into the plan or amend the plan during a Prohibited Period; and (b) the trading plan does not permit the Restricted Person to exercise any influence or discretion over how, when, or whether to trade.

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## **9 Restricted transactions**

### **9.1 Hedging transactions**

Before entering into any transactions or arrangements which operate to limit the economic risk of your security holding in the Company you must first obtain prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in section 7.

You are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration schemes.

### **9.2 Margin loans**

You must not enter into margin loan agreements or other secured lending arrangements in relation to Securities without first obtaining prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in section 7.

### **9.3 Non-discretionary trading plans**

You must not put in place a non-discretionary trading plan in respect of Securities without first obtaining prior written clearance from the appropriate Approving Officer in accordance with the procedure set out in section 7. You must not cancel any such trading plan during a Prohibited Period, unless the circumstances are exceptional and the procedure for prior written clearance set out in section 7 has been met.

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## **10 Consequences of breach**

Breach of the insider trading prohibition could expose you to criminal and civil liability.

Breach of this policy (irrespective of whether the insider trading prohibition or any other law is breached) will also be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

This policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Restricted Persons who wish to obtain further information are encouraged to contact the Company Secretary.

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## **11 ASX notification**

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to: the periods within which Restricted Persons are prohibited from trading in Securities; the trading that is excluded from the operation of the policy; or the exceptional circumstances in which Restricted Persons may be permitted to trade during a Prohibited Period within five business days of the amendments taking effect. The Company will also give this policy to ASX immediately on request by ASX.

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## Appendix – Insider trading prohibition

### 1.1 What is Inside Information?

**Inside Information** is information that: (a) is not generally available; and (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if (and only if) the information would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of those securities. In other words, the information must be shown to be material to the investment decision of a reasonable hypothetical investor in the securities.

It does not matter how you come to know the Inside Information. For the purpose of the insider trading provisions of the Corporations Act, “information” is given a wide meaning and includes matters of supposition and other matters that are insufficiently definite to warrant being made known to the public and matters relating to the intentions, or the likely intentions of a person.

Examples of information which, if made available to the market, may depending on the circumstances be likely to have a material effect on the price of Securities are:

- (a) a transaction that will lead to a significant change in the nature or scale of the Company's activities;
- (b) a material mineral or hydrocarbon discovery;
- (c) a material acquisition or disposal;
- (d) the granting or withdrawal of a material licence;
- (e) becoming a plaintiff or defendant in a material law suit;
- (f) the fact that the Company's earnings will be materially different from market expectations;
- (g) the appointment of a liquidator, administrator or receiver;
- (h) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (i) under subscriptions or over subscriptions to an issue of securities;
- (j) giving or receiving a notice of intention to make a takeover;
- (k) any rating applied by a rating agency to the Company or its securities and any change to such a rating;
- (l) any actual or proposed change to the Company's capital structure for example, a share issue;
- (m) exploration results.

### 1.2 When is information generally available?

Information is generally available if:

- (a) it consists of ‘readily observable matter’;
- (b) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons 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 among such persons has elapsed; or

- (c) it consists of deductions, conclusions or inferences made or drawn from information of the kind referred to in (a) or (b) above.

### 1.3 Prohibited conduct

In summary, the Corporations Act prohibits three types of conduct relating to Inside Information:

- the direct or indirect acquisition or disposal of securities using Inside Information;
- the procurement of another person to acquire or dispose of securities using Inside Information; and
- communication of Inside Information to another person for the purpose of the other person acquiring or disposing of securities.

You must not, whether in your own capacity or as an agent for another, apply for, acquire or dispose of, or enter into an agreement to apply for, acquire or dispose of, any securities, or procure another person to do so if you:

- (a) possess Inside Information; and
- (b) know or ought reasonably to know, that:
- (i) the information is not generally available; and
  - (ii) if it were generally available, it might have a material effect on the price or value of the securities or influence a person's decision to buy or sell the securities.

You also must not either directly or indirectly pass on this kind of information to another person if they know, or ought reasonably to know, that this other person is likely to apply for, acquire or dispose of the securities or procure another person to do so.