

CBGCAPITAL

CBG Capital Limited (ACN 168 936 249)

**Securities Trading Policy**

# 1. Securities Trading Policy

## General Trading Policy

### 1.1. Policy

The Board has established the following policy to apply to trading in the Company's securities on the ASX. This policy applies to those persons defined below as "Restricted Persons" of the Company. Restricted Persons to whom this policy applies must restrict their buying and selling of Company's securities within the Company trading window established by this policy.

In addition to the requirements of this General Trading Policy, all Restricted Persons (as defined below) must also comply with the Insider Trading Policy of the Company in Section 6 of the Corporate Governance Charter.

### 1.2. Executive restrictions on trading

This General Trading Policy and the restrictions on trading in securities of the Company set out below apply to the following representatives of the Company (**Restricted Persons**):

- (a) the Board;
- (b) Directors and Company secretary of any subsidiary of the Company;
- (c) any person who is entitled to receive equity performance rights and/or options as part of any equity incentive based scheme of the Company;
- (d) any Executives; and
- (e) the Company Secretary.

The Restricted Persons of the Company are to be subject to restrictions on trading in the Company's securities at certain times of the year. Restrictions also apply where any Restricted Persons is exposed to inside information in the course of their duties in accordance with the Insider Trading Policy (see Section 6 of the Corporate Governance Charter).

### 1.3. Associated Parties

Each Restricted Person has a personal responsibility to ensure that his or her "associated parties" (being immediate family (including a spouse (or equivalent) or dependent), family company or trust) complies with the same respective restrictions as apply to Restricted Persons.

### 1.4. Prohibition on Restricted Persons dealing in Securities

As the Company is a listed investment company announcing its Investment Update and Net Tangible Assets monthly on the ASX, the Board believes the shareholders are generally fully informed.

#### Black-out Periods

In addition to the prohibitions on dealing set out in the Insider Trading Policy, Restricted Persons and their associated parties are prohibited (unless otherwise agreed to by the Board) from dealing in securities during the following Black-out Periods:

- (a) for the relevant half year, from 20 January until the commencement of the next trading day after the release of the half yearly results;
- (b) for the relevant annual period, from 20 July until the commencement of the next trading day after the release of the annual results and
- (c) any other period the Board determines, in its absolute discretions, to be a Black-out Period.

For avoidance of doubt, it is emphasised that Restricted Persons may not deal whilst in the possession of "Inside Information" (see Section 6 of the Corporate Governance Charter).

#### **1.5. Board of Directors' discretion**

The Board has an absolute discretion to place an embargo on Restricted Persons and/or employees and /or their respective associated parties trading in the Company's securities at any time.

#### **1.6. Notification rules in relation to dealing in securities**

Restricted Persons are required to notify the Company of intended dealings in securities, by themselves or their associated parties, of the Company prior to such intended dealings. This should be done by written notice to the Company Secretary outlining:

- (a) name of securityholder;
- (b) type of proposed transaction (purchase, sale, etc.); and
- (c) number of securities involved.

The Company Secretary will confer with the Chairman in relation to any proposed dealing.

The Chairman and the Company Secretary must keep a written record of any information received from an employee (including a Restricted Person) in connection with this policy and any clearance or refusal to grant clearance given under this policy.

#### **1.7. Directors to notify ASX of security holding**

The Directors are required to complete, or request that the Company Secretary complete necessary forms to the Company to be filed with the ASX in respect of their security holding in the Company for the purposes of section 205G of the Corporations Act and the Listing Rules.

#### **1.8. Exceptional Circumstances**

Where, in exceptional circumstances, and it is the only reasonable course of action available to a Restricted Person (e.g. a pressing financial commitment that cannot be satisfied otherwise) clearance may be given for the Restricted Person to sell (but not to purchase) securities in the Company when that person would otherwise be prohibited from doing so. "Exceptional circumstances" means severe financial hardship, a court order (or court enforceable undertaking), or some other overriding legal or regulatory requirement, to transfer or sell securities in the Company, or other circumstances that may be deemed exceptional by the Chairman. For example, a Restricted Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot otherwise be satisfied.

The Chairman may not give clearance if there is a matter about which there is inside information in relation to securities in the Company (whether or not the Restricted Person knows about the matter) when the Restricted Person requests clearance or proposes to deal in securities in the Company.

The Chairman will decide if circumstances are exceptional.

Any clearance given by the Chairman must be in writing (which may be in the form of an email). The Chairman must determine, and specify in the written clearance, the maximum duration of the clearance.

## 1.9. Trading not subject to this Trading Policy

The following dealings are not subject to the provisions of this Security Trading Policy in respect of the Company:

- (a) undertakings or elections to take up entitlements under a rights issue or other offer (including an offer of securities in lieu of a cash dividend (DRP);
- (b) the take up of entitlements under a rights issue or other offer (including an offer of securities in lieu of a cash dividend);
- (c) allowing entitlements to lapse under a rights issue or other offer (including an offer of securities in lieu of a cash dividend);
- (d) the sale of sufficient entitlements to allow take up of the balance of the entitlements under a rights issue;
- (e) undertakings to accept, or the acceptance of, a takeover offer or pursuant to a scheme of arrangement implemented in accordance with section 411 of the Corporations Act;
- (f) transfer of securities arising out of the operation of an employee scheme into a savings scheme investing only in securities of the Company following:
  - (i) the exercise of an option under a savings related share option scheme; or
  - (ii) release of shares from a profit sharing scheme;
- (g) the cancellation or surrender of an option under an employee scheme;
- (h) the purchase of securities or the communication of information pursuant to a requirement imposed by law;
- (i) transfers of securities by an independent trustee of an employee share scheme to a beneficiary who is not a person;
- (j) bona fide gifts to a Director by a third party;
- (k) transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (l) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the entity) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (m) where a Restricted Person is a trustee, trading in the securities of the entity by that trust provided the Restricted Person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person; and
- (n) 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 has 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 rata issue.