

Share Trading Policy

IPGA Limited ACN 126 188 538



Level 13, 175 Eagle Street
BRISBANE QLD 4000
DX 152 BRISBANE
Tel: (07) 3002 6700
Fax 1300 368 717

www.hwl.com.au
Ref: MDR:BJC 84418

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Dealings by Employees and Directors in Securities of IPGA Limited

1. Overview

This statement sets out the policy of IPGA Limited (**IPGA**) for employees and directors dealing in Securities of IPGA. It summarises the law relating to insider trading and sets trading windows when employees and directors may be entitled to trade.

For the purposes of this policy "Securities" means shares and other instruments considered to be a security for the purposes of the Corporations Act. The definition of a Security is complex and includes not only ordinary shares but also derivative instruments such as exchange traded options and warrants.

If you are in any doubt as to whether or not any instrument you wish to trade is a Security, or how this policy may affect you, should seek assistance from the Company Secretary before trading.

2. Insider Trading

If you have price sensitive information relating to IPGA (including any company within the IPGA Group) which has not been published or which is not otherwise generally available, it is illegal, under the Corporations Act, for you to:

- (a) Buy sell or otherwise deal in IPGA Securities;
- (b) Advise, procure or encourage another person (including, but without limitation, a relative, friend, family company or trust) to deal in IPGA Securities; or
- (c) Pass on information to any other person if you know or reasonably know that the person may use the information to deal (or procure another person to deal) in IPGA Securities.

It is the responsibility of each employee and director (not the company) to ensure that they do not do any of the things prohibited by insider trading laws. The consequences for breach of this law can include both civil and criminal penalties.

3. What is Price Sensitive Information

Price-sensitive information means information relating to IPGA or any company in the IPGA Group that would, if the information were publicly known, be likely to:

- (a) Have a material effect on the price or value of IPGA Securities; or
- (b) Influence persons who commonly invest in Securities in deciding whether or not to buy or sell IPGA Securities.

Examples of possible price-sensitive information include, but are not limited to:

- (a) The financial performance of IPGA against its budget;
- (b) Entry into or termination of a material contract (such as a major joint venture);
- (c) A material acquisition or sale of assets by IPGA;
- (d) An actual or proposed takeover or merger;
- (e) An actual or proposed change to the IPGA's capital structure;
- (f) A proposed dividend or a change in dividend policy; or

- (g) A material claim against IPGA or other unexpected liability.

4. When is the Information “Generally Available”?

Information is generally available if:

- (a) It consists of readily observable matter;
- (b) It has been made known in a manner likely to bring the information to the attention of people who commonly invest in Securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed;
- (c) It is derived from information which has been made public; or
- (d) It consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

5. Consequences for Breach of the Insider Trading Prohibition

Breach of the insider trading prohibition by you or family members could expose you or them to criminal and civil liability. Breach of insider trading laws or this policy will also be regarded by IPGA as serious misconduct which may lead to disciplinary action and/or dismissal.

6. Dealing in Shares of Other Companies

If you have “price sensitive information” relating to a company other than IPGA which is not “generally available” the same insider trading rules outlined above apply to buying and selling Securities in that company. In the course of performing your duties as an employee of IPGA, you may obtain price sensitive information relating to another company in a variety of circumstances. Examples include, but are not limited to the following:

- (a) Another company may provide price sensitive information about itself to IPGA in the course of a proposed transaction;
- (b) Another company with whom IPGA is dealing may provide price sensitive information about a third company; or
- (c) Information concerning IPGA or actions which may be taken by IPGA (ie a planned transaction or strategic change) could reasonably have an effect on a third party company.

Apart from the application of the insider trading rules to Securities in other companies, employees are also bound by a duty of confidentiality in relation to information obtained in the course of their duties in respect of third parties.

7. Limitation Periods for Buying and Selling Securities – Trading Windows

Whilst it is unlawful to trade at any time if an employee or director has inside information, there are other periods when trading by employees and directors who generally have access to non-public information is unwise due to the perception that they may possess price sensitive information that is not generally available. For this reason, IPGA has limited the times when directors and employees may buy or sell Securities. These periods are limited to a period of four weeks after the release of the half year results, full year results and the holding of the annual general meeting.

It is recognised that individual circumstances may require a person to dispose of Securities outside the specified windows. In such cases any director or employee is required to seek the prior approval of the Company Secretary who may approve the transaction or, in certain circumstances, seek approval from the Chairman of the Board. Alternatively, the exception relating to Executive Share Option Plan

set out in clause 10 of this policy may apply. Any approval or exception is subject to the overriding obligation of the employee and director to comply with insider trading laws.

8. Steps to Take When Dealing in IPGA Shares or Securities

Any employee or director wishing to deal in IPGA's Securities must advise the Company Secretary of their intention to do so before dealing in the Securities. This notification obligation operates at all times.

Directors and employees must not deal in IPGA's Securities until this notification has taken place.

9. ASX Notification by Directors

Directors are required to notify the Chairman and the Australian Securities Exchange (ASX) of any change to their holding of relevant interests in financial products of IPGA. Whilst the Corporations Act requires Directors to notify the ASX of any changes to their holdings within 14 days, IPGA is required under the Listing Rules to notify these changes to the ASX within five business days of the change. To enable IPGA to comply with this, Directors must furnish the relevant information within three business days to the Company Secretary who will facilitate the transmission of these notifications to the ASX. Notifications will also be tabled before the Board.

10. Employee Option Plans

Insider trading does not apply to applications for or exercise of options under employee or executive share plans.

However, insider trading rules and this policy do apply in relation to the subsequent disposal of any Securities acquired under an option. Where an employee or executive director exercises options while in the possession of price sensitive information, he/she will have to fund the exercise of the options without the financial assistance of a simultaneous sale of some or all shares just acquired.

If the options expire outside a trading window described in clause 7 of this policy, then an employee or executive director may simultaneously exercise and sell any Securities subject always to compliance with insider trading laws.

11. Prohibition on Hedging

Directors and employees must not engage in hedging arrangements (including, for example, the use of put and call options or other derivative instruments) over unvested Securities issued pursuant to any employee or director option or share plan. In addition, any hedging over vested Securities must comply with this Policy.

12. Additional Information

If you have any questions relating to IPGA's share trading policy, contact the Company Secretary at IPGA's head office.