



## 1. Introduction

This policy statement sets out the policy of the Frontier Capital Group Limited (the Company ) Directors, officers, key management personnel, contractors and all other employees dealing in the securities of the Company.

This policy aims to ensure that the reputation of the Company is not adversely impacted by perceptions of trading in the Company's securities at inappropriate times or in an inappropriate manner.

The policy's intention is to ensure that Directors, officers and other company personnel do not make improper use of "price sensitive information" gained through their position in the Company. This is consistent with the insider prohibition in the Corporations Act, 2001.

## 2. Insider trading prohibition

In board terms, you will be engaging in conduct known as insider trading if:

- (a) You possess information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the company's securities (i.e. information that is "price sensitive"); and
- (b) You engage in one or more of the activities described below:
  - i) deal in securities in the Company (which includes securities, options and warrants) or enter into an agreement to deal in securities of the Company;
  - ii) deal in derivatives or other similar products or hedge in relation to any securities in the Company held by you directly or indirectly (collectively defined as "hedge the securities") or enter into an agreement to do any of these things;
  - iii) advise, procure or encourage another person (for example a family member, a friend, a family company or trust) to deal in the securities in the Company or enter into an agreement to deal in the securities of the Company; or
  - iv) communicate that information or cause that information to be communicated, to a third party where you know, or ought reasonable 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.

It is the responsibility of each Director, key management personnel, contractors and all other employees to ensure that they do not do any of the things prohibited by the insider trading law. There may be significant criminal and civil liability and penalties imposed on those who breach the law concerning insider trading.

## 3. Price sensitive information

In this policy the term "price sensitive information" means information which:

- (a) Is not generally available;
- (b) If made generally available, is likely to have an effect on the price or value of the Company's shares (or securities of another entity).

Whether information is likely to have an effect on the price of the shares or securities is judged by whether it would affect a reasonable investor's investment decision.

Such information may include matters of supposition, matters that are sufficiently definite to warrant being made known to the public, and matters relating to the likely intentions of the Company (or another listed entity).



Examples of possible price sensitive information include, but are not limited to:

- i) financial performance,
- ii) entry into, or termination of a material contract,
- iii) a material acquisition or sale of assets,
- iv) an actual or proposed takeover or merger,
- v) an actual or proposed change to the capital structure,
- vi) a material claim or any other unexpected liability.

The term “generally available” means information that has been disclosed to the market under continuous disclosure obligations or information that has otherwise been made public.

#### 4. Application of the Policy

This policy applies to all Directors of the Company, officers, contractors, other key management personnel and to all the employees with access to the Company’s financial information and results of operations.

#### 5. Closed periods

In addition to the specific prohibition set out under the heading Insider Trading Prohibition Directors and all other employees must also not deal in the Company’s Securities during the following periods:

- (a) from 1 January until the close of business on the second day following the ASX release of the Company’s full year results;
- (b) from 1 July until the close of business on the second day following the ASX release of the Company’s half year results;
- (c) from 1 January, 1 April, 1 July or 1 October until the close of business on the second day following the release of the Company’s quarterly report to the ASX;
- (d) until the close of business on of the second day after the Company announces price sensitive information.

Requests to trade during the closed periods may be considered in exceptional circumstances. The current procedure is that a written request is made to the Chairman, describing the claim. Any approval to trade should be in writing and will be determined on a case by case basis.

Exceptional circumstances include:

- (a) a severe financial hardship due to a pressing financial commitment that cannot be satisfied otherwise by selling the relevant securities in the Company;
- (b) a court order, or an enforceable court undertakings relating to a family settlement to transfer or sell securities in the Company, or some other overriding legal or regulatory requirement relating to you to comply;
- (c) it is recognised that exceptional circumstances may arise that have not been considered in the policy and those requests will be considered if they arise;
- (d) approvals to trade in exceptional circumstances will be in writing including email authority and will be for a period of 5 business days.

#### 6. Prohibited periods

These periods include the closed periods as well as, where there is price sensitive information that has not been released to the ASX as the result of Listing Rule 3.1A being in operation. Examples include where disclosure of information is forbidden by law, or where negotiations are incomplete, involve trade secrets, or concern information generated internally for the purposes of the Company



## **7. ASX Notification by directors**

The Corporations Act obliges a director to notify the ASX within 14 days after any dealing in the Company's securities (either personally or through a third party) which results in a change in the relevant interests of the director in the Company's securities. In addition, under the ASX Listing Rules the Company is required to notify the ASX:

- (a) Of such dealings within 5 business days of such dealings taking place; and
- (b) Whether the dealings occurred during a 'closed period' and if so whether written clearance was obtained.

Directors have agreed with the Company to provide notice of such dealings to the Company as soon as possible after such dealing to enable the Company to comply with its obligations under the Listing Rules. A notice given by the Company to the ASX under the ASX Listing Rules satisfies the director's obligation to notify the ASX under the Corporations Act.

## **8. Securities of Other Companies**

The prohibition in the Corporations Act against insider trading applies equally to where price sensitive information is held by a person about another listed company or entity. This may occur, for example where in the course of negotiating a transaction with the Company, another listed entity provides confidential information about itself or another listed entity. Accordingly, if a person is in possession of insider information in relation to the securities of another listed entity, they must not deal in those securities.

## **9. Prohibition on hedging/derivative trading**

Participants in any of the Company's share, option, performance rights or other plan are prohibited from dealing in derivatives, hedging or other similar arrangements in relation to Securities that:

- (a) have not vested;
- (b) have not been released to the participant; or
- (c) have vested but are subject to trading restrictions.

## **10. Consequences of breach**

Any person contravening this Securities Trading Policy will be regarded as having been engaged in serious misconduct and will be subject to disciplinary action, including possible termination of a person's employment or appointment.

## **11. Reviewing the policy**

This policy will be reviewed regularly and revised if circumstances warrant or more often as required by changes to ASX Listing Rules, the Corporations Act or other legally binding disclosure requirements.