

24 March 2016

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Trading in BTT Securities Policy**

In accordance with ASX Listing Rules 12.9 and 12.10, please find attached BT Investment Management Limited's Trading in BTT Securities Policy.

Yours faithfully



Chris Millard  
Company Secretary

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# **BT Investment Management Limited**

ABN 28 126 385 822

## **Trading in BTT Securities Policy**

(Effective Date – 18 March 2016)

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# Trading in BTT Securities Policy

## 1. Purpose

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- 1.1. The purpose of this Trading in BTT Securities Policy (**Policy**) is to set out the obligations of Directors and employees of BT Investment Management Limited (**BTIM** or **the Company**) when Dealing in BTT Securities, including:
- (a) The restrictions under the law (including prohibitions on insider trading) and this Policy when Dealing with BTT Securities;
  - (b) The procedures that must following when Dealing in BTT Securities.

## 2. Application

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- 2.1. This Policy applies to:
- (a) Directors of BTIM and its subsidiaries;
  - (b) Key Management Personnel of BTIM (**KMP**);
  - (c) Employees, secondees and contractors of BTIM and its subsidiaries located in Australia, Singapore, the United Kingdom, the United States, or any other overseas office (**Employees**);
  - (d) Connected Persons.
- 2.2. Breaches of the law prohibiting insider trading may give rise to serious civil and criminal liabilities. Breaches of this Policy are also a breach of the conditions of employment with BTIM and may lead to disciplinary action, including dismissal.
- 2.3. Breaches, or possible breaches, of this Policy should be immediately notified to the Chief Risk Officer.

### **3. Regulatory Requirements & Industry Standards**

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- 3.1. This Policy is designed to meet regulatory requirements and industry standards in relation to managing Inside Information.
- 3.2. The relevant regulatory requirements and industry standards include:
- (a) Corporations Act 2001 (Cth)
  - (b) Australian Financial Services Licence
  - (c) ASIC RG181 – Licensing: Managing Conflicts of Interest
  - (d) ASX Listing Rules.

### **4. Related Policies**

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- 4.1. This Policy forms part of a broader policy framework that is in place to manage conflicts of interest within the BTIM Group. These related policies include:
- (a) Conflicts of Interest Policy
  - (b) Personal Account Trading Policy
  - (c) Chinese Walls Policy
  - (d) Gifts and Hospitality Policy.

### **5. Prohibition against insider trading**

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- 5.1. Directors, KMP and Employees must not at any time:
- (a) Deal;
  - (b) Communicate Inside Information to another person who is likely to Deal;

- (c) Advise, procure, induce or encourage another person to Deal, or communicate Inside Information to another person who is likely to Deal:

in BTT Securities, if they are in possession of Inside Information relating to those BTT Securities.

## **6. What is Inside Information?**

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- 6.1. Inside Information is information that is price sensitive and not generally available.
- 6.2. Information is not generally available if:
  - (a) It is not readily observable;
  - (b) It has not become known in a way which is likely to bring it to the attention of people who commonly deal in the particular financial product;
  - (c) A reasonable period for information, commonly known by the market, to be spread to these people has not passed. (In deciding what a reasonable period is, it is important to consider whether the information relates to large capitalisation stocks with good liquidity, where it is likely that the information will be absorbed quickly by market participants or, whether it relates to small companies with illiquid registers where it is likely that information takes longer to be known by relevant market players).
- 6.3. Information is price sensitive if a reasonable person would expect the information to have a material effect on the price or value of the securities of the entity to which the information relates.
- 6.4. The following are examples of information that may be price sensitive:
  - (a) Actual or internal forecast profit results
  - (b) The appointment or resignation of the Company's Chief Executive Officer, Board Chairman or other senior employees
  - (c) The entry into, variation or termination of a material contract, including a contract relating to a significant business relationship.

- (d) A float, take-over, merger, purchase, sale or partial sale of business
- (e) Actual or proposed major litigation
- (f) Any plans involving shares or other securities.

## 7. Dealing in BTT Securities

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7.1. Directors, KMP and Employees **must not** Deal in BTT Securities if:

- (a) they are in possession of Inside Information (see section 6 for further details); or
- (b) they have not obtained Pre-trade Clearance in accordance with section 7.2 of this Policy;
- (c) a Blackout Period is in place and permission to Deal in BTT Securities has not been obtained in accordance with section 9 of this Policy.

7.2. Directors, KMP and Employees must obtain Pre-trade Clearance before they or any Connected Person, Deal in BTT Securities. Pre-trade Clearance should be sought as follows:

<b>Applicant:</b>	<b>Application made to:</b>
BTIM Employee	BTIM Risk & Compliance Team
JOHCM Employee	JOHCM Head of Compliance
BTIM Director (including the CEO) and Directors of J O Hambro Capital Management Holdings Limited	BTIM Chairman
BTIM Chairman	Chairman of the BTIM Audit & Risk Management Committee

7.3. Pre-trade Clearance is only valid on the day for which it is obtained.

- 7.4. Directors (including the Chairman) should also notify the Company Secretary of any request for Pre-trade Clearance and immediately notify the Company Secretary of Dealing by them or by a Connected Person.

## **8. Use of derivatives and hedging over unvested BTT Securities prohibited**

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- 8.1. Employees must not enter into a transaction or financial product (such as options, derivatives or other arrangements) which operate to limit the economic risk of an unvested holding in BTT Securities or entitlement under an under equity-based remuneration schemes.

## **9. Exceptions to Dealing during a Blackout Period**

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- 9.1. In exceptional circumstances (such as financial hardship) a Director, KMP or BTIM Employee, may be granted permission to Deal during a Blackout Period.
- 9.2. Where exceptional circumstances exist, Directors, KMP and Employees may apply, in writing, for permission to Deal during a Blackout Period.
- 9.3. Permission to deal in a Blackout Period will not be given if the Director, KMP or BTIM Employee is in possession of Inside Information relating to the BTIM Securities.
- 9.4. Written permission to Deal during a Blackout Period should be sought as follows:

<b>Applicant:</b>	<b>Application made to:</b>
BTIM Employee	BTIM Chief Executive Officer
JOHCM Employee	BTIM Chief Executive Officer
BTIM Director (including the CEO) or Non-executive Director of J O Hambro Capital Management Holdings Limited	BTIM Chairman
BTIM Chairman	Chairman of the BTIM Audit & Risk Management Committee



- 9.5. Directors (including the Chairman) should also notify the Company Secretary of any request for permission to Deal during a Blackout Period and immediately notify the Company Secretary of any Dealing by them or by a Connected Person.

## 10. Who to contact for further information?

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- 10.1. Any person who has questions about this Policy, or is concerned that they may be in possession of Inside Information, should contact the Chief Risk Officer or the Risk & Compliance function.

## 11. Definitions

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<b>Term</b>	<b>Meaning</b>
<b>Blackout Periods</b>	<p>The following periods in which Directors, KMP and Employees must not Deal in BTT Securities.</p> <ul style="list-style-type: none"><li>• from the end of the Company's financial half year (31 March) until 24 hours after the announcement of the Company's half-year results</li><li>• from 30 June until 24 hours after the announcement of the Company's funds under management (FUM) for the quarter ended 30 June</li><li>• from the end of the Company's financial year (30 September) until 24 hours after the announcement of the Company's full year results</li><li>• from 31 December until 24 hours after the announcement of the Company's FUM for the quarter ended 31 December.</li></ul> <p>The precise Blackout Period dates for each year will be communicated to Directors, KMP and Employees via email and published on the BTIM intranet.</p>
<b>BTIM</b>	BT Investment Management Limited (ABN 28 126 385 822)
<b>BTIM Employees</b>	Full-time, part-time, casual employees, executives and contractors of BTIM.
<b>BTIM Group</b>	BTIM and its subsidiaries

<b>Term</b>	<b>Meaning</b>
<b>BTT Securities</b>	Includes: <ul style="list-style-type: none"> <li>• shares in BTIM</li> <li>• options over a share in BTIM</li> <li>• Performance share rights</li> <li>• Converting Notes that convert into BTIM shares</li> <li>• Interests in a managed investment scheme offered or managed by the BTIM Group</li> </ul>
<b>Chairman</b>	Chairman of the Board of Directors of BTIM
<b>Company</b>	BT Investment Management Limited (ABN 28 126 385 822)
<b>Connected Persons</b>	<ul style="list-style-type: none"> <li>• An Immediate Family Member of a Director, KMP or BTIM Employee, or</li> <li>• Companies, trusts and entities which are controlled by a Director, KMP or BTIM Employee or by an Immediate Family Member of a Director, KMP or BTIM Employee.</li> </ul>
<b>Deal or Dealing</b>	Includes: <ul style="list-style-type: none"> <li>• Any transaction, (or agreement to enter into any transaction), associated with buying, selling, transferring, disposing or converting BTT Securities</li> <li>• Procuring, inducing or encouraging another person to enter into a transaction associated with buying, selling, transferring, disposing or converting BTT Securities.</li> </ul>
<b>Employees</b>	Full-time, part-time, casual employees, executives and contractors of BTIM and its subsidiaries.
<b>Immediate Family Member</b>	A spouse, de facto partner or dependent child.
<b>Inside Information</b>	Information that is price sensitive and not generally available. See Section 6 for this Policy further information.
<b>JOHCM Employees</b>	Full-time, part-time, casual employees, executives, contractors or directors of J O Hambro Capital Management Limited J O Hambro Capital Management Limited, JOHCM (Singapore) Pte Limited and JOHCM (USA) Inc

Term	Meaning
<b>Key Management Personnel or KMP</b>	<p>Those persons having authority and responsibility for planning, directing and controlling the activities of BTIM, including the Directors of BTIM and certain members of the BTIM Senior Management Team.</p> <p>Note: BTIM's KMP are published in BTIM's annual report.</p>
<b>Pre-trade Clearance</b>	Permission to Deal in BTT Securities.