

RXP Services Limited (ACN 146 959 917)

Board Policy 06/11: Securities Trading

Adopted by the Board on 29 April 2011

(ASX Listing Rule 12.12 and Guidance Note 27)

3 Policy objectives

- 3.1 Directors and other shareholders are encouraged to be long term holders of the Company's shares. Care must be taken in the timing of any acquisition or disposal of securities of the Company.
- 3.2 The objective of this policy is:
- 3.2.1 to ensure that the Directors and employees do not inadvertently breach the insider trading provision of the Corporations Act 2001 when dealing in securities in the Company (including shares and options); and
 - 3.2.2 to assist in maintaining market confidence in the trading of the Company's securities.

4 Who does this policy apply to?

People covered

- 4.1 This policy applies to all Directors, the Company Secretary, executives and employees of the Company and their associates, and all Key Management Personnel.
- 4.2 In this policy:
- 4.2.1 **Key Management Personnel** has the meaning in Accounting Standard AASB 124 Related Party Disclosure. As at the date of this policy, it meant all persons 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; and
 - 4.2.2 **Leadership Team** means all Directors, the Company Secretary, and all senior executives (including Key Management Personnel).
- 4.3 Persons covered by this policy must not trade through any member of their family, or through a trust or company over which they have influence or control, in circumstances where they would have been prohibited from trading in their own name.

Securities covered

- 4.4 This policy applies to all securities issued by the Company from time to time including ordinary shares, preference shares, debentures, convertible notes, options and derivatives created over the Company's securities by third parties (such as warrants).

- 4.5 This policy is not limited to insider trading in the Company's securities. It includes trading the securities of other companies, for instance, our customers or suppliers or those with whom the Company may be negotiating major transactions such as an acquisition, investment or sale. Information that is not material to the Company may nevertheless be material to one of those other companies.

Activities covered

- 4.6 This policy applies to:
- 4.6.1 any proposal to apply for, acquire or dispose of any security or to enter into any agreement to do those things; and
 - 4.6.2 any proposal to procure another person to apply for, acquire or dispose of any security or to enter into any agreement to do those things.

These activities are referred to in this policy as **Trading**.

- 4.7 A person who 'incites, induces, or encourages an act or omission by another person' is taken to procure the act or omission by the other person.

Exclusions

- 4.8 This policy does not apply to any acquisition of securities as part of a new issue:
- 4.8.1 where the issue is available pro rata to all holders of securities of the relevant class;
 - 4.8.2 under a dividend reinvestment plan available to all shareholders; or
 - 4.8.3 under an executive or employee share, option or rights plan.
- 4.9 The policy will apply however to any subsequent disposals of securities acquired under any of the above.

5 What is insider trading?

Insider trading

- 5.1 If a person covered by this policy has Inside Information relating to the Company and they know or ought reasonably to know that it is Inside Information, it is illegal for the person to:
- 5.1.1 Trade in securities in the Company;
 - 5.1.2 advise, procure or encourage another person (for example, a family member, a friend, a family company or trust) to Trade the Company's securities; or
 - 5.1.3 pass on information to any other person, if you know or ought to reasonably know that the person may use the information to Trade (or procure another person to Trade) the Company's securities.

Inside Information

- 5.2 Inside Information is information which is not generally available to the market and, if it were generally available to the market, would be likely to:
- 5.2.1 have a material effect on the price or value of any company's securities (not just the Company's securities); or
 - 5.2.2 influence persons who commonly invest in securities in deciding whether or not to buy or sell the Company's securities.
- 5.3 Information is generally available if:
- 5.3.1 it consists of readily observable matter;
 - 5.3.2 it has been made known in a manner likely to bring the information to the attention of people 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;
 - 5.3.3 it is derived from information which has been made public; or
 - 5.3.4 it consists of observations, deductions, conclusions or inferences made or drawn from the other generally available information.
- 5.4 It does not matter how or where you obtain inside Information – it does not have to be from the Company or about the Company to constitute Inside Information. For example, knowledge about another person's intentions in relation to the Company (eg their intention to buy or sell shares in the Company) may constitute Inside Information.

Examples of Inside Information

- 5.5 Inside Information could include:
- 5.5.1 Historical financial information contained in management accounts;
 - 5.5.2 Current or prospective sales figures, revenue figures or earnings generally;
 - 5.5.3 Operational performance of the Company or in any individual market;
 - 5.5.4 Proposed corporate or strategic actions such as the declaration or payment of dividends, new share issues, new or additional bank facilities major acquisitions or disposals or major contracts; and
 - 5.5.5 Changes or proposed changes to senior executive positions or at Board level.

Penalties for non-compliance

- 5.6 Insider trading is a criminal offence punishable by a fine or possible imprisonment. As at the date of this policy, the penalties include a fine of up to \$220,000 for a person (or up to \$1,100,000 for a body corporate) per offence or a jail term of up to 5 years, or both.
- 5.7 In addition, the insider trader and any other person involved in the contravention may be liable to compensate third parties for any resulting loss.

- 5.8 Non-compliances will be treated seriously by the Company and breaches of this policy, whether or not they result in a breach of the law, may result in disciplinary action including dismissal.

6 Policy

Trading when in possession of Inside Information

- 6.1 No person to whom this policy applies may Trade in any security at any time if they have Inside Information.

Trading windows

- 6.2 A person covered by this policy may Trade in securities:

6.2.1 in the 6 week period after:

- (a) the release to ASX of the half-yearly and annual results; or
- (b) the end of the AGM; and

6.2.2 at any time the Company has a prospectus open,

but only if:

6.2.3 they have no Inside Information; and

6.2.4 the Trading is not for short term or speculative gain; and

6.2.5 in the case of Leadership Team members, the Trade does not occur earlier than 9.00am on the second business day after they have notified the Company Secretary in writing of their intention to Trade.

- 6.3 All other periods are closed periods during which a person covered by this policy may not Trade unless approval has been granted in accordance with this policy.

Permitted Trading during closed periods

- 6.4 A person covered by this policy may Trade in securities during closed periods only if:

6.4.1 They are personally satisfied that they are not in possession of Inside Information;

6.4.2 In the case of the Leadership Team members – they have obtained the approval of the Chairman or in the case of any proposed trade by the Chairman, of another non-executive Director nominated by the Board for the purpose; and

6.4.3 In the case of others - they have obtained the approval of the Company Secretary.

- 6.5 Approval will be given for such trading only if the approving person is satisfied that the transaction would not be:

6.5.1 contrary to law;

- 6.5.2 for speculative gain;
- 6.5.3 to take advantage of inside knowledge; or
- 6.5.4 seen by the public, press, other shareholders or ASX as unfair.

6.6 Approval to trade may be given, for example:

6.6.1 In any circumstances which the approving person considers to be exceptional, which may include cases of hardship where it can be shown that securities are to be sold to realise cash in a time of need; or

6.6.2 where securities are transferred from one member of a family or trust to another when to delay the transaction to the next permitted period would be detrimental to the family's affairs.

6.7 Approval will only be given under exceptional circumstances where trading would occur in the period between 30 June and the announcement to ASX of final results for the year and between 31 December and the announcement to ASX of the interim results for the half-year.

6.8 If approval is given, the trade must be completed by 5:00pm Melbourne time on the second business day after the approval is given.

Procedure for Obtaining Approval

6.9 Any requests for approval under this policy must be made in writing and addressed to the relevant approving person. Where approval is to be granted, it must be granted in writing by the approving person.

Disclosure to the Company

6.10 Regardless of whether or not Trading occurs within a trading window, Leadership Team members must, no later than midday Melbourne time on the next business day after each Trade, give the Company Secretary a certificate signed by the person containing:

6.10.1 details of the completed Trade; and

6.10.2 statements that:

- (a) before the Trade, the person had read this policy and had made careful enquiry in relation to whether the person was in possession of Inside Information;
- (b) at the time of the Trade the person was satisfied that the person was not in possession of Inside Information; and
- (c) the Trade was not for short term or speculative gain.

6.11 The Company Secretary must maintain a register of securities transactions for the purposes of this policy.

6.12 The Company must comply with its obligations to notify ASX in writing of any changes in the holdings of securities or interest in securities by Directors.

Large dealings

- 6.13 Persons to whom this policy applies must not sell more than 2% of the total issued share capital worth of securities in any 6 month period without obtaining approval from the Chairman (or in the case of a proposed sale by the Chairman), from the Board, as to the form and timing of the sale and the management of its public disclosure.

Release to ASX

- 6.14 If and when required to do so under the Listing Rules, the Company will give a copy of this policy to the ASX for release to the market, including when:
- 6.14.1 The Company makes a material change to its trading policy; and
 - 6.14.2 The ASX requests the Company to do so.

Further Queries

- 6.15 If any person who is covered by this policy has any queries in respect of the policy, they should contact the Company Secretary to discuss their query.

