



Securities trading policy

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Securities Trading Policy

1 INTRODUCTION

1.1 General

Pursuant to the Corporations Act and Listing Rules, the Directors, Management Team and certain other persons nominated by the Board are restricted from trading in Securities under certain circumstances and are subject to the Insider Trading prohibitions.

This document sets out the Trading policy for the Company.

1.2 Policy overview

This document outlines:

- (a) when the Management Team (including Directors) and certain other employees nominated by the Board may Trade;
- (b) how to apply for approval to Trade during a Prohibited Period; and
- (c) potential sanctions for a breach of the Insider Trading provisions.

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this document, unless otherwise specified capitalised terms have the meaning set out below:

“**ASX**” means ASX Limited ACN 008 624 691 and the exchange operated by it as the context requires.

“**Authorised Trade**” means a Trade authorised under paragraph 5.4.

“**Board**” means the Company’s board.

“**Chairman**” means the chairman of the Board.

“**CEO**” means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with delegated day to day responsibility for the strategic and operational management of the Company.

“**CFO**” means the chief financial officer.

“**Company**” means Apollo Tourism & Leisure Ltd ACN 614 714 742 and, as the context requires, its controlled entities.

“**Corporations Act**” means *Corporations Act 2001* (Cth).

“**Designated Officer**” means a person who is assigned the role of ‘Designated Officer’ for this Policy by the Board.

“**Director**” means a director of the Company.

“**Excluded Trade**” or “**Excluded Trading**” means Trading in circumstances set out in paragraph 5.3.

“**Inside Information**” has the meaning given to that term in section 1042A Corporations Act (summarised in paragraph 4.5).

“Insider Trading” has the meaning given to that term under Part 7.10, Division 3 Corporations Act.

“Listing Rules” means the listing rules of ASX.

“Management Team” means the Directors, CEO, CFO, company secretary, general managers and any other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

“Policy” means the policy contained in this document or in any amending or replacement document.

“Prohibited Period” means each of the following periods (inclusive):

- (a) any period outside of the Trading Window; and
- (b) any other period the Board decides Restricted Persons are to be prohibited from Trading in Securities.

“Restricted Person” means a person to whom this Policy applies being the Management Team and employees nominated by the Board under paragraph 6.

“Secretary” means the secretary of the Company.

“Securities” include securities of any kind including ordinary shares, preference shares, debentures, convertible notes, options and hedging mechanisms or derivatives instruments.

“Security Holder” means a registered holder of Securities.

“Trade” means to apply for, acquire or dispose of Securities or to enter into an agreement to apply for, acquire or dispose of Securities or to grant, accept, acquire, dispose, exercise or discharge an option or other right or obligation to acquire or dispose of Securities, and **Trading** has a corresponding meaning.

“Trader” means a Restricted Person who Trades.

“Trading Window” means during the one month period beginning at the close of trading on the day after the dates on which:

- (a) the Company is admitted to the official list of the ASX;
- (b) the Company announces its half-yearly results to ASX;
- (c) the Company announces its full year results to ASX;
- (d) the Company holds its annual general meeting (assuming an update of the full year's results is given at the meeting); and
- (e) any additional periods determined by the Board from time to time.

2.2 Interpretation

Concepts not defined in this document but which have a meaning in the Corporations Act or the Listing Rules have that same meaning in this document.

3 SECURITIES COVERED BY THIS POLICY

3.1 Company Securities

This Policy applies to all Securities issued by the Company.

3.2 Other companies

This Policy also applies to the Securities of other companies:

- (a) in relation to the prohibition on Insider Trading;
- (b) which are either a joint venture partner of the Company or for which the Company has made (or is planning to make) a takeover offer; or
- (c) under paragraph 3.3.

3.3 Trading in other companies' Securities

- (a) Trading by a Restricted Person in the Securities of other companies in which the Company has a substantial interest (5% or more) are subject to this Policy.
- (b) This Policy does not affect the operation of the law, in particular the prohibition against Insider Trading, applying to a Restricted Person if they had Inside Information concerning another company.

3.4 Margin loans by Directors and their related parties

- (a) A Director must obtain the Board's approval before that Director or a related party of that Director, including but not limited to family members, nominee companies and family trusts, may enter into a margin loan or similar arrangements concerning Securities.
- (b) Where a Director or a related party of a Director has entered into margin loan or similar funding arrangements for a material number of Securities, the Company may need to disclose the key terms of the arrangements, including the number of Securities involved, the trigger points, the right of the lender to sell unilaterally and any other material details.
- (c) Whether a margin loan arrangement is material under the Listing Rules is a matter which the Company must decide having regard to the nature of its operations and its particular circumstances.

4 INSIDER TRADING

4.1 Prohibited conduct

If a person has Inside Information in relation to a company and knows, or ought reasonably to know that the information is Inside Information, that person must not:

- (a) Trade in that company's Securities;
- (b) procure another person to Trade in that company's Securities; or
- (c) communicate the information, directly or indirectly, to another person who the person knows, or ought reasonably to know, is likely to Trade in those Securities or procure another person to Trade in those Securities.

4.2 Subsidiaries and associated entities

The prohibition against Insider Trading:

- (a) extends to Trading in the Securities of a subsidiary of a company about which a person has Inside Information;

- (b) may extend to Trading in Securities of other companies that deal with or are associated with the Company about which a person has Inside Information.

4.3 Consequences of Insider Trading

- (a) Insider Trading is a criminal offence.
- (b) Persons Trading with Inside Information risk prosecution, punishable by substantial fines or imprisonment or both, under the Corporations Act.
- (c) The Company may also be liable if a Restricted Person engages in Insider Trading.
- (d) Insider Trading is subject to the civil penalty provisions under the Corporations Act which empower a court to impose substantial pecuniary penalties, order payment of compensation to persons who suffer loss or damage as a result of the Insider Trading and make a disqualification order.
- (e) In addition to any consequence under the Corporations Act, Insider Trading breaches this Policy. Breaches will be treated seriously by the Company and may attract disciplinary action, including termination of employment for any Restricted Person involved.

4.4 Prohibition

Insider Trading is prohibited at all times and applies to Securities of other entities other than the Company if you possess Inside Information about those entities.

4.5 What is Inside Information

- (a) Inside Information is information that:
 - (i) is not generally available; and
 - (ii) if it were generally available:
 - (A) a reasonable person would expect it would have a material effect on the price or value of the Securities in question; or
 - (B) would, or would be likely to, influence persons who commonly invest in Securities in deciding whether to acquire or dispose of the Securities in question.
- (b) Information is generally available if it:
 - (i) is readily observable;
 - (ii) has been made known in a manner likely to bring it to the attention of persons who commonly invest in Securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
 - (iii) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4.5(b)(i) or 4.5(b)(ii).

5 SECURITIES TRADING

5.1 Prohibited Trading

A Restricted Person must not Trade:

- (a) if they have Inside Information;
- (b) during a Prohibited Period (unless it is an Excluded Trade or an Authorised Trade);
- (c) for short term or speculative gain; or
- (d) for more than \$50,000 worth of Securities to any party and written approval from the Chairman is not obtained, covering the form of and timing of the sale, and the management of its public disclosure, before entering into discussions for the potential sale of those Securities.

5.2 Permitted Trading by a Restricted Person

A Restricted Person may Trade if:

- (a) they do not have Inside Information;
- (b) it is during a Trading Window; and
- (c) it is not for short term or speculative gain.

5.3 Excluded Trading

This Policy does not apply to:

- (a) transfers of Securities already held by a Restricted Person into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (b) where a Restricted Person is a trustee, Trading by that trustee 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;
- (c) undertakings to accept, or the acceptance of, a takeover offer;
- (d) Trading under an offer or invitation made to all or most of the Security Holders, such as a pro-rata 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 (which 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);
- (e) disposals by a secured lender exercising their rights, for example, under an approved margin lending arrangement;
- (f) the exercise (but not the sale of Securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period;
- (g) Trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with this Policy provided the Restricted Person did not enter into the plan or amend the plan during a Prohibited Period and the trading plan does not permit the Restricted Person:
 - (i) to exercise any influence or discretion over how, when, or whether to Trade;
 - or

- (ii) to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a Prohibited Period other than in exceptional circumstances.

5.4 Exceptional circumstances

- (a) Written clearance for exceptional circumstances referred to in paragraph 5.1 will only be granted if:
 - (i) the Trade is not, or would not be:
 - (A) contrary to law;
 - (B) for speculative gain;
 - (C) to take advantage of Inside Information; or
 - (D) seen by the public, press, other Security Holders or ASX, as unfair; and
 - (ii) exceptional circumstances exist justifying the exercise of the discretion to issue the written clearance.
- (b) Exceptional circumstances include where the Trade is necessary:
 - (i) to sell Securities to realise cash in a time of exceptional financial hardship (excluding a tax liability);
 - (ii) to comply with the requirement of Court order or enforceable undertaking; and
 - (iii) because delaying the Trade to the next permitted period under paragraph 5.2, would:
 - (A) cause greater exceptional financial hardship;
 - (B) be exceptionally detrimental to the family's affairs; or
 - (C) be a breach of a Court order.
- (c) Any written clearance must state the period for which the authority for Trading is given.
- (d) Despite any authority given under this Policy, the responsibility for Trading rests with the individual Trader.

5.5 Guidance for written clearance

A person authorised to provide written clearance under this Policy must only provide such clearance in accordance with the law and in a responsible and sensible manner having regard to the purpose of this Policy and having regard to desirable protocols to be followed to prevent Trading inside Prohibited Periods (except in exceptional circumstances) and protocols regarding Inside Information or the public perception that Insider Trading may have occurred by reason of this Policy not being adhered to.

5.6 Trading by Directors

- (a) Each Director must notify the Secretary of any Trading by that Director so as to facilitate the timely lodgement with ASX of an Appendix 3Y or other prescribed form

notifying ASX of the initial acquisition, change of interests or cessation of Directors' interests as required by the Listing Rules.

- (b) Each Director's disclosure obligations in relation to their notifiable interests are set out in a director's disclosure deed (required by Listing Rule 3.19B).

5.7 Informing the Company of Trades

- (a) Each Trader must notify the Secretary of the details of completed transactions within fourteen days after each transaction. Notification is necessary whether or not prior authority was required.
- (b) The Secretary must maintain a register of Securities transactions under this Policy.

6 PERSONS COVERED BY THIS POLICY

6.1 Restricted Persons

The Board may nominate persons to be included as a Restricted Person. Those persons must be informed of their nomination and be listed in a schedule maintained by the Designated Officer. They may include:

- (a) corporate and divisional accounting officers reporting directly to any members of the Management Team;
- (b) secretaries and assistants performing confidential work and reporting to any members of the Management Team; and
- (c) employees who have access to the Company's financial results.

6.2 Families and trusts

If a Restricted Person is prohibited from Trading under this Policy, that person must use their best endeavours to prohibit any Trading by:

- (a) any related party (including family members, nominee companies and family trusts);
or
- (b) any investment manager on their behalf or on behalf of a related party.

6.3 Trustees

A Restricted Person who is a trustee of a deceased estate, should inform any co-trustees or trust beneficiaries, of his or her relationship with the Company and the restrictions on his ability to give advice in respect of Securities covered by this Policy.

7 REVIEW

The Board will review this Policy on an annual basis.