

Securities Trading Policy

JOHN.BRIDGEMAN

1 Definitions

In this policy:

AASB124 means the Australian Accounting Standards Board 124 (Related Party Disclosure) July 2015 including its subsequent replacements.

Board means the board of John Bridgeman Limited.

Chair means the Director of John Bridgeman Limited appointed as the chair of the Board from time to time.

Company Secretary means the person appointed company secretary of John Bridgeman Limited.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of John Bridgeman Limited.

John Bridgeman Limited means John Bridgeman Limited ACN 603 477 185.

Inside Information has the meaning given to it by the Corporations Act.

Listing Rules means the listing rules of NSX.

Managing Director/CEO means the managing director (or if there is no managing director, the CEO) or equivalent officer (by whatever title known) of John Bridgeman Limited.

Nomination Committee means the nomination committee established by the Board (if any).

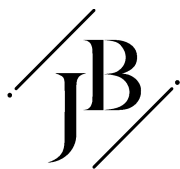
NSX means National Stock Exchange of Australia Limited or the securities exchange operated by it (as the case requires)

Policy means this Securities Trading Policy.

Shareholders means shareholders of John Bridgeman Limited.

Trading means buying and selling securities that includes both debt and equity securities, which a party intends to sell in the short term for a profit that it expects to generate from increases in the price of the securities

2 Introduction and executive summary



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- (a) This Policy applies to all employees and directors of John Bridgeman Limited and its subsidiaries (collectively referred to as officers).
- (b) The purpose of the Policy is to:
 - (i) alert John Bridgeman Limited's officers to the illegality of insider trading and tipping of non-public, price-sensitive information; and
 - (ii) establish guidelines in relation to dealings in John Bridgeman Limited's shares.
- (c) It is illegal:
 - (i) to deal (or procure others to deal) in John Bridgeman Limited shares, options or derivatives at any time while in the possession of non-public, price-sensitive information; and
 - (ii) to communicate non-public, price-sensitive information to anyone likely to deal in or procure a third party to deal in John Bridgeman Limited shares, options or derivatives.
- (d) Officers must not buy or sell John Bridgeman Limited's shares, options or derivatives during the following 'Closed' periods:
 - (i) 1 July up to and including the day of release of the Appendix 4E Full Year Report to NSX;
 - (ii) 1 January up to and including the day of release of the Appendix 4D Half Year Report to NSX; and
 - (iii) any other period specified by the Board from time to time.

3 Trading

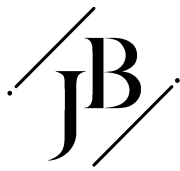
Before commencing to trade, an executive or Director must first obtain the approval of the Chairman.

4 Prohibition against insider trading and tipping

4.1 Prohibited conduct

If a person has Inside Information in relation to a company and knows, or ought reasonably to know that the information is Inside Information, that person must not:

- (a) trade in that company's securities;
- (b) procure another person to trade in that company's securities; or
- (c) communicate the information, directly or indirectly, to another person who the person knows, or ought reasonably to know, is likely to trade in those



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securities or procure another person to trade in those securities.

4.2 Subsidiaries and associated entities

The prohibition against insider trading:

- (a) extends to trading in the securities of a subsidiary of a company about which a person has Inside Information;
- (b) may extend to trading in securities of other companies that deal with or are associated with the Company about which a person has Inside Information.

4.3 Consequences of insider trading

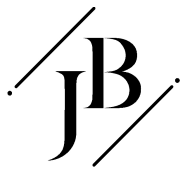
- (a) Insider trading is a criminal offence.
- (b) Persons trading with Inside Information risk prosecution, punishable by substantial fines or imprisonment or both, under the Corporations Act.
- (c) John Bridgeman Limited may also be liable if staff engage in insider trading.
- (d) Insider trading is subject to the civil penalty provisions under the Corporations Act which empower a court to impose substantial pecuniary penalties, order payment of compensation to persons who suffer loss or damage as a result of the insider trading and make a disqualification order.
- (e) In addition to any consequence under the Corporations Act, insider trading breaches this Policy. Breaches will be treated seriously by John Bridgeman Limited and may attract disciplinary action, including termination of employment for any staff member involved.

4.4 Prohibition

Insider trading is prohibited at all times.

4.5 What is 'Inside Information'?

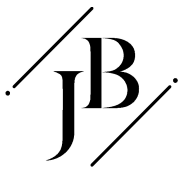
- (a) Inside Information is information that:
 - (i) is not generally available; and
 - (ii) if it were generally available:



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- (A) a reasonable person would expect it would have a material effect on the price or value of the securities in question; or
 - (B) would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities in question.
- (b) Information is generally available if it:
 - (i) is readily observable;
 - (ii) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
 - (iii) consists of deductions, conclusions or inferences made or drawn from information falling under the above paragraphs.
- (c) Examples of what may constitute Inside Information include (please note that this is not an exhaustive list):
 - (i) proposed changes in capital structure;
 - (ii) information to be disclosed under the Corporations Act or the Listing Rules;
 - (iii) proposed changes in the general character or nature of the business;
 - (iv) information regarding changes in the holdings of substantial security holders;
 - (v) proposed significant changes in the holdings of any Director;
 - (vi) appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by it or any of its subsidiaries;
 - (vii) a recommendation or declaration of a dividend or distribution;
 - (viii) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of John Bridgeman Limited's consolidated assets;
 - (ix) a claim against John Bridgeman Limited for which the excess or damages (or both) payable by it is a significant proportion of the written down value of John Bridgeman Limited's consolidated assets;



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- (x) a possible acquisition or sale of any asset by John Bridgeman Limited or its subsidiaries;
- (xi) giving or receiving a notice of intention to make a takeover; or
- (xii) an agreement between John Bridgeman Limited (or a related party or subsidiary) and a Director (or a related party of the Director).

5 General restrictions on trading

5.1 Short term holdings

- (a) Shareholders and marketing confidence in the integrity of John Bridgeman Limited could be damaged by officers engaging in speculative trading in John Bridgeman Limited shares, options or derivatives.
- (b) Accordingly, trading in the same John Bridgeman Limited shares, options or derivatives within a 12 month period is prohibited.
- (c) The above restriction does not apply to the exercise of options granted under a John Bridgeman Limited option plan (if any) and the subsequent sale of shares issued following the exercise of such options.

5.2 Trading ban while in possession of non-public price-sensitive information

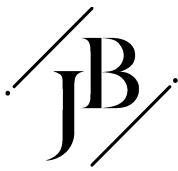
- (a) Officers must not deal (or procure another to deal) in John Bridgeman Limited shares, options or derivatives at any time the he or she has price-sensitive information relating to John Bridgeman Limited which is not publicly available.
- (b) This is a legal prohibition, a breach of which could expose individual concerns to fines, damages and/ or imprisonment.

6 Closed Periods for trading John Bridgeman Limited securities

6.1 Closed periods

Under this Policy, officers must not buy or sell John Bridgeman Limited shares, options or derivatives during the following 'Closed' periods:

- (a) 1 July up to and including the day of release of the Appendix 4D Half Year Report to NSX; and
- (b) 1 January up to and including the day of release of the Appendix 4E Full Year Report to NSX.



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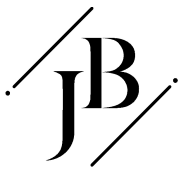
6.2 Exemption

- (a) Exemption may be granted in exceptional circumstances to sell (but not purchase) shares. The Chair (in the case of a director), the chair of the John Bridgeman Limited Audit and Risk Committee (in case of the Chair) and the Managing Director/CEO (in all other cases) may grant an exemption in writing (including by email or other means) in circumstances of severe financial hardship or other exceptional circumstances (e.g. a Court order) and where the proposed sale is the only reasonable course of action available if he/ she is satisfied that the officer is not privy to any non-public, price-sensitive information and is satisfied that permitting the officer to deal will not expose John Bridgeman Limited to any adverse criticism. Application for a specific exemption must be made in writing demonstrating the relevant circumstances.
- (b) John Bridgeman Limited's company secretary must be provided with and will keep a written record of:
 - (i) any applications for an exemption received in connection with this Policy; and
 - (ii) any exemption granted under this Policy.

6.3 Other exclusions from 'Closed' Period restrictions

Any officer may trade in John Bridgeman Limited shares, options or derivatives if that trading falls within one of the following categories:

- (a) Transfers of shares, options or derivatives already held into a superannuation fund or other saving scheme in which the officer is a beneficiary.
- (b) An investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of John Bridgeman Limited) where the assets of the fund or other scheme are invested at the discretion of a third party.
- (c) Where an officer is a trustee, trading in the securities of John Bridgeman Limited by that trust provided the officer is not a beneficiary of the trust and any decision to trade during a closed period is taken by the other trustees or by the investment manager independently of the officer.
- (d) Undertakings to accept, or the acceptance of, a takeover offer.
- (e) Trading under an offer or invitation made to all or most of the security holder, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the



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entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renouncing pro rata issue.

- (f) A disposal of options, shares or derivatives of John Bridgeman Limited that is a result of a secured lender exercising their rights (for example under a margin lending agreement) provided that, with the respect to directors and other key management personnel only (as defined in AASB124), the officer must have previously informed John Bridgeman Limited in writing of the existence of such an arrangement over the securities.
- (g) The exercise (but not the sale of shares following) of an option or a right under an officer incentive scheme where the final date for the exercise of the option or right falls during a closed period.
- (h) Trading under a non-discretionary trading plan for which prior written clearance has been provided by the Board and where:
 - (i) the officer did not enter into the plan or amend the plan during the closed period;
 - (ii) the trading plan does not permit the officer to exercise any influence or discretion over how, when or whether to trade; and
 - (iii) this Policy does not allow for any cancellation or a trading plan during the closed period other than the exceptional circumstances.

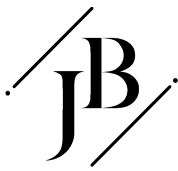
7 Restrictions on dealings / hedging John Bridgeman Limited securities

Officers must not enter into any options, derivatives or other arrangements (including so called 'hedging contracts') which operate to limit the economic risk of either unvested or vested holding in John Bridgeman Limited securities. This restriction applies to unvested entitlements under a John Bridgeman Limited executive and employee share plans. It also applies to vested securities including shares, options and derivatives.

8 Associated person and investment managers

If a director or other key management personnel (as defined in AASB124) may not deal in options, shares or derivatives in accordance with this Policy, he or she must prohibit any dealing in John Bridgeman Limited options, share or derivatives by:

- (a) Any associated person (including family or nominee companies and family trusts) that the director or other key management personnel controls; or
- (b) Any investment managers on their behalf or on behalf of any associated



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person, unless such dealing is permitted in accordance with Section 6.3 above.

For the purpose of this paragraph, an officer must:

- (c) inform any investment managers or associated persons of the periods during which the officer may or may not deal in John Bridgeman Limited options, shares or derivatives; and
- (d) request any investment managers or associated persons to inform the officer immediately after they have dealt with John Bridgeman Limited options, shares or derivatives.

9 General

9.1 Notification of dealings

Directors and other key management personnel (as defined in AASB124) must not deal in or procure dealing in John Bridgeman Limited shares, options or derivatives without prior written notification to the managing director and company secretary of John Bridgeman Limited. Such person must also provide subsequent confirmation to John Bridgeman Limited's company secretary within 48 hours after the dealing has occurred.

9.2 Confidentiality

Officers are bound to regard the information they hold about John Bridgeman Limited which has not been disclosed to the NSX as confidential and may not pass that information on to any relative or other third party. All employees and contractors of John Bridgeman Limited must ensure that they do not use any confidential information in a way that may cause loss or damage to John Bridgeman Limited or any of its subsidiaries or use that confidential information to gain their own advantage.

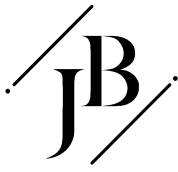
9.3 Implications of non-compliance with Policy

A breach of this Policy is serious and may lead to disciplinary action, including termination of employment for any staff member involved. It may also be a breach of the law.

9.4 Policy responsibility

- (a) Officers are responsible for understanding and adhering to this Policy.
- (b) John Bridgeman Limited's company secretary is responsible for maintaining this Policy. The Board will review this Policy annually or as legislative requirements change and best practice for securities trading evolves. John Bridgeman Limited's company secretary will communicate any changes to the officers.

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intended to be an exhaustive statement of the law and should not be relied upon as more than a mere summary. Individuals should seek their own professional advice in relation to the matters dealt with in this summary.

Requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act.

9.5 Endorsement

This revised policy was adopted by the Board on 16 December 2016.