



HUB24 Group Securities Dealing Policy

Version: 1.1
Date: April 2017

HUB24 Limited
ABN: 87 124 891 685

HUB24 Custodial Services Limited
ABN: 94 073 633 664
AFSL: 239 122

Contents

1. Introduction.....	3
2. Objectives.....	3
3. Insider Trading.....	3
4. No Dealing in Securities of the Company when in possession of market sensitive information.....	4
5. All Personnel and Associates to obtain prior written clearance for dealings in securities of the Company	4
6. All personnel and associates not to deal in securities of the Company during restricted periods	5
7. Trading in exceptional circumstances during restricted periods	5
8. Notification of dealings in securities of the Company	6
9. Penalties.....	6
10. Application.....	6
11. Annexure 1	8
HUB24 Personnel Trade Approval Form	8

Document Version Control

Version	Date	Author	Section	Description
1	04/04/2017	Wendy McIntyre	Legal	Group Draft
1.1	8/11/2017	Erin Kelly	Compliance	Correction of notification timeframe in section 8.1

Policy Owner	Matt Haes, Company Secretary
R&CC approval date	
HUB24 CS Board approval date:	
Updated	April 2017
Next Review	April 2018

1. Introduction

- 1.1 This policy imposes constraints on directors of HUB24 Limited (**Company**), executives, employees, and consultants (**all personnel**) of the group and all personnel's associates in dealing in securities of the Company.
- 1.2 This policy has been adopted by the Board of Directors of the Company (**Board**).

2. Objectives

- 2.1 The objectives of this policy are to:
 - a) minimise the risk of all personnel of the group contravening the
 - b) laws against insider trading;
 - c) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
 - d) increase transparency with respect to dealing in securities of the Company by all personnel.
- 2.2 To achieve these objectives, all personnel of the group should consider this policy to be binding on them in the absence of specific exemption by the Board.

3. Insider Trading

- 3.1 Market sensitive information is any information that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- 3.2 The *Corporations Act 2001* (Cth) prohibits persons who are in possession of market sensitive information from:
 - a) dealing in the securities; or
 - b) communicating the market sensitive information to others who might deal in the securities.
- 3.3 Information is generally available to the public if, amongst other things, it consists of readily observable matters or it has been brought to the attention of investors by an announcement with ASX Limited (**ASX**) and a reasonable period for its dissemination has elapsed since the announcement.
- 3.4 All personnel of the group will from time to time be in a situation where they are in possession of market sensitive information. Examples include the period prior to release of annual or half-yearly results to ASX and the period during which a major transaction is being negotiated.
- 3.5 For these reasons, the advice of designated officers should be sought prior to any dealings taking place, and steps should be taken to ensure that those acting as designated officers are appraised of all relevant considerations. Designated officers include the CFO, Company Secretary, CEO / Managing Director and Chair.

4. No Dealing in Securities of the Company when in possession of market sensitive information

- 4.1 All personnel of the group in possession of market sensitive information must not at any time:
 - a) deal in securities of the Company;
 - b) advise, procure, encourage or suggest another person deal in securities of the Company; or
 - c) communicate the market sensitive information, or cause the market sensitive information to be communicated, to a person who may deal in securities of the Company or may procure another person to deal in securities of the Company.
- 4.2 A contravention of the insider trading prohibitions is an offence and exposes a person to criminal and civil liability, including liability under civil damages actions and compensation orders. The penalty for a breach of the insider trading prohibition for a natural person is a significant financial penalty or ten (10) years imprisonment, or both. The penalty for a body corporate is a fine of up to the greater of \$7,650,000, three (3) times the profit gained or loss avoided or 10% of the corporation's annual turnover in the relevant period.
- 4.3 Key management personnel must ensure that external advisors who receive market sensitive information are bound by a confidentiality agreement or other enforceable confidentiality obligations.
- 4.4 From time to time, the Company may publish a list of companies whose securities all personnel are prohibited from dealing in due to the Company being in possession of market sensitive information in respect of those companies. All personnel of the group must not deal in securities of these companies at any time.
- 4.5 Where a staff member is uncertain whether their conduct would constitute a possible breach of the insider trading provisions of the Corporations Act they must immediately consult with the CFO, Company Secretary or CEO / Managing Director.

5. All Personnel and Associates to obtain prior written clearance for dealings in securities of the Company

- 5.1 All personnel must obtain approval for any intended dealing in securities of the Company from the Company Secretary. The request for approval must include the following information:
 - a) the number of securities of the Company that he or she wishes to deal in;
 - b) the way in which he or she wishes to deal in those securities; and
 - c) confirmation that he or she is not in possession of any market sensitive information.
- 5.2 All personnel may only proceed with dealing in securities of the Company after having first obtained approval from the Company Secretary.
- 5.3 Prior to their associate(s) dealing in securities of the Company all personnel must obtain approval in accordance with clauses 5.1 and 5.2.
- 5.4 Approval is intended as a compliance monitoring function only and is not an endorsement of the proposed dealing. All personnel and associates remain responsible for their own investment decisions and compliance with the law.

6. All personnel and associates not to deal in securities of the Company during restricted periods

- 6.1 In addition to the restrictions in clauses four (4) and five (5), all personnel and their associates must not deal in securities of the Company during the following periods:
- a) The same trading day as the release of market sensitive information to ASX;
 - b) within the period one (1) month prior to the issue of a prospectus;
 - c) from the applicable balance date (i.e. 30 June or 31 December) until 24 hours after the release of the Company's annual or half-yearly results to ASX; and
 - d) any other period designated by the Board.

7. Trading in exceptional circumstances during restricted periods

- 7.1 All personnel who are not in possession of market sensitive information may deal in securities of the Company during restricted periods only if there are exceptional circumstances and he or she receives prior written clearance from the Chair.
- 7.2 Exceptional circumstances are:
- a) financial hardship which cannot be satisfied otherwise than by dealing in securities of the Company; or
 - b) a court order directing the dealing in securities of the Company; and
 - c) a situation determined by the Chair and in the case of an application by the Chair, the Chair of the Audit, Risk & Compliance Committee will determine whether exceptional circumstances exist.
- 7.3 All personnel wishing to deal in securities of the Company during a restricted period based on exceptional circumstances must apply in writing (email is acceptable) to the Chair via the Company Secretary for prior written clearance to deal in those securities. The application must include the following information:
- a) details of the exceptional circumstances;
 - b) the number of securities of the Company that he or she wishes to deal in;
 - c) the way in which he or she wishes to deal in those securities;
 - d) a request for clearance to deal in those securities; and
 - e) confirmation that he or she is not in possession of any market sensitive information.
- 7.4 Prior to their associate(s) dealing in securities of the Company during a restricted period all personnel must obtain approval in accordance with clause 7.3.
- 7.5 The Chair must consider the objectives of this policy and the purpose of the ASX Listing Rules in making a determination as to whether to provide consent to deal in securities of the Company during a restricted period.
- 7.6 Any consent provided by the Chair under this policy must:
- a) be in writing (email is acceptable); and
 - b) outline the duration of the clearance (no more than five (5) trading days).

8. Notification of dealings in securities of the Company

- 8.1 The ASX Listing Rules require the Company to notify ASX of dealings in notifiable interests in securities of the Company by directors within five (5) business days.
- 8.2 Directors must notify the Company Secretary immediately after dealing in any securities of the Company and provide the Company with the requisite details of the dealing for the Company to comply with the ASX Listing Rules.

9. Penalties

- 9.1 A contravention of this policy by all personnel may result in summary dismissal.

10. Application

- 10.1 This policy applies to all personnel of the group and all personnel's associates whereby:
 - a) All personnel refers to directors of the Company, executives, employees, and consultants.
 - b) Consultant refers to an individual who is contracted to work for a member of the group for one day a week or more.
 - c) Group refers to the Company and all of its subsidiary entities;
 - d) Associates include your dependent relatives, entities controlled by you, and entities you are acting in concert with. Relatives specifically includes spouse and dependent children and extends to those where the director, executive, employee or consultant has all or a significant influence over financial decisions.
- 10.2 This policy does not apply to the dealer groups that are corporate authorised representatives (**CARs**) of Paragem Pty Limited (**Paragem**) or to representatives of those CARs or to financial advisers who are authorised representatives of Paragem.
- 10.3 For the purposes of this policy, all personnel dealing in securities of the Company (restricted persons) includes directors, executives, employees and consultants of the group and their associates.
- 10.4 It is incumbent on each director, executive, employee and consultant of the group to take reasonable steps to ensure that an associate does not deal in securities of the Company in contravention of this policy where the dealing could be attributed to the director, executive, employee or consultant concerned.
- 10.5 The following types of dealing are excluded from the operation of this policy:
 - a) transfers of securities of the Company already held in a superannuation fund or other saving scheme in which the restricted person is a beneficiary and where the investments are made at the discretion of a third party;
 - b) an investment in, or dealing in units of, a fund or other scheme (other than a scheme only investing in securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - c) where a restricted person is a trustee, trading in securities of the Company 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;
 - d) undertakings to accept, or the acceptance of, a takeover offer;
 - e) dealing 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 the entitlements under a renounceable pro rata issue;

- f) a disposal of securities of the Company that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement; and
- g) the exercise (but not the sale of securities of the Company following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security.

11. Annexure 1

HUB24 Personnel Trade Approval Form

Date		Personnel Name	
Account name		Broker, if not HUB24	
Buy/Sell		Quantity	
Price	\$		

I DECLARE that at the time of this trade:

- I am not aware of any non-public information regarding this security.
- I understand that I may not receive permission to trade in HUB securities during the restricted period as outlined in the Securities Dealing Policy.

OTHER COMMENTS OR SPECIAL INSTRUCTIONS

--

Signature of Requester:	
Name and title of Authorised Person:	
Signature and date of Authorised Person:	