



Staff Trading Policy

Dealing in Company Securities, Misuse of Price Sensitive Information & Insider Trading Policy

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Introduction

This policy applies to executive and non-executive directors and staff members of DomaCom Limited and each of its incorporated subsidiaries (the 'Group') located in Australia.

All members of staff of the Group who are employed to work in any of the businesses located in Australia and Singapore are expected to be familiar with, and to comply with this policy and any related/ancillary policies that apply to their business unit.

Purpose

The purpose of this policy is to ensure that: -

- (a) The Group's executive and non-executive directors and members of staff located in Australia, have a good understanding of their obligations in relation dealing in DomaCom securities, misuse of price sensitive information and insider trading pursuant to Australian law in order to ensure they avoid such conduct;
- (b) The Group complies with the requirements of the ASX Listing Rules;
- (c) The Group is protected against damage to its business reputation; and
- (d) DomaCom and its Australian subsidiaries meet their obligation under the *Corporations Act 2001 (Cth)* (the 'Act').

This document outlines the policy that is approved by the Board of Directors.

Objectives

KEY PRINCIPLES

- All personal Staff Trades must be disclosed and approved, prior to any action.
- All Related Persons of DomaCom employees are subject to this policy.
- The trade must not conflict or appear to conflict with DomaCom client business or negatively impact client services or trading outcomes.
- The Trade must not distract staff from their DomaCom daily responsibilities.
- All records of Staff Trading Activities will be entered the Staff Trading Register maintained by the Company Secretary.
- All Staff are required to adhere to the General Trading Rules and Restrictions listed at 6.2 below.
- All staff are required to adhere to the trading restrictions during Blackout Periods.

All Directors and Staff must comply with this policy. Directors of DomaCom Limited and each of its wholly owned subsidiaries and members of the Senior Executive Team of the DomaCom Group ("**Key Management Personnel**") are also required to ensure that any of their associates (including their spouse, de facto partner, children under the age of 18 years, self-managed superannuation funds and any company or trust which they or any member of their family control) ("**Associated Parties**") also comply with the requirements of this policy.

The processes and procedures that outline the practical steps to manage this policy are contained in the Procedure for the Prevention of Insider Trading (Australia).

Associated Parties – refers to a person that is related to any DomaCom employee, Director or Shareholder and may include either a direct or indirect family member, or where a DomaCom employee or Associated Related Person act through a person, trust or company where they have influence or

control over that person, trust or company where they would be prohibited from dealing in their own name, a friend and or associate. Related Parties - refers to any DomaCom related entity such as a subsidiary of DomaCom or the appointed Responsible Entity, Custodian and/or Administrator or any DomaCom appointed external service provider.

Employee - any full-time or part-time person employed by DomaCom regardless of seniority, Business Group or geographical location; temporary employees, consultants, contractors, or secondees working at DomaCom for three months or more; and any other person determined by the Head of Compliance to be an Employee for the purposes of this Policy

Key Management Personnel include the persons appointed to the following positions: CEO/MD, COO/CFO, Company Secretary, Head of Compliance, and all other Executives and any others determined by the Board from time to time.

1. Background

1.1. In accordance with the requirements of its Code of Conduct, DomaCom shall take all reasonable steps to promote:

- (a) Staff and directors to align their personal interests with the success of the Group by investing in DomaCom; and
- (b) Compliance with both the letter and spirit of the laws and regulations that prohibit insider trading.

1.2. DomaCom has established procedures which must be followed by all staff who wish to trade in DomaCom Securities. As a minimum requirement, whether or not a Closed Period (as described below) or Trading Ban is in place, all staff who wish to trade must submit a request in writing to the Company Secretary prior to trading in DomaCom Securities and provide any further information requested by the Company Secretary at that time.

1.3. The Act prohibits an officer (including a director) or staff member of a company from making improper use of:

- (a) His or her position with the company; or
- (b) Information acquired by virtue of that position,
- (c) to gain (directly or indirectly) an advantage for any person to cause detriment to the company.

1.4. The Act also prohibits a person from trading in securities of a company at a time when that person possesses certain information that is not generally available and would be likely to materially affect the market price of the securities.

1.5. Directors and staff are encouraged to be long-term investors in DomaCom. However, in the light of the prohibitions contained in the law and the need to maintain and protect confidentiality of information relating to the Group:

(a) Group directors and staff:

- (i) must not, at any time, directly or indirectly, buy or sell DomaCom Shares, or deal in any other related financial products of the Group when in possession of unpublished information that is price sensitive and which could materially affect the price or value of the relevant security, and
- (ii) must not communicate, disclose, use or misuse price sensitive information obtained in the course of his or her position with the Group.

(b) No Group director or staff member may disclose any information or opinion to any third party if they know (or reasonably should know or suspect) that as a result of that disclosure, the third party will or would be likely to:

- (i) execute a transaction of a security or related financial product; or
- (ii) advise or procure another person to execute such a transaction.

1.6. There are various times during the year ("Closed Periods") during which no Directors or Staff may Trade in DomaCom Securities unless an appropriate exclusion applies. The Closed Periods differ depending on the seniority and role of the individual within the organisation.

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2. Specific Obligations

Written Approval: A Trade in DomaCom Securities for which prior written approval of the Chairman (in relation to Key Management Personnel and their Associated Parties) or the prior written approval of the Company Secretary (in relation to other DomaCom Staff) has been obtained.

A Staff Trading Form must be completed and pre-approved prior to any investment into any DomaCom Fund. Refer to Annexure A for the Staff Trading Form.

2.1 Who is an Insider & what is Insider Trading?

In general terms insider trading occurs when:

a person (the 'insider') possesses information which is not generally available to the market and, if it were generally available to the market it would likely to materially affect the price or value of the company's securities (i.e. information that is price sensitive); and

(a) the insider:

(i) Subscribes for, buys, or sells (or enters into an agreement to subscribe for, buy, or sell) securities in the company;

(ii) Procures someone else to subscribe for, buy, or sell (or enters into an agreement to subscribe for, buy, or sell) securities in the company; or

(iii) Passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to subscribe for, buy, or sell the securities or procure someone else to subscribe for, buy, or sell the securities in the company.

(b) In most cases, the more senior a staff member is the more likely it is that that person will be an 'insider'. For this reason, the policy applies differently to Key Management Personnel than to other staff members.

2.2. Insider trading is a criminal offence.

It may also result in civil liability.

2.3. A person does not need to be a director or staff member of a company to be guilty of insider trading. The prohibition extends to dealings by directors and staff members through nominees, agents or other associates, such as family members, family trusts and family companies.

2.4. The need to ensure that Staff Trading activities are adequately managed is largely driven by the conflicts of interest provisions outlined in the Corporations Act 2001, s912A (1) (AA) and the Insider Trading provisions and Market Manipulation provisions of the Corporations Act 2001.

2.5. INSIDER TRADING – INSIDE INFORMATION

The Act prohibits the dealing in any financial products by those in possession of inside information. Inside information is information that:

- is not generally available; and

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- if it were generally available, would, or would be likely to influence investors in deciding whether to buy or sell a company's securities.
- 2.6. 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.
- 2.7. A breach of the relevant provisions may result in:
- criminal penalties of up to \$A200,000 or imprisonment or both; and/or
 - civil penalties of up to \$A200,000 in fines (for individuals).
- 2.8. Dealing in DomaCom securities is prohibited at any time that a DomaCom staff member possesses inside information, regardless of whether this Policy provides that dealing may occur in a Trading Window, or whether it is otherwise excluded from the operation of this Policy.

What is Information?

2.9. Information means any fact, matter or circumstance and includes:-

- (a) Matters of supposition (eg, rumours) and other matters that are sufficiently definite to warrant being made known to the public; and
- (b) Matters relating to the intentions, or likely intentions of a personⁱ.

What is Insider Information?

2.10. Insider information means information in relation to which the following paragraphs are satisfied:

- (a) The information is not generally available;
- (b) If the information were generally available, a reasonable person would expect it to have a material effect on the price or value of a financial productⁱⁱ.

2.11. It does not matter how or where the person obtains the information. It does not have to be obtained from the company to constitute insider information.

What does "Generally Available" mean in this context?

2.12. Information is generally available if

- (a) It consists of readily observable matter; or
- (b) If both of the following apply:
 - (i) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in securities of bodies corporate of a kind whose price or value might be affected by the information, and
 - (ii) since it was so made known, a reasonable period for it to be disseminated among such persons has elapsed; or
- (c) It consists of deductions, conclusions or inferences reasonably made or drawn from information referred to aboveⁱⁱⁱ.

When will there be a 'Material Effect'?

2.13. Information has a material effect on the price or value of financial products if the information

would, or would likely to, influence people who commonly acquire or dispose of the particular shares and financial products.

Examples

- 2.14. You may come into possession of insider price sensitive information if you become aware of any of the following when it is **NOT** generally available and it would likely to materially affect the price of a company's shares:-
- (a) Actual profit results;
 - (b) Internal forecasts of profit results;
 - (c) Changes of strategic business direction;
 - (d) Details of a new product(s), service (s) or contact(s);
 - (e) the appointment or resignation of a CEO, or Chairman, or director;
 - (f) an actual or proposed major acquisition or disposal of assets;
 - (g) a float or other share issue, capital raising, takeover, merger, purchase, sale or partial sale of business;
 - (h) actual or proposed litigation.

3. Prohibited Activities

3.1. The following are strictly forbidden: -

- (a) Dealings in DomaCom securities or other related financial products of the Group during a Closed Period or otherwise outside the guidelines specified in this policy and the Dealing in Company Securities, Misuse of Price Sensitive Information & Insider Trading Procedure.
- (b) Dealings in DomaCom securities and any financial products related to the Group when in possession of price-sensitive information about the DomaCom Group that is not available to the general public.
- (c) The use of information obtained from DomaCom's systems to analyse the trading habits, investment decisions or recommendations of third persons for any purpose other than the provision by the Group of its services (and in particular to inform decisions in respect to dealing to company securities).

4. Closed Periods

4.1. Directors and Key Management Personnel are prohibited from trading in DomaCom Securities other than if an exemption applies during the following Closed Periods:

- (a) The first trading day in July until the date on which the DomaCom Group Preliminary Final Results are released (usually August);
- (b) The first trading day in January until the date on which the DomaCom Group half year results are released (usually February);
- (c) The date on which the Company's Notice of AGM is dispatched (usually in October) to shareholders until after the conclusion of its AGM (usually November);
- (d) Whilst the Company is required to report its cash flows on a quarterly basis, the last day of each Calendar Quarter until the date on which the Company releases its quarterly cash flow report to the Market.
- (e) Or any other event which is deemed by the Board to represent a price sensitive period, this

could be in the event of a takeover of the company by a 3rd party or an acquisition by DomaCom of a 3rd party or such other event. The Directors would notify all staff of such closed period.

- 4.2. For all other DomaCom Group Staff, the closed periods are:
- (a) from close of business on 31 December to the first trading day after DomaCom's half-year results are released; and
 - (b) from close of business on 30 June to the first trading day after DomaCom's year end results are released.
 - (c) Or any other event which is deemed by the Board to represent a price sensitive period, this could be in the event of a takeover of the company by a 3rd party or an acquisition by DomaCom of a 3rd party or such other event. The Directors would notify all staff of such closed period.
- 4.3. Even if it is not a Closed Period permission for trading must be obtained in accordance with this policy. In particular, the Board may extend a Closed Period following the release of the Preliminary Final Results and the Final Results.

5. Trading Bans

- 5.1. In addition to Closed Periods referred to above, the Board may impose trading bans at any time if it considers that as a consequence of any circumstances that have not been disclosed to the market there is a risk that they or the Group's employees may be trading inappropriately.
- 5.2. The existence of a trading ban outside a Closed Period need not be published generally.

6. Exceptions to Trading During Closed Periods / trading Bans

- 6.1. The Closed Periods do not apply in relation to:
- (a) Dealings which Results in No Change to the Beneficial Interest in the Securities.
 - (b) The DomaCom Directors and Employee Benefits Plan or any other employee incentive scheme (EIS): Participation in an EIS (including the allocation of options, performance rights and the issuing of shares pursuant an EIS) is not prohibited during a Closed Period, but the rules do apply in respect of any subsequent trading of Securities to which Staff become entitled under those plans.
 - (c) Dealings under an Invitation made to all or most DomaCom Security Holders: Dealings under an offer or invitation made to all or most DomaCom Security Holders such as a share purchase plan or a rights issue.
 - (d) Dealings on the acceptance of a takeover offer.
 - (e) Written Approval: A Trade in DomaCom Securities for which prior written approval of the Chairman (in relation to Key Management Personnel and their Associated Parties) or the prior written approval of the Company Secretary (in relation to other DomaCom Staff) has been obtained. Approval may be granted in circumstances in which the relevant DomaCom Staff is in severe financial hardship or other circumstances deemed by the Chairman to be exceptional. Approval must be provided in writing (including by way of email). Approval, if granted, will be valid for a period of 10 trading days.

7. Dealing and Trading in Company Securities & Other Financial Products

- 7.1. DomaCom shall maintain procedures and processes to enable compliance with and monitoring of the policies set out in this document. The guidelines and procedures relating to dealing and trading in DomaCom securities and the Groups other Financial Products are contained in the Dealing in Company Securities, Misuse of Price Sensitive Information & Insider Trading Procedure (Australia).

8. Short Term Trading

- 8.1. Group directors and staff of DomaCom located in Australia must not engage in short term trading of DomaCom securities. For example, buying or selling DomaCom shares within a short period of time with the view of realising a profit or minimising a loss as opposed to holding the shares as a long term investment.

8.2. Minimum Holding Period

A director, KMP or employee may not exit a trade or take an opposite position in a trade until Ninety (90) DAYS AFTER a position is approved and executed.

9. Hedging or Similar Arrangement

- 9.1. Any member of staff who is considering participating directly with hedging or similar strategies designed to limit share price risk for unvested entitlements involving DomaCom securities must firstly seek permission from the DomaCom Company Secretary in accordance with this policy and the Dealing in Company Securities, Misuse of Price Sensitive Information & Insider Trading Procedure before entering into the proposed transaction.
- 9.2. In determining whether to grant permission to the staff member the DomaCom Company Secretary will consider the following:
- (a) the level of seniority of the staff member seeking permission; and
 - (b) the level of information and detail if any, the staff member may have or is aware of in relation to the Company' commercial business strategies.
- 9.3. Generally senior staff members / designated officers of the Company will be prohibited from entering into transactions in financial products which operate to limit the economic risk of both vested or unvested holdings in the DomaCom securities including, without limitation, any hedging or similar arrangement in respect of unvested entitlements or restricted entitlements held or granted under any equity based remuneration scheme.

10. Material Breaches

- 10.1. A breach of this policy, or failure to comply with the processes and procedures that are in force at any time in connection with this policy, may result in termination of directorship or employment, whichever the case may be.
- 10.2. In determining what disciplinary action to be taken, Legal and Compliance in consultation with the Board, take into account the circumstances surrounding the breach or non-compliance and the impact that the breach has, or could potentially have, on the Group and its reputation with the regulators and the market,

11. Who to Contact

- 11.1. The Group will devote appropriate resources to ensure that staff are provided with sufficient support and information to encourage ongoing compliance with this policy.
- 11.2. The Group does not provide legal or financial advice to its staff. However, it will provide confidential access to its legal and compliance members for consultation regarding the operation of the policy. If you are in doubt as to whether the insider trading prohibitions may apply to you at any time, please contact the Compliance or the Company Secretary prior to dealing in any DomaCom securities or related financial products.

12. Adoption of Policy

- 12.1 This policy was adopted by the Board on 22 August 2018.

ⁱ Section 1042A
ⁱⁱ *ibid*
ⁱⁱⁱ Section 1042C