

# Share Trading Policy

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## 1. INTRODUCTION

### 1.1 NEED FOR SHARE TRADING POLICY

- a) There are legal duties placed on directors and officers of the Site Group International Group in relation to transactions in the securities of **Site Group International Limited**. Criminal and civil penalties apply if these duties are breached. The major issue is the matter of price sensitive information.
- b) In view of this and the difficulties in determining whether certain information is price sensitive, Site Group International Limited has adopted a Share Trading Policy governing dealings in securities by Directors, Employees and their Associates.
- c) Nothing in this policy sanctions a breach of any relevant legal or regulatory requirement. In particular all Directors, Employees and their Associates must comply with applicable insider trading legislation.

### 1.2 BACKGROUND - LEGAL CONSTRAINTS

- a) Legal constraints which apply to directors and officers of a public company who buy or sell securities in that company arise from the following sources:
  - Common law
  - Corporations Act
  - ASX Listing Rules.
- b) If a director or an officer is in possession of Price Sensitive Information, which has not been publicly disclosed, there are a number of general and some specific legal rules which provide constraints on dealing in securities.

### 1.3 HOLDING SECURITIES IN SITE GROUP INTERNATIONAL

Whilst it is desirable that Directors, Employees and their Associates hold Site Group International Securities, Directors, Employees and their Associates wishing to buy or sell Site Group International Securities must have regard to the legal constraints and to the spirit of this Policy.

## 2. SHARE TRADING POLICY

### 2.1 DEFINITIONS

**Associate** means any person or entity (including trusts or companies) whose shareholdings are controlled or influenced by a Director or Employee. It does not include parents, spouses, dependents and children who are not under the control or influence of a Director or Employee but act on their own initiative without reference to the Director or Employee.

**Board** means the board of directors of Site Group International.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of Site Group International or a director of a Subsidiary.

**Employee** means an employee or contractor of the Site Group International Group.

**Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of Site Group International, directly or indirectly, including any director (whether executive or otherwise) of that entity, as defined in paragraph 9 of AASB 124 *Related Party Disclosures*.

**Site Group International** means Site Group International Limited.

**Site Group International Group** means Site Group International and its related bodies corporate.

**Site Group International Securities** means all securities issued by Site Group International from time to time including ordinary shares, preference shares, debentures, options and convertible notes.

**Non-executive Director Share Plan** means the Non-executive Director Share Plan established and operated in accordance with the Non-executive Director Share Plan rules approved by the Board.

**Price Sensitive Information** has the meaning set out in Schedule 1.

**Short Term Trading** means the buying and selling of the same Site Group International Securities within a three month period.

**Subsidiary** means any subsidiary in which Site Group International has a controlling interest.

**Trade** means subscribe for, purchase or sell such securities, enter into an agreement for that purpose or procure another person to do so, and **Trading** has the corresponding meaning.

**Trading Windows** has the meaning given in column 2 of the table in clause 2.2(b).

## 2.2 TRADING IN SITE GROUP INTERNATIONAL SECURITIES

- a) Irrespective of whether this Policy permits Trading in Site Group International Securities:
  - i) a Director shall not buy or sell Site Group International Securities at any time without the prior knowledge of the Chairman or, in the case of the Chairman, the Chairman of the Audit and Risk Management Committee;
  - ii) Key Management Personnel (other than Directors) shall not buy or sell Site Group International Securities at any time without the prior knowledge of the CEO, and in informing the Chairman, Chairman of the Audit and Risk Management Committee or CEO as appropriate, the relevant Key Management Personnel will enquire to confirm that there is no Price Sensitive Information which that Key Management Personnel would be deemed to have in their possession by virtue of their respective role.

b) Subject to clause 2.6, the following table sets out the rules for Trading in Site Group International Securities:

<b>Never Allowed To Trade</b>	<b>Allowed to Trade without prior written permission (Trading Windows)</b>	<b>Allowed to Trade but only with prior written permission from a Notification Officer</b>
<p>A Director, Employee or their Associates shall not Trade in any Site Group International Securities:</p> <ul style="list-style-type: none"> <li>• if they are in possession of Price Sensitive Information, or</li> <li>• during any specific period designated by the Board and advised to Directors or Employees from time to time. During such periods, the relevant Directors and Employees that the restriction applies to must procure that their Associates do not Trade in Site Group International Securities.</li> </ul>	<p>Directors, Employees and their Associates may Trade in Site Group International Securities during the period of 30 days following:</p> <ul style="list-style-type: none"> <li>• the announcement to the ASX of the half year results,</li> <li>• the announcement to the ASX of the full year results, and</li> <li>• the annual general meeting,</li> </ul> <p>provided that:</p> <ul style="list-style-type: none"> <li>• they are personally satisfied that they are not in possession of Price Sensitive Information, and</li> <li>• the transaction does not amount to Short Term Trading.</li> </ul>	<p>Directors, Employees and their Associates may Trade in Site Group International Securities at times other than those specifically permitted by the policy provided that:</p> <ul style="list-style-type: none"> <li>• they are personally satisfied that they are not in possession of Price Sensitive Information, and</li> <li>• they seek and receive prior written approval from a Notification Officer.</li> </ul>

### 2.3 NOTIFICATION OFFICERS

For the purposes of this policy, the relevant Notification Officer for a Director or Employee is as follows:

Director/Employee	Notification Officer
Chairman	Chairman of the Audit and Risk Management Committee
Directors and Chief Executive Officer	Chairman and in the Chairman's absence, the Chairman of the Audit and Risk Management Committee
Employees	Chief Executive Officer or in the Chief Executive Officer's absence, the Chairman or Chairman of the Audit and Risk Management Committee

### 2.4 SUPPORTING REASONS TO BE PROVIDED TO NOTIFICATION OFFICER

- a) Prior written approval to Trade in Securities pursuant to clause 2.2 will only be provided after a written request for approval, with supporting reasons, is provided to the Notification Officer.
- b) The following is a guide to when prior written approval may or may not be given:

Examples of where approval may be given	Examples of where approval is not likely to be given
<p>Prior written approval may be given by the Notification Officer where, for example, it can be shown that Site Group International Securities:</p> <ul style="list-style-type: none"> <li>• are to be sold to realise cash in a time of need</li> <li>• are transferred from one member of a family or trust to another when to delay the transaction would be detrimental to the family's affairs</li> <li>• are required to be sold in accordance with a court order.</li> </ul>	<ul style="list-style-type: none"> <li>• It is highly unlikely that prior written approval would be given by the Notification Officer to Trade in Site Group International Securities during the following periods:</li> <li>• 31 December until immediately after the announcement of the half year results</li> <li>• 30 June until immediately after the announcement of the full year results</li> <li>• 30 days prior to the annual general meeting,</li> </ul> <p>or where it would result in Short Term Trading occurring.</p>

- c) Notification Officer may provide prior written approval to a Director or Employee by email confirming the terms of the approval. A Notification Officer may also provide prior written approval to a Director or Employee by confirming the terms of the approval to the Company Secretary and authorising the Company Secretary to email the relevant Director or Employee those terms.

- d) Any prior written approval granted by a Notification Officer is effective for 10 business days from the date the prior written approval is given to the relevant Director or Employee, or such other effective period as set out in the terms of the approval.
- e) A person granted prior written approval in accordance with clause 2.4 (c) must comply (or procure that their Associates comply) with any terms of the approval, including the effective period of the approval.

## **2.5 INFORMING THE COMPANY AND THE ASX**

- a) Directors, Employees and their Associates who have been involved in any Trading in Site Group International Securities, must advise the Company Secretary in writing of the details of the completed transactions within 2 business days of each transaction. Such notification is necessary whether or not prior written approval from a Notification Officer has been required.
- b) The Company Secretary must maintain a Securities Transactions Register.
- c) Directors must notify the Company Secretary, who in turn must notify the ASX of any changes in their holdings of Site Group International Securities. Such notification must be made to the ASX within 5 business days of the Trade.

## **2.6 CERTAIN TRADING EXCLUDED FROM POLICY**

Subject to insider trading laws, the restrictions on Trading in columns 2 and 3 of the table in clause 2.2(b) do not apply in relation to the following dealings in Site Group International Securities to the extent specified below:

- a) being issued Site Group International Securities under:
  - a rights issue;
  - a dividend reinvestment plan;
  - a security purchase plan; or
  - an employee option plan, employee share acquisition scheme, executive share acquisition plan or similar arrangement;
- b) disposing of Site Group International Securities:
  - under a buy back or capital reduction made available to most or all security holders; or
  - as a result of a secured lender exercising their right under a margin lending arrangement;
- c) disposing of entitlements under a renounceable pro rata rights issue;
- d) accepting (or undertaking to accept) an offer under a takeover bid, disposing of Site Group International Securities under a scheme of arrangement or agreeing to cancel options over unissued securities in conjunction with a change of control transaction;
- e) transferring Site Group International Securities to a superannuation fund or other saving scheme in which the transferee is a beneficiary;
- f) investing in, or trading in units of, a fund or other scheme (other than a scheme investing only in Site Group International Securities) where the assets of the fund or other scheme are invested at the discretion of a third party; and
- g) entering into a transaction where the beneficial interest in Site Group International Securities will not change.

## **2.7 OTHER COMPANIES' SECURITIES**

- a) In the event that the Board declares that a nominated company is the subject of an investment activity

(whether direct or indirect) by Site Group International, a Director or Employee who is aware of the Board's declaration and holds shares in that nominated company, must immediately disclose the existence of that shareholding to the Company Secretary who in turn must notify the Board.

- b) Directors, Employees or Associates who are made aware of a Site Group International investment activity in a nominated company are deemed to have Price Sensitive Information and are prohibited from trading in Site Group International Securities and securities of the nominated company.

## **2.8 TRUSTEES**

A person who is included under this Policy and who is a joint trustee or a trustee of a deceased estate should advise his co-trustees or trust beneficiaries, as the case may be, of his relationship with Site Group International and the consequential restrictions on his ability to give advice in respect of Site Group International Securities.

## **2.9 DISCLOSURE**

- a) Directors are to note that the terms and existence of any finance arrangements, such as margin loans, in relation to their Site Group International Securities, may require disclosure by Site Group International under Listing Rule 3.1, if the information is such that a reasonable person would expect it to have a material effect on the price or value of Site Group International Securities.
- b) As the obligation to disclose this information is placed on Site Group International, Directors are to immediately disclose to the Chairman or Chairman of the Audit and Risk Management Committee in the case of disclosure by the Chairman, whenever their holding of Site Group International Securities encounter or could encounter, a situation which could have a material effect on the orderliness of general market trading in the Site Group International Securities.
- c) Directors should not enter into any arrangements in respect of their Site Group International Securities which could lead them to encounter a situation which could have a material effect on the orderliness of general market trading in the Site Group International Securities or could lead them to breach the provisions of this Share Trading Policy.

## **2.10 PROHIBITION ON HEDGING**

Directors and Employees may not, and shall take reasonable steps to ensure that their Closely Related Parties do not, enter into an arrangement which would have the effect of limiting the Director's or Employee's exposure to risk relating to an element of the Director's or Employee's remuneration that:

- i) has not vested in the Director or Employee; or
- ii) has vested in the Director or Employee but is subject to a holding lock.

For the purposes of this clause, "Closely Related Party" of a person means:

- a) a spouse or child of the person;
- b) a child of the person's spouse;
- c) a dependent of the person or of the person's spouse;
- d) anyone else who is one of the person's family and is expected to influence the person, or be influenced by the person, in the person's dealings with Site Group International Limited;
- e) a company the person controls; or
- f) a person who has the same relationship with the person as a person prescribed by regulation under the Corporations Act to be a closely related party of a member of key management personnel for the purposes of the definition of "closely related party" in the Corporations Act.



## **SCHEDULE 1**

### **Price Sensitive Information**

Price sensitive information can be both financial and non financial information.

Price sensitive information is any information that a reasonable person thinks would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, the securities.

This list is not exhaustive. It aims to provide examples of what information could be considered price sensitive:

- material changes in turnover
- current or prospective profit figures
- proposed action in the form of dividends, bonus or new share issues
- proposed major disposals or acquisition of assets
- proposed major contracts beyond the size and nature of contracts normally undertaken by the company
- proposed changes in the debt and equity structure of Site Group International
- information to be disclosed under the continuous disclosure provisions of the Corporations Act and ASX Listing Rules
- proposed changes to the membership or structure of the Board
- proposed changes in the general character or nature of the business
- information regarding changes in the holdings of substantial shareholders
- a proposal to change the auditor
- an agreement between Site Group International and a director
- a change in accounting policy to be adopted by the entity

## Document Version Control Table

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