



SECURITIES TRADING POLICY

The Company's Securities Trading Policy regulates dealings by directors, officers and employees in securities issued by the Company. In certain circumstances this policy also applies to contractors and consultants.

This policy imposes basic trading restrictions on all employees of the Company and its related companies who possess inside information and additional trading restrictions on **Key Management Personnel**, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including any director (whether executive or otherwise). The Company considers its Key Management Personnel to include:

- (a) all directors;
- (b) all executives reporting directly to the Managing Director; and
- (c) any other employee of the Company who is likely to be in possession of **unpublished price-sensitive information** (as defined below) in relation to the Company because of his/her employment in the Company, irrespective of his/her holding or interest.

Unpublished price-sensitive information means information which:

- (a) relates to the Company's securities or to the Company rather than securities or issuers in general;
- (b) is specific or precise;
- (c) has not been made public; and
- (d) if it were made public would be likely to have a significant effect on the price or value of the Company's securities or would be likely to influence a person in deciding whether to buy or sell the Company's securities.

Any of the following constitutes a dealing or trading in the Company's securities for the purposes of this Securities Trading Policy:

- (a) any change whatsoever to any legal or beneficial interest of any member of the Key Management Personnel or any of his **connected persons** (as defined below), whether direct or indirect, in any of the Company's securities including:
 - (i) any sale or purchase, or any agreement for the sale or purchase, of any securities;
 - (ii) the grant to, or acceptance by, any member of the Key Management Personnel or any of his/her connected persons of any option relating to any securities or of any other right or obligation, present or future, conditional or unconditional, to acquire or dispose of any securities;

- (iii) the acquisition, disposal, exercise or discharge of, or any dealing with, any such option or other right or obligation;
 - (iv) deals between Key Management Personnel;
 - (v) off-market deals; and
 - (vii) transfers for no consideration; and
- (b) the acquisition, disposal or discharge (whether in whole or in part) of a related financial product referenced to any of the Company's securities in which the holder is a member of the Key Management Personnel or any of his/her connected persons.

Connected persons means, in relation to a member of the Key Management Personnel:

- (a) that member's spouse or civil partner and children under the age of 18;
- (b) the trustees of any trust the beneficiaries of which include that member or his/her spouse or civil partner or any of his/her children under the age of 18; and
- (c) any associated company and, for this purpose, a company is associated if that member together with any other persons who are his/her connected persons within the meaning of sub-paragraphs (a) and/or (b) of this definition have control of at least 20 per cent of its equity share capital or at least 20 per cent of the voting rights exercisable at a general meeting of that company.

GENERAL RESTRICTIONS WHEN IN POSSESSION OF INSIDE INFORMATION

Insider trading laws

Insider trading laws cover all directors and employees of the Company. If a person is in possession of any unpublished price-sensitive information, it is a criminal offence to take advantage for personal gain or that of an associate.

Employees and directors must not, whether in their own capacity or as an agent for another, deal in any securities in the Company, or procure another person to do so while there exists any matter which constitutes unpublished price-sensitive information in relation to the Company's securities.

Confidential information

Employees and directors also have a duty of confidentiality to the Company. A person 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.

Limiting Risk

Employees, directors and officers must not enter into transactions or arrangements which operate to limit the economic risk of their security holding in the Company without first seeking and obtaining written acknowledgement from the Chairman.

ADDITIONAL TRADING RESTRICTIONS FOR KEY MANAGEMENT PERSONNEL

In accordance with the ASX Listing Rules, additional restrictions on trading in the Company's securities apply to the Company's Key Management Personnel.

Key Management Personnel generally hold positions where it can be assumed that they will have unpublished price-sensitive information regarding the Company. Accordingly, additional requirements apply for any proposed trading in securities by Key Management Personnel.

Prohibited Periods

Subject to this Securities Trading Policy, Key Management Personnel must not trade in the Company's securities, or in financial products issued or created over or in respect of the Company's securities, during a **Prohibited Period**.

A Prohibited Period is any **Closed Period** (as defined below) or additional periods when Key Management Personnel are prohibited from trading, which are imposed by the Company from time to time when the Company is considering matters which are subject to Listing Rule 3.1A.

Closed Period means:

- (a) the period between 1 January and the close of business on the day that the Company announces its full year results;
- (b) the period between 1 July and the close of business on the day that the Company announces its half year results; and
- (c) any period when there exists any matter which constitutes unpublished price-sensitive information in relation to the Company (whether or not the member of the Key Management Personnel has knowledge of such matter).

Short Term Trading

Key Management Personnel must not engage in short term trading of Company securities. In general, the purchase of Company securities with a view to resale within a 12 month period and the sale of Company securities with a view to repurchase within a 12 month period would be considered to be transactions of a "short term" nature. However, the sale of shares immediately after they have been acquired through the conversion of a security will not be regarded as short term trading.

Exceptional Circumstances

In exceptional circumstances, the Chairman (or the CEO where applicable) may provide written clearance to Key Management Personnel to trade in a Prohibited Period if:

- (a) the sale of the Company's securities is necessary to alleviate severe personal hardship;
- (b) the Key Management Personnel has entered into a binding commitment prior to the Company being in a Prohibited Period where it was not reasonably foreseeable at the time the commitment was made that a Prohibited Period was likely;

- (c) the Key Management Personnel is required by a court order, or there are court enforceable undertakings to transfer or sell the securities of the Company or there is some other overriding legal or regulatory requirement for him or her to do so; or
- (d) there are other circumstances which have not been identified in this Securities Trading Policy, that are deemed exceptional by the Chairman, or the CEO where the Chairman is involved, and the proposed sale or disposal of the relevant securities is the only reasonable course of action available.

The Company's nominated adviser should be consulted at any early stage if any Key Management Personnel seek clearance to deal in exceptional circumstances.

Requirements before trading

Before trading, or giving instructions for trading in the Company's securities, Key Management Personnel must:

- (a) notify the Chairman in writing of his/her intention to trade;
- (b) confirm that he/she does not hold any unpublished price-sensitive information;
- (c) if he/she is seeking clearance to trade in exceptional circumstances, provide full disclosure of such circumstances;
- (d) have been notified in writing by the Chairman (such response to be provided as soon as practicable upon receipt of notification but in any event no more than 48 hours after receipt of notification) that there is no reason to preclude him/her from trading in the Company's securities as notified; and
- (e) comply with any conditions on trading imposed by the Chairman (including, for example, any time limits applicable to the clearance).

In the case of the Chairman intending to trade in the Company's securities, he must notify and obtain clearance in the abovementioned manner from the Chief Executive Officer before trading, or giving instructions for trading.

Written notification under this Securities Trading Policy via email is acceptable.

Director notification of trading

Directors must notify the Company Secretary of any dealings in the Company's securities immediately when any such dealings occur.

If the Director engaged in trading during a Closed Period, the Director must confirm to the Company Secretary that written clearance to trade was provided by the Chairman and the date on which this was provided.

The Company Secretary must report all notifications of dealings in the Company's securities to the ASX within 5 business days in accordance with the ASX Listing Rules.

Trading not subject to the Trading Policy

The following is excluded from the operation of this Trading Policy:

- (a) transfers of securities of the Company already held into a superannuation fund or other saving scheme in which the Key Management Personnel is a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where a Key Management Personnel is a trustee, trading in the securities of the Company by that trust provided that the Key Management Personnel is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the Key Management Personnel;
- (d) undertakings to accept, or the acceptance of a takeover offer;
- (e) 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 have 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 rate issue;
- (f) disposal of securities of the Company that is the result of a secured lender exercising their rights, for example, under a margin lending arrangements;
- (g) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed Period;
- (h) trading under a non-discretionary trading plan for which prior written clearance has been provided by the Board and:
 - the Key Management Personnel did not enter the plan or amend the plan during a Closed Period;
 - the trading plan does not permit the Key Management Personnel to exercise any influence or discretion over how, when or whether to trade; and
 - the trading plan cannot be cancelled during a Closed Period except in exceptional circumstances.

The Company's nominated adviser should be consulted prior to any dealing taking place where an exclusion is thought to apply.

Dealing by family members

Key Management Personnel must take reasonable steps to prevent any dealings by or on behalf of any of his connected persons in any of the Company's securities on considerations of a short term nature.

Key Management Personnel must seek to prohibit any dealings in Company's securities during a closed period:

- (a) by or on behalf of any of his/her connected persons; or
- (b) by an investment manager on his/her behalf or on behalf of any of his/her connected persons where either he/she or any of his/her connected persons has funds under management with that investment manager, whether or not discretionary (save as otherwise permitted under this Securities Trading Policy).

Key Management Personnel must advise all of his/her connected persons and investment managers acting on his/her behalf:

- (a) of the name of the Company of which he/she is a director or employee;
- (b) of the closed periods during which they cannot deal in the Company's securities; and
- (c) that they must advise the Company immediately after they have dealt in any of the Company's securities.

Breaches of policy

Strict compliance with this policy is a condition of employment.

General

The requirements imposed by this policy are separate from and additional to, the legal prohibitions in the Corporations Act on insider trading.

This policy is reviewed **annually**.