

Policy for dealing in securities

Beyond International Limited

ABN 65 003 174 409

22 December 2010

Freehills

1 Introduction

The purpose of this Policy is to:

- explain the types of conduct in dealing in securities that are prohibited under the *Corporations Act 2001* (Cth) (**Corporations Act**). Such prohibitions apply to all directors and employees of Beyond International Limited (**Company**) and its related bodies corporate as defined in the Corporations Act (collectively the **Group**); and
- establish a best practice procedure for the buying and selling of securities that protects the Company and directors and employees against the misuse of unpublished information which could materially affect the value of securities.

The Company aims to achieve the highest possible standards of corporate conduct and governance. The Board of directors considers that compliance with this Policy is essential to ensure that the highest standards of conduct are being met by all directors and employees.

Any non-compliance with this Policy will be regarded as serious misconduct which may entitle the Company to take corrective disciplinary action.

Attachment 1 describes how the insider trading rules apply and contains definitions of the key terms used in this Policy.

2 Persons to whom this Policy applies

This Policy applies to:

- all directors and officers of the Group (including the Chief Executive Officer (**CEO**));
- all members of senior management (**senior executives**);
- all employees of the Group;
(collectively, **Employees**); and
- Connected Persons of Employees.

In this Policy, the persons listed above will be collectively referred to as **Relevant Persons**.

Connected Person means, in relation to an Employee:

- (a) a family member of an Employee who may be expected to influence, or be influenced by, that Employee in his or her dealings with Securities (this may include that Employee's partner, parents, siblings and children, the parents, siblings or children of that Employee's partner, or dependants of that Employee or that Employee's partner);
- (b) a company or other entity of which an Employee is a director or chief executive; and
- (c) any other entity in respect of which an Employee has an ability to control.

Where this Policy requires a Relevant Person to do an act or thing (for example, obtaining clearance in accordance with clause 3.4), the relevant Employee must do that act or thing in respect of the Connected Person.

3 Restrictions on dealing in securities

3.1 No trading where in possession of inside information

A Relevant Person must not deal in the Group's securities where:

- they are in possession of price sensitive or 'inside' information; or
- the Company is in possession of price sensitive or 'inside' information and has notified Relevant Persons that they must not deal in securities (either for a specified period, or until the Company gives further notice).

Attachment 1 sets out further guidance as to what constitutes 'inside' or price sensitive information.

3.2 Other prohibited dealings

(a) Blackout periods

Directors, officers and senior executives **must not** deal in the Company's securities during any of the following blackout periods:

- the period from the close of trading on 30 June each year until the day following the announcement to ASX of the preliminary final statement or full year results;
- the period from the close of trading on 31 December each year until the day following the announcement of half-yearly results; and
- any other period that the Company specifies from time to time.

(b) Exceptional circumstances

If a director, officer or senior executive needs to deal in securities due to exceptional circumstances but such dealing would breach this Policy, the director, officer or senior executive may apply to the Chair of the Board (in the case of directors other than the Chair, officers and senior executives, and their Connected Persons) or the Board or most senior director (for the Chair) (the **approver**) for a waiver from compliance with the provisions of paragraph 3.2(a).

Exceptional circumstances for these purposes include severe financial hardship, compulsion by court order or any other circumstance that is deemed exceptional by the approver.

Directors, officers and senior executives seeking a waiver under this clause must apply in writing to the approver setting out the circumstances of the proposed dealing (including an explanation as to the severe financial hardship or circumstances that are otherwise exceptional) and the reason the waiver is requested. A waiver will only be granted if the director, officer or senior executive's application is accompanied by sufficient evidence (in the opinion of the approver) that the dealing of the relevant securities is the only reasonable course of action available in the circumstances.

If a waiver is granted, the director, officer or senior executive will be notified in writing (which may include notification via email) and in each circumstance the duration of the waiver to deal in securities will be **[5]** business days.

Unless otherwise specified in the notice, any dealing permitted under this paragraph **Error! Reference source not found.** must comply with the other sections of this Policy (to the extent applicable).

(c) **No short-term dealing – buying and selling within 3 month period**

Relevant Persons must not deal in the Company's securities on a short-term trading basis. Short-term trading includes buying and selling securities within a 3 month period, and entering into other short-term dealings (for example, forward contracts).

3.3 Trading outside blackout periods

Where paragraphs 3.1 and 3.2 do not apply, Relevant Persons may deal in the Company's securities subject to the notification and approval requirements set out below.

The restriction in paragraph 3.1 applies to all dealings in the Company's securities despite any approval given to a Relevant Person under this policy, and the Relevant Person is responsible for ensuring that the dealing does not breach this restriction.

(a) **Advance notification required**

During any period outside the blackout periods described in paragraph 3.2(a), Relevant Persons must notify of any dealing in the Company's securities as follows:

- the Chair of the Board must notify the Chair of the Audit Committee in advance of any proposed dealing;
- directors (other than the Chair), officers and senior must notify the Chair of the Board or Managing Director in advance of any proposed dealing; and
- all other Relevant Persons must notify **[the Managing Director / Company Secretary]** in advance of any proposed dealing.

(b) **Dealing must occur within [5] business days**

Upon provision of notification under paragraph 3.3(a), a Relevant Person must undertake the proposed dealing within **[5]** business days once the notification is provided. If the dealing is not undertaken within this time, the notification will no longer have effect and new notification will be required in accordance with 3.3(a) before the proposed dealing may be undertaken.

(c) **Directors – confirmation of dealing required**

Upon provision of notification, a Relevant Person may undertake the proposed dealing. Where the Relevant Person is a director, he or she must confirm any such dealings with the appropriate person (as listed above) within 2 business days of the dealing.

3.4 Margin lending arrangements

(a) Any dealing in the Company's securities by Relevant Persons pursuant to a margin lending arrangement is prohibited. Such dealings include:

- (1) entering into a margin lending arrangement in respect of the Company's securities;
- (2) transferring securities in the Company into an existing margin loan account; and
- (3) selling securities in the Company to satisfy a call pursuant to a margin loan.

3.5 Hedging of company securities

- (a) Hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding Company securities.
- (b) Hedging of Company securities by a Relevant Person is subject to the following overriding prohibitions:
 - (1) the hedge transaction must not be entered into, renewed, altered or closed out when the Relevant Person is in possession of inside information;
 - (2) Company securities must never be hedged prior to the vesting of those Company securities; and
 - (3) Company securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee share plan operated by the Company.
- (c) Relevant Persons are permitted to hedge their Company securities on the following conditions:
 - (1) the hedge transaction is treated as a dealing in Company securities for the purposes of this policy, and the relevant notifications are made on this basis; and
 - (2) the relevant requirements under paragraph 3.3 of this Policy have been satisfied.

Where a Relevant Person enters into a hedging arrangement in respect of Company securities, the Company may, where appropriate, disclose the fact and nature of the hedge (eg in its annual report or to ASX).

3.6 Exclusions

Paragraphs 3.2 and 3.3 of this Policy do not apply to:

- (a) the following categories of passive trades:
 - acquisition of Company securities through a dividend reinvestment plan;
 - acquisition of Company securities through a share purchase plan available to all retail shareholders;
 - acquisition of Company securities through a rights issues; and
 - the disposal of Company securities through the acceptance of a takeover offer;
 - acquisition of Company securities through participation in an employee share plan operated by the Company (eg applying for an allocation of securities under an employee share offer). However, where securities cease to be held under the terms of that plan, any dealing in these securities must only occur in accordance with this policy (including paragraph 3.3); and
- (b) dealings that do not result in a change to the beneficial interest in the securities;

4 Securities in other companies

While in general, employees are free to deal in securities in other listed companies, the prohibited conduct under the Corporations Act includes dealings not only in the

Company's securities but also in those of other listed companies with which the Company may be dealing (including the Group's customers, contractors or business partners) where an employee possesses 'inside information' in relation to that other company.

If a Relevant Person is aware of information that is not generally available but which, if it were generally available, a reasonable person would expect to have a material effect on the price or value of a security, the Relevant Person should not deal in the securities of the companies that it affects.

Relevant Persons may come into possession of 'inside information' where they are directly involved in client relationship management or negotiating contracts. For example, where the Relevant Person is aware that the Group is about to sign a major agreement with another company, the Relevant Person should not buy securities in either the Company or the other company.

5 Who to contact

Any employee who has queries about this Policy should contact the Company Secretary.

1 How the insider trading rules apply

1.1 Summary of prohibited conduct

The Corporations Act prohibits 'insider trading'.

Under the Corporations Act, a person is prohibited from dealing in securities where:

- (a) the person possesses information which is not generally available to the public;
- (b) that information may have a material effect on the price of securities of the relevant entity; and
- (c) the person knows or ought reasonably to know that the information is not generally available and, if it were, it might have a material effect on the price of securities.

In addition, a person with inside information must not procure another person to deal in the Company's securities or communicate the information (directly or indirectly) to another person whom the person believes may deal (or procure someone else to deal) in the Company's securities.

The key concepts are discussed in more detail in paragraph 1.2 of this Attachment 1.

1.2 Relevant terms

(a) **Securities**

The definition of securities in the Corporations Act is very broad.

Securities include:

- ordinary shares;
- preference shares;
- options or performance rights;
- debentures; and
- convertible notes.

It also extends to financial products relating to securities issued by the Company (for example, warrants and other derivative products), whether or not the financial products are created by the Company or by third parties.

(b) **Dealing in securities**

Dealing in securities is a broad concept and covers more than simply buying or selling securities. It extends to exercising options over securities and entering agreements to buy or sell securities.

Under this Policy and the law, the prohibition on dealing means that Relevant Persons are not permitted to:

- buy or sell; or
- enter into an agreement to subscribe for, buy or sell securities,

where they possess information that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those securities.

If a Relevant Person possesses price sensitive information that is not generally available, the Relevant Person is also prohibited from:

- procuring any other person to deal in those securities; or
- directly or indirectly communicating the information to another person whom the Relevant Person believes is likely to deal in, or procure another person to deal in, those securities.

Procuring means enticing, encouraging, persuading, causing or securing another person to do or not to do something. Procuring also includes inciting, inducing or encouraging an act or omission.

For example, a Relevant Person cannot ask or encourage anyone, including family members, friends, associates or others, to deal in securities when the Relevant Person possesses price sensitive information, and Relevant Persons should not communicate price sensitive information.

If a Relevant Person accidentally gives somebody 'inside information' when he or she should not have, the Relevant Person must immediately tell that person that it is 'inside information' and warn them against trading in the Company's securities, getting others to trade in the Company's securities, or communicating the information to others.

(c) **Price sensitive or 'inside' information**

Information is 'inside' or 'price sensitive' if it is not generally available, but which, if it were generally available, a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of a security.

For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

(d) **Information that is generally available**

Information is 'generally available' if it:

- (1) consists of readily observable matter;
- (2) 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 any of the classes of securities issued by the Company and since it was made known, a reasonable period for it to be disseminated among those persons has elapsed. That is, information will be 'generally available' if it has been released to ASX or published in an annual report or prospectus or similar document and a reasonable period of time has elapsed after the information has been disseminated in one of these ways; or
- (3) consists of deductions, conclusions or inferences made or drawn from information referred to in paragraph 1.2(d)(1) of this Attachment 1 or information made known as mentioned in paragraph 1.2(d)(2) of this Attachment 1, or both.

(e) **Material effect on the price of securities**

Under the Corporations Act, information is likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

It is not possible to list all information that may be material. However, the following types of information would be likely to be considered to have a material effect on the price of the Company's securities:

- sales figures;
- profit forecasts;
- unpublished announcements or knowledge of possible regulatory investigation;
- liquidity and cashflow;
- proposed changes in the Company's capital structure, including issues of securities, rights issues and buy backs;
- borrowings;
- major asset purchases and sales;
- impending mergers, acquisitions, reconstructions, takeovers, etc;
- significant litigation;
- significant changes in operations;
- significant changes in industry;
- new products/services and technology;
- proposed dividends;
- management restructuring or Board changes; and
- new contracts or customers.

2 Consequences of breach

Breaches of the insider trading laws have serious consequences for both the Relevant Person concerned and the Company.

A person who commits a breach of the insider trading provisions could be subject to criminal liability (substantial fines or imprisonment or both may be imposed) or civil liability (substantial fines may be imposed) under Australian law. A person who contravenes or is involved in a contravention of these provisions may also be liable to compensate any person who suffers loss or damage resulting from the conduct. In addition, an actual or suspected breach of the insider trading laws may also give rise to adverse public scrutiny and media comment.

It is therefore important that Relevant Persons adhere to this Policy at all times.

Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach.

Any person who is proven to have breached this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).