



Creating financial independence since 1846

Group Policy - Personal Trading in IOOF Holdings Limited Securities

This Policy applies to IOOF Holdings Limited and its subsidiaries and related bodies corporate (as defined in the *Corporations Act 2001*).

24 December 2015

Table of Contents

1. Overview	3
1.1 Introduction	3
1.2 Policy statement	3
1.3 Scope and application	3
2. Key concepts and definitions	3
3. General obligations	4
3.1 Restrictions on trading in IFI Securities	4
3.2 Approval to trade in IFL Securities	6
3.3 Excluded dealings and exceptional circumstances	6
3.4 Record of trading activities	6
4. Policy governance	7
4.1 Consequences of breach of this Policy	7
4.2 Training and resources	7
4.3 Review and approval	7
4.4 Interaction with other policies	7
5. Document release information	7
5.1 File details	7
5.2 Revision history	8
5.3 Approvals	8

1. Overview

1.1 Introduction

The IOOF Holdings Limited Securities Trading Policy (**Policy**) applies to IOOF Holdings Limited (**IFL**) and its subsidiaries and related bodies corporate (as defined in the *Corporations Act 2001*) (**IOOF**).

The Policy is designed to establish principles and procedures for IOOF Staff to conduct personal trading in accordance with regulatory requirements (particularly the insider trading provisions of the *Corporations Act 2001*) and in a manner that is fair, transparent and effectively manages or avoids any conflicts of interest.

1.2 Policy statement

This Policy aims to balance the personal investment interests of IOOF Staff with the responsibilities and interests of IOOF, its shareholders and the market by ensuring that all personal trading and investing activities are lawfully and properly conducted.

Prior to commencing their employment, all Directors and Employees will be asked to make a declaration that they have read and will abide by this Policy. They must then continue to provide an annual attestation to that effect.

1.3 Scope and application

Definitions used in this Policy are set out in section 2.

This Policy applies to all **IOOF Staff**, defined to include:

- Employees (including Restricted Employees).
- Directors.
- Prescribed Persons.

The Policy applies where IOOF Staff personally trade or intend to trade in IFL Securities (or other Securities in circumstances outlined in section 3).

Where specific conditions or restrictions are imposed on Directors and Restricted Employees, those rules also apply to Prescribed Persons of the Restricted Employee or Director.

2. Key concepts and definitions

For the purposes of this Policy:

Director means a non-executive director or an Employee who is on the Board of IFL and/or one of its subsidiaries or related bodies corporate.

Employee means:

- Persons employed by IOOF, whether on a full time or part time basis and regardless of seniority, business group or geographical location.
- Temporary employees, consultants, contractors or secondees working at IOOF for three months or more.
- Any other person determined by the Company Secretary to be an Employee for the purposes of this Policy.

IFL Securities means shares, options or other securities issued by IFL.

Immediate Family in relation to a person means that person's spouse, partner and any children.

Inside Information is information that:

- is not generally available to shareholders or the market; and
- if it were generally available, would, or would be likely to, influence a person's decision to buy or sell a company's securities (i.e. affects price or value of the security).

Prescribed Person means the Immediate Family of a Director, Employee or Restricted Employee, or companies, trusts and entities controlled by them or by the Director, Employee or Restricted Employee.

Restricted Employee means Employees of the IOOF Group who hold one or more of the following positions:

- The Managing Director (**MD**) of IOOF and the MD's direct reports.
- Direct reports of the MD's direct reports.
- Employees within the Company Secretariat department of IOOF.
- Employees within the Finance department of IOOF or who would otherwise have access to or be involved in the preparation of financial reports relating to IOOF.
- Persons who, by virtue of their role within IOOF, will or may have access to price sensitive information about IFL Securities or other IOOF products, including IOOF's trading position or intended trading position.

Securities means shares, options, initial public offerings, derivatives, interests in a managed investment scheme or other securities issued by an entity other than IFL (including issues in Australian and international jurisdictions and on primary, secondary and/or speciality markets).

Trading or dealing includes applying for, acquiring or disposing of IFL Securities, entering into an agreement to do any of those things or inducing or arranging for a person to do any of those things.

3. General obligations

IOOF Staff must conduct their personal investment activity lawfully and in a manner that avoids a conflict of interest between their own interests and duties owed to IOOF, its shareholders and clients.

Trading in an IFL Security contrary to the conditions and restrictions set out in this Policy is strictly prohibited.

IOOF Staff are ultimately responsible for ensuring that their personal trading complies with all applicable laws and regulations and is appropriate. Directors and Employees must ensure that Prescribed Persons are aware of this Policy and comply with it.

If, because of your position with IOOF, you become aware of information relating to another company – e.g. the negotiation of a transaction with that company – which may be relevant to the price of that company's securities, then "Securities" in this policy also extends to the categories in that defined term with respect to that company.

3.1 Restrictions on trading in IFL Securities

3.1.1 Inside Information

IOOF Staff are prohibited from trading in (or inducing others to trade in) IFL Securities while in possession of Inside Information.

Where a person has Inside Information in relation to securities of any company, that person must not deal in those securities, advise others or procure others to trade in the securities or pass on the Inside Information to any person that will use that information to trade in, or procure someone else to trade in, the securities.

Some examples of Inside Information are:

- Knowledge of an upcoming results announcement, especially if it contains unexpected results.
- Information about a proposed acquisition, merger or asset sale/purchase.
- Information about an unexpected investigation by a regulator, or material adverse finding by a regulator.
- Sales figures and profitability forecasts of IOOF (or another company) or its products and proposed dividends.
- Unpublished announcements, or knowledge of possible regulatory investigation.
- Significant litigation.
- Major new contracts or agreements.
- Management restructuring or board changes.

A breach of the insider trading provisions of the *Corporations Act 2001* may result in prosecution of the individual concerned which can carry serious penalties (see section 4.1).

3.1.2 Blackout periods

IOOF Staff must not trade in IFL Securities during the following periods (**Blackout Periods**):

- 1 January up to the time at which the half-year results are released to the market.
- 1 July up to the time at which the full-year results are released to the market.
- Any other time the Chairman of the IFL Board (or Company Secretary) determines that a Black-Out Period will apply and has notified IOOF Staff of that decision.

Trading can resume 24 hours after the end of the Blackout Period and exceptions may apply (see section 3.3).

3.1.3 Speculative, short-term and excessive trading

Speculative and short term trading involves buying and selling securities over a very short time period or entering into other short term dealings (for example, forward contracts). Excessive trading involves repeated trading over a short or long term and may involve the use of multiple brokers.

IOOF Staff must not trade in IFL Securities where trading is or is likely to be considered short term, speculative or excessive.

3.1.4 Hedging & use of derivatives

IOOF Staff must not enter into a hedging transaction (including using derivatives) to remove the “at risk” aspect of any IFL Securities granted to them as part of their remuneration package.

3.1.5 Margin loans

IOOF Staff who enter into (or maintain) margin loan arrangements in respect of IFL Securities must notify the Company Secretary within 24 hours of entering (or changing) those arrangements and must provide such information as the Company Secretary reasonably requires.

Where the Company Secretary determines that a margin loan arrangement is “material”, he or she will make a disclosure to the market in relation to the existence of the margin loan and, where appropriate, the relevant terms of the margin loan, such as trigger points and rights of sale by the financier.

A register of all margin loan arrangements disclosed by IOOF Staff is maintained by the Company Secretary and reported to the Board upon its request.

3.2 Approval to trade in IFL Securities

3.2.1 Directors

Unless it is a dealing excluded under section 3.3.1:

- Directors must not deal in IFL Securities at **any time** without the **prior** written consent of the Chairman of the IFL Board or the Company Secretary. ()
- The Chairman must not deal in IFL Securities at **any time** without the **prior** written consent of the Chair of the Audit Committee or the Company Secretary.

3.2.2 Restricted Employees

Restricted Persons must not deal in IFL Securities at **any time** without the **prior** consent of the Company Secretary, Managing Director or General Counsel (unless it is a dealing excluded under section 3.3.1).

A Director or Restricted Employee must also provide the Company Secretary with subsequent confirmation of the trading that has occurred, within three days of the relevant trade.

3.3 Excluded dealings and exceptional circumstances

3.3.1 Excluded dealings

IOOF Staff who are not in possession of price sensitive information will be permitted to trade in IFL Securities during a Blackout Period where one or more of the following applies:

- The final date for the exercise of an option or right to IFL Securities (e.g. exercise of a performance right) falls during the Blackout Period and the person could not reasonably have been expected to exercise it at an earlier time when he or she was free to deal.
- The acquisition of IFL Securities pursuant to an Employee share plan (or similar) under the terms of that plan or pursuant to the terms of a business acquisition or individual employment agreement.
- Under an offer or invitation made to all or most IFL Security holders, including but not limited to participation in a rights issue, equal access buy-back or dividend reinvestment plan.
- Forced sales or acquisitions as a result of margin lending calls or corporate actions such as takeovers, bonus issues, share splits/consolidations, dividend re-investment plans, non-renounceable rights etc.
- Certain investments in financial instruments or accounts where underlying investment decisions are not (and cannot be) made or influenced by IOOF Staff.
- Such other circumstances as reasonably determined by the Company Secretary.

3.3.2 Exceptional circumstances

IOOF Staff who are not in possession of price sensitive information will be permitted to trade in IFL Securities during a Blackout Period where one or more of the following grounds is satisfied and written approval has been given by the Chairman or Company Secretary:

- Severe financial hardship such as a pressing financial commitment that cannot reasonably be satisfied otherwise than by selling IFL Securities.
- By compulsion of law or regulation such as a court order, court enforceable undertaking, or other legal or regulatory requirement requiring a sale of IFL Securities or third party Securities.

3.4 Record of trading activities

All IOOF Staff must maintain a record of all trading they or Prescribed Persons have undertaken in IFL Securities over the previous 12 months and must make this record available for inspection upon the request of the Company Secretary.

4. Policy governance

4.1 Consequences of breach of this Policy

Failure to comply with this Policy may lead to disciplinary action, and in serious cases, dismissal.

Failure to comply with the Policy may also result in prosecution or legal action and will be reported to ASIC and/or other relevant regulators or government agencies (as required).

A breach of the insider trading provisions of the *Corporations Act 2001* may result in:

- criminal penalties of up to \$200,000 or imprisonment or both; and/or
- civil penalties of up to \$200,000 for an individual and \$1,000,000 for a company, as well as imprisonment for up to five years.

If an Employee is found guilty of insider trading, their employment will be terminated on the grounds of serious misconduct justifying summary termination of employment.

4.2 Training and resources

The rules set out in this Policy form part of IOOF's induction program. Additional training and resources are also provided to IOOF Staff on a periodic basis as part of IOOF's compliance training program.

4.3 Review and approval

This Policy and each amendment to it must be approved by the IFL Board.

The Company Secretary and General Counsel (or their delegate) are responsible for reviewing the Policy on an annual basis and recommending any changes to the IFL Board (as required).

Comments and queries about the Policy should be addressed to the Company Secretary.

4.4 Interaction with other policies

This Policy should be read in conjunction with the following IOOF policies:

- IOOF Conflicts of Interest Management Policy.
- IOOF Code of Conduct.
- Responsible Persons Manual – Fitness and Propriety.
- Responsible Manager Policy.
- IOOF Research & Portfolio Construction Trading Policy.
- Bridges & Associates Personal Trading Policy.

5. Document release information

5.1 File details

File name	IFL Securities Trading Policy (Dec 2015)
Description	IOOF Holdings Limited Securities Trading Policy
Original author(s)	Company Secretariat Department
Creation date	24 December 2015

Current revision author(s)	Erica Clark, Legal Counsel & Julie O'Neil, Senior Compliance Officer
Document owner	Company Secretary

5.2 Revision history

Version	Revision date	Author (s)	Revision notes
1.0	August 2011	Company Secretary	N/A
2.0	December 2015	Erica Clark/Julie O'Neil	Policy re-write following recommendations made by PwC.

5.3 Approval

Approval date	Approved by	Notes
24 December 2015	Board of Directors	IOOF Holdings Limited Board approval.