



# Security Trading Policy

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## 1. Introduction

This policy sets out the guidelines and requirements for all staff and contractors of the Managed Accounts Holdings Limited group of companies (**MGP** or **Company**) to adhere to when trading in the Company's securities.

This policy affects:

- All directors of MGP and its subsidiaries; and
- All employees of the MGP group of companies; and
- Contractors engaged by the MGP group of companies (see paragraph 2.5 below).

The rationale for the policy is to:

- define the Company's compliance requirements with the rules of the ASX, Corporations Act 2001 (Cth) (**Corporations Act**) and common law;
- ensure that all directors, employees and contractors of the MGP group are aware of the legal and regulatory restrictions on trading in financial products and MGP securities, in particular, the prohibitions against insider trading; and
- ensure that appropriate checks are in place to monitor the trading activity in MGP securities by all directors, employees and contractors.

## 2. Definition of Insider Trading

### 2.1 Prohibition

1. Insider trading is a criminal offence. A person will be guilty of insider trading if:

1. that person possesses information in relation to a company which is not generally available to the market, and if it were generally available to the market, would be likely to affect the price or value of that company's securities (ie. information that is "price sensitive"); and
2. that person:
  1. buys or sells securities in the company;
  2. procures someone else to buy or sell securities in the company; or
  3. 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 deal in the securities or procure someone else to deal in the securities of the company.

### 2.2 Examples

Price sensitive information means information relating to the Company that would, if the information were publicly known, be likely to:

1. have a material effect on the price or value of the Company's shares;
2. influence persons who invest in securities in deciding whether or not to buy or sell the Company's shares.

The following are examples of price sensitive information which, if made available to the market, would be likely to affect the price of the Company's securities:

1. the Company is considering the acquisition of another company;
2. product testing results confirming (or falling short of) the market's expectations.

### **2.3 Primacy of Insider Trading Laws**

This policy prohibits any conduct covered by the policy that is in breach of insider trading laws.

Under the insider trading laws, a person who possesses inside information about an entity's securities is generally prohibited from trading in those securities and this applies even where:

1. the trading occurs at a time that would otherwise be within a permitted trading window or outside a black-out period specified in a trading policy;
2. the trading falls within an exclusion in a trading policy; or
3. the person has been given clearance to trade (whether in exceptional circumstances or otherwise).

Any person covered by this policy should, before they trade in the Company's securities, carefully consider whether they are in possession of any inside information that might preclude them from trading at that time and, if they have any doubt on that score, they should not trade.

### **2.4 Dealing through Third Parties**

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

### **2.5 Contractors and External Advisors**

Contractors engaged by the Company shall be informed of this policy when they are appointed and are required to adhere to the policy so long as they are contracted by the Company. Breach of the policy may lead to termination of contract arrangements.

The Company's staff dealing with external advisers need to ensure that the advisers are aware of the insider trading rules and where these dealings cover material matters, that the issue of insider trading is covered in confidentiality documents.

## 2.6 Meaning of Securities

The rules cover shares in the Company, renounceable or unrenounceable rights to subscribe for shares in the Company, derivatives related to the Company's shares, whether issued by the Company or not and to any traded Company options. It also applies to the exercise of options, including employee options.

## 2.7 Related Companies

Directors, employees and contractors, where they possess inside information, should also not deal in securities of other companies with which the Company might have an association or be about to enter such association such as a joint venture.

# 3. Guidelines for Trading in the Company's Securities

## 3.1 Approval Process

1. Directors, employees and contractors can deal in securities of the Company in the following circumstances:
  1. they have satisfied themselves that they are not in possession of any price sensitive information that is not generally available to the public;
  2. they have contacted the Chairman or in his absence, the CEO and notified them of their intention to do so and the Chairman or CEO indicates that there is no impediment to them doing so.
2. Where the Chairman wishes to deal with his securities, he has contacted the CEO, or in his absence, the Company Secretary and notified them of their intention to do so and the CEO or Company Secretary indicates that there is no impediment to them doing so.
3. The Chairman will generally not allow directors, employees and contractors to deal in securities of the Company as a matter of course in the following periods:
  1. within the period of 14 days prior to the release of annual, half yearly or quarterly results;
  2. within the period of 14 days prior to the Annual General Meeting; and
  3. if there is in existence price sensitive information that has not been disclosed because of an ASX Listing Rule exception.
4. Directors and executives are also excluded from dealing in securities within the period from receipt of the Board Pack and the Directors' Meeting.

5. Directors, employees and contractors should wait at least 2 days after the relevant release before dealing in securities so that the market has had time to absorb the information.
6. This notification obligation operates at all times and applies to dealings in the Company's securities by family members and other associates of Directors, employees and contractors as well as to personal dealings by Directors, contractors and employees. It does not apply to any issue of securities by the Company pursuant to a prospectus or like disclosure under the Corporations Act. The notification obligation does apply to the exercise of employee options.
7. Directors, employees and contractors must not at any time engage in short-term trading in securities of the Company.
8. Directors, employees and contractors must not communicate price sensitive information to a person who may deal in securities of the Company. In addition, Directors, employees and contractors should not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or directors of a family company) the buying or selling of securities in the Company.
9. This policy does not apply to trading which does not result in a change in beneficial control of the Company's shares; eg. transferring a personal holding of the Company's shares to a pension fund or superannuation fund.

### 3.2 Hedging unvested entitlements

- Entitlements under the Company's equity based incentive plans (if any) are subject to the satisfaction of various time and/or performance hurdles to ensure alignment of employee rewards with the Company's objectives and performance. Transactions which "hedge" the value of entitlements could distort the proper functioning of these hurdles and reduce the intended alignment with shareholder interests.
- All participants in an equity-based executive incentive plan (and closely related parties of such persons) are prohibited from entering into any transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in the Company's securities or any vested entitlement in the Company's securities that remains subject to a holding lock.
  1. Notwithstanding the restriction imposed by the 2<sup>nd</sup> point above, such plan participants (and closely related parties of such persons) may enter into hedging transactions in respect of the Company's securities:

1. held outside of any equity based performance plan and that do not relate to an element of remuneration from the Company; or
  2. once the entitlement to the securities has vested and the securities are not subject to a holding lock.
2. However, it must be ensured that entry into any hedging transaction occurs outside the Company's black-out periods and otherwise complies with this policy.

### 3.3 Dealing in Exceptional Circumstances

In exceptional circumstances however, such as financial hardship, the Chairman may provide prior written clearance (on behalf of the Company) for a Director, employee or contractor to deal in securities during black-out periods on the condition that the Director, employee or contractor can demonstrate to him that they are not in possession of any price sensitive information that is not generally available to the public and certifies to the Chairman that they are not in possession of such information.

### 3.4 Consequences of a breach of the Security Trading Policy

Breach of the Security Trading Policy by any of the Company's directors, employees, contractors or their family members may expose such persons to criminal and civil liability.

The Company will regard breach of insider trading laws or this policy as serious misconduct.

### 3.5 ASX Notification by Directors

Although the ASX obliges a Director to notify the ASX within 5 business days after any dealings in Company's securities (either personally or through a third party) which results in a change in the relevant interests of the Director in Company's securities, MGP has instituted a policy where the company secretary is responsible for the Directors' interests register.

Accordingly, Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company who will then notify the ASX within the required time frame.

It is the individual responsibility of Directors to ensure they comply with this requirement.

### 3.6 Clearance to Trade

The following provisions apply to a clearance to trade granted under this policy:

1. a clearance to trade will generally be valid for the period of one week unless the Company determines that another period is applicable;

2. a clearance to trade can be given or refused by the Company in its discretion, without giving any reasons;
3. a clearance to trade is not an endorsement of the proposed trade and the person doing the trading is individually responsible for their investment decisions and their compliance with the insider trading laws;
4. the insider trading laws may be applicable to a trade even though a clearance to trade has been granted by the Company;
5. a clearance to trade can be withdrawn at any time if new information comes to light or there is a change in circumstances;
6. if a person comes into possession of inside information after a clearance to trade is received, the person must not trade despite having received the clearance;
7. the decision to refuse clearance is final and binding on the person seeking clearance; and
8. if clearance to trade is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone.