



19 August 2015

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir / Madam

**Federation Centres (ASX:FDC)**

In accordance with Listing Rule 12.10 Federation Centres attaches a copy of its revised Securities Trading Policy, effective 18 August 2015.

Yours faithfully

**Michelle Brady**  
Company Secretary

The merger of Novion Property Group and Federation Centres was implemented on 11 June 2015. While our combined Group is now known as Federation Centres, we have announced our intention to change our name to Vicinity Centres, following the approval of securityholders later this year.



# Securities Trading Policy

## Version 5.0

<b>Issued by:</b>	Company Secretary
<b>Authorised by:</b>	Board of Directors
<b>Issued on:</b>	18 August 2015
<b>Review period:</b>	As required and at least annually
<b>Responsibility:</b>	Company Secretary

## Table of Contents

1. Purpose of Document.....	4
2. Definitions and Abbreviations .....	4
3. Policy – trading in FDC securities.....	4
3.1 Blackout periods.....	4
3.2 Restricted Officers .....	5
3.3 Personal capacity.....	5
3.4 Exceptional circumstances .....	5
3.5 Employee security plans.....	5
3.6 Hedging, speculative dealing and margin lending.....	5
4. Securities in other entities.....	6
5. Consequence of breach of this policy.....	6
6. Related Documents – other FDC policies .....	6
Appendix A – Insider trading provisions of the Corporations Act 2001 (Commonwealth).....	7
Appendix B - Restricted Officers .....	8

## 1. Purpose of Document

The purpose of this policy is to ensure that Directors and employees of Federation Centres are aware of the insider trading laws and their obligations to conduct trading in FDC securities in a lawful and appropriate manner.

It is the responsibility of all individuals identified in this Policy to comply with the terms of this Policy.

## 2. Definitions and Abbreviations

<b>FDC, Federation Centres or the Group</b>	Federation Limited and Federation Centres Limited as Responsible Entity for Federation Centres Trust No. 1 and/or their subsidiary or controlled entities.
<b>FDC Securities</b>	Stapled securities in Federation Centres trading on the Australian Securities Exchange as FDC and any financial products issued or created over or in respect of any FDC Securities.
<b>Inside Information</b>	Any information, no matter how obtained, that is not generally available, and if it were generally available, that a reasonable person would expect to have a material effect on the price or value of FDC securities.
<b>Insider Trading</b>	The trading of securities on the basis of inside information.
<b>Restricted Officers</b>	As set out in Appendix B to this Policy.

## 3. Policy – trading in FDC securities

The Corporations Act 2001 (Cth) imposes on everyone the obligation not to trade in securities while in possession of inside information. This is a legal responsibility which cannot be altered or avoided by any policy which the Group may issue, and applies to all Directors and employees of Federation Centres. These provisions are generally referred to as “insider trading provisions”, and are set out in Appendix A to this Policy.

Directors and employees of Federation Centres, other than Restricted Officers, may:

- deal or trade in FDC securities in their personal capacity; or
- procure or persuade any other person to deal in FDC securities;

except in any of the following circumstances:

- when that Director or employee is in possession of inside information, however obtained;
- during a Blackout Period (refer Section 3.1).

### 3.1 Blackout periods

Directors and employees may not deal in FDC securities in a personal capacity:

- in the period commencing at the end of FDC’s financial half-year (31 December) until the trading day after the announcement of FDC’s half-yearly financial results; and
- in the period commencing at the end of FDC’s financial year (30 June) until the trading day after the announcement of FDC’s annual results.

### **3.2 Restricted Officers**

Restricted Officers may only deal in FDC securities after prior consultation with or approval by the appropriate person, as follows:

- The Chairman - after prior consultation with the Chairman of the Audit Committee and the CEO;
- Directors - after prior consultation with the Chairman of the Board and the CEO;
- All other Restricted Officers - after prior approval by the CEO and any one of the General Counsel and the Company Secretary; and
- The trading may be conducted for no more than five trading days after the approval is granted.

The above consultation and approval should be conducted by way of email exchange. Any such proposed activity must be notified to the Company Secretary for recording and subsequent reporting to the Board.

### **3.3 Personal capacity**

A person can be deemed to be acting in a personal capacity where that person, their spouse or financial dependents may exercise control or can substantially influence the investment decision. This will also apply to any account in the name of any person, corporation, trust or personal superannuation fund in which the person, their spouse or financial dependents have the power to place an order on behalf of that entity or to direct that entity to place such an order.

A person would not normally be deemed to have control where fully discretionary arrangements are in place with professional fund managers, i.e. most externally managed superannuation funds and managed investment schemes would normally fall outside these restrictions.

### **3.4 Exceptional circumstances**

In exceptional circumstances, and only where significant personal hardship would otherwise result, permission may be granted to employees, other than Restricted Officers, to trade in FDC securities during a blackout period as specified in 3.1 above. In such cases, the affected employee should seek approval in the same terms as are provided in 3.2 above, as if that employee were a Restricted Officer.

### **3.5 Employee security plans**

The foregoing prohibitions on trading in FDC securities do not apply to the acquisition of securities (including the exercise of rights or options) by employees made under and in accordance with the terms of an employee security plan. However, the prohibition will apply to the disposal of FDC securities which have been acquired under such a plan.

### **3.6 Hedging, speculative dealing and margin lending**

All employees and Restricted Officers are prohibited from engaging in speculative dealing in FDC Securities, being:

- short-selling FDC Securities; and
- short-term dealing. For the purpose of this Policy, a person engages in short-term dealing if they buy (or sell) FDC Securities on a date and then sell (or buy) any FDC Securities on a date that is less than 30 days after the first dealing.

Employees who are Restricted Officers are prohibited from:

- hedging or entering into an arrangement that would have the effect of limiting their exposure to risk relating to an element of their remuneration that is unvested, or which remains subject to a trading restriction or forfeiture condition; and

- entering into any financial arrangements whereby a security interest is granted in respect of any vested FDC Securities which remain subject to a trading restriction or forfeiture condition.

Restricted Officers are prohibited from entering into margin lending arrangements. This restriction is limited to arrangements properly described as margin lending arrangements. Such dealings may include entering into a margin lending arrangement in respect of FDC securities, transferring FDC securities into an existing margin loan account and selling FDC securities held in a margin loan account.

#### **4. Securities in other entities**

Because of the nature of the Group's business, it may transact with other entities. Prohibited conduct can therefore include not only dealings in the Group's securities, but those of other companies and entities with which the Group is or may be dealing, where a Director or employee possesses inside information in relation to that other entity.

In those circumstances, Directors and employees should not trade in securities of that other entity, nor procure another person to trade in those securities.

#### **5. Consequence of breach of this policy**

Breach of the requirements of this Policy or of insider trading provisions could result in exposure to civil actions, criminal proceedings and both civil and criminal penalties under the Corporations Act 2001 (commonwealth). In addition, it is a breach of the Group's Code of Conduct and can lead to disciplinary action, up to and including dismissal.

#### **6. Related Documents – other FDC policies**

- Code of Conduct;
- Conflicts of Interest and Related Party Transactions Policy; and
- Group Disclosure and External Communications Policy.

## Appendix A – Insider trading provisions of the Corporations Act 2001 (Commonwealth)

### Insider trading

Division 3 of Part 7.10 of the Corporations Act 2001 contains the provisions relating to insider trading. Under these provisions, a person is prohibited from dealing in securities of an entity where:

- (1) the person possesses information that is not generally available which would, if it were generally available, have a material effect on the share price of the relevant entity; and
- (2) the person knows, or ought reasonably to have known, that the information is not generally available and that if it were it might have a material effect on the share price of the relevant entity.

The type of information set out above is referred to as “inside information”.

The Corporations Act 2001 provides that a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, the first mentioned securities (section 677).

### Inside information

Section 1042A of the Corporations Act 2001 also provides that “**inside information**” is information where the following are satisfied:

1. The information is not generally available; and
2. If the information were generally available, a reasonable person would expect it to have a material effect on the price or value of particular Division 3 financial products.

Examples of “**inside information**” include, but are not limited to:

- Merger and takeover discussions;
- A change in the Group’s financial forecast or expectation;
- The appointment of a receiver;
- A transaction for which the consideration payable or receivable is a significant proportion of the written down value of the entity’s consolidated assets (normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case);
- A change in control of FDC;
- A proposed change in the general character or nature of the Group;
- A recommendation or declaration of a dividend or distribution;
- Giving or receiving a notice of intention to make a takeover;
- Possible departure of key members of staff;
- A change in accounting policy; and
- A proposal to change the Group’s auditor.

## **Appendix B – Restricted Officers**

For the purposes of this Policy, Restricted Officers are any person employed by FDC and who is any of the following:

- Director
- Chief Executive Officer
- Member of the Executive Committee
- Company Secretary
- Any direct report of a member of the Executive Committee, including Executive and Personal Assistants
- Corporate Treasurer
- Legal Counsel
- In addition, from time to time any of the CEO, General Counsel or CFO may designate any other employee of FDC to be a Restricted Officer and for the duration of such designation that employee will be subject to the terms of this policy that apply to Restricted Officers.