



Securities Trading Policy

Version 6.0
6 December 2016

Document control

Policy information

Policy approver	Board of Directors
Policy owner name	Head of Compliance
Policy delegate name/s	Compliance Manager
Policy stakeholder name/s	
Policy version number	6.0
Policy version date	6December2016
Policy review cycle	Annually
Next policy review date	6December 2017
Policy location	
Policy level	1

Linked artefacts

Linked documents	Code of Conduct Conflicts of Interest Policy Related Party Transactions Policy Group Disclosure and External Communications Policy
Linked products	Wholesale Funds Vicinity Stapled Securities Vicinity Centres Trust
Linked systems	Nil
Linked legislation	Corporations Act 2001 (Cth) – Chapter 2E ASX Listing Rules
Linked industry standards	
Linked risks	Reputational Regulatory Financial

Revision history

Version	Approval date	Author	Description
6.0	6 December 2016	Compliance	Annual Review by the Risk and Compliance Committee
5.0	18 August 2015	Compliance	Approved by Board of Directors

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1. Purpose of Document

The purpose of this policy is to ensure that Directors and employees of Vicinity Centres are aware of the insider trading laws and their obligations to conduct trading in VCX securities in a lawful and appropriate manner.

It is the responsibility of all individuals identified in this Policy to comply with the terms of this Policy.

2. Definitions and Abbreviations

Table 1

Definitions and Abbreviations

Vicinity, Vicinity Centres or the Group	The stapled group of Vicinity Limited and Vicinity Centres Trust, (of which Vicinity Centres RE Ltd is the responsible entity) and any of their subsidiary or controlled entities.
VCX securities	Stapled securities of Vicinity Limited and Vicinity Centres Trust trading on the Australian Securities Exchange as VCX and any financial products issued or created over or in respect of any VCX securities.
Inside information	Any information, no matter how obtained, that is not generally available, and if it were generally available, that a reasonable person would expect to have a material effect on the price or value of VCX securities.
Insider trading	The trading of securities on the basis of inside information.
Restricted officers	As set out in Appendix B to this Policy.

3. Policy – Trading in VCX Securities

The *Corporations Act 2001* (Cth) imposes on everyone the obligation not to trade in securities while in possession of inside information. This is a legal responsibility which cannot be altered or avoided by any policy which Vicinity may issue, and applies to all Directors and employees of Vicinity Centres. These provisions are generally referred to as “insider trading provisions”, and are set out in Appendix A to this Policy.

Directors and employees of Vicinity Centres, other than Restricted Officers, may:

- deal or trade in VCX securities in their personal capacity; or
- procure any other person to deal in VCX securities;

except in any of the following circumstances:

- when that Director or employee is in possession of inside information, however obtained; and/or
- during a Blackout Period (refer Section 3.1).

3.1 Blackout Periods

Directors and employees may not deal in VCX securities in any capacity:

- in the period commencing at the end of VCX’s financial half-year (31 December) until the trading day after the announcement of VCX’s half-yearly financial results; and
- in the period commencing at the end of VCX’s financial year (30 June) until the trading day after the announcement of VCX’s annual results.

3.2 Restricted Officers

Restricted Officers may only deal in VCX securities after prior consultation with or approval by the appropriate person, as follows:

- The Chairman - after prior consultation with the Chairman of the Audit Committee and the CEO;
- Directors - after prior consultation with the Chairman of the Board and the CEO;

- All other Restricted Officers - after prior approval by the CEO and any one of the General Counsel and the Company Secretary; and
- The trading may be conducted for no more than five trading days after the approval is granted. If no trade has taken place during the five trading days after approval, then the Restricted Officer must seek a further approval.

The above consultation and approval should be conducted by way of email exchange. Any such proposed activity must be notified to the Company Secretary for recording and subsequent reporting to the Board.

3.3 Personal Capacity

A person can be deemed to be acting in a personal capacity where that person, their spouse or financial dependents may exercise control or can substantially influence the investment decision. This will also apply to any account in the name of any person, corporation, trust or personal superannuation fund in which the person, their spouse or financial dependents have the power to place an order on behalf of that entity or to direct that entity to place such an order.

A person would not normally be deemed to have control where full discretionary arrangements are in place with professional fund managers, i.e. most externally managed superannuation funds and managed investment schemes would normally fall outside these restrictions.

3.4 Exceptional Circumstances

In exceptional circumstances, and only where significant personal hardship would otherwise result, permission may be granted to employees, other than Restricted Officers, to trade in VCX securities during a blackout period as specified in 3.1 above. In such cases, the affected employee should seek approval in the same terms as are provided in 3.2 above, as if that employee were a Restricted Officer.

3.5 Employee Security Plans

The foregoing prohibitions on trading in VCX securities do not apply to the acquisition of securities (including the exercise of rights, performance rights or options) by employees made under and in accordance with the terms of an employee security plan. However, the prohibition will apply to the disposal of VCX securities which have been acquired under such a plan.

3.6 Hedging, Speculative Dealing and Margin Lending

All employees and Restricted Officers are prohibited from engaging in speculative dealing in VCX Securities, being:

- short-selling VCX Securities; and
- short-term dealing. For the purpose of this Policy, a person engages in short-term dealing if they buy (or sell) VCX Securities on a date and then sell (or buy) any VCX Securities on a date that is less than 30 days after the first dealing.

Employees who are Restricted Officers are prohibited from:

- hedging or entering into an arrangement that would have the effect of limiting their exposure to risk relating to an element of their remuneration that is unvested, or which remains subject to a trading restriction or forfeiture condition; and
- entering into any financial arrangements whereby a security interest is granted in respect of any vested VCX Securities which remain subject to a trading restriction or forfeiture condition.

Restricted Officers are prohibited from entering into margin lending arrangements. This restriction is limited to arrangements properly described as margin lending arrangements. Such dealings may include entering into a margin lending arrangement in respect of VCX securities, transferring VCX securities into an existing margin loan account and selling VCX securities held in an existing margin loan account.

4. Securities in Other Entities

Because of the nature of Vicinity's business, Vicinity may transact with other entities. Prohibited conduct can therefore include not only dealings in VCX's securities, but those of other companies and entities with which Vicinity Centres is or may be dealing, where a Director or employee possesses inside information in relation to that other entity.

In those circumstances, Directors and employees should not trade in securities of that other entity, nor procure another person to trade in those securities.

5. Consequences of Breach of this Policy

Breach of the requirements of this Policy or of insider trading provisions could result in exposure to civil actions, criminal proceedings and both civil and criminal penalties under the *Corporations Act 2001* (Cth). In addition, it is a breach of Vicinity's Code of Conduct and can lead to disciplinary action, up to and including dismissal.

6. Related Documents – Other VCX Policies

- Code of Conduct;
- Conflicts of Interest Policy;
- Related Party Transactions Policy; and
- Group Disclosure and External Communications Policy.

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Appendix A – Insider Trading Provisions of the *Corporations Act 2001* (Cth)

Insider Trading

Division 3 of Part 7.10 of the *Corporations Act 2001* (Cth) contains the provisions relating to insider trading. Under these provisions, a person is prohibited from dealing in securities of an entity where:

- (1) the person possesses information that is not generally available which would, if it were generally available, have a material effect on the share price of the relevant entity; and
- (2) the person knows, or ought reasonably to have known, that the information is not generally available and that if it were it might have a material effect on the share price of the relevant entity.

The type of information set out above is referred to as “inside information”.

The *Corporations Act 2001* (Cth) provides that a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, the first mentioned securities (section 677).

Inside Information

Section 1042A of the *Corporations Act 2001* (Cth) also provides that “inside information” is information where the following are satisfied:

1. The information is not generally available; and
2. If the information were generally available, a reasonable person would expect it to have a material effect on the price or value of particular Division 3 financial products.

Examples of “inside information” include, but are not limited to:

- Merger and takeover discussions;
- A change in Vicinity’s financial forecast or expectation;
- The appointment of a receiver;
- A transaction for which the consideration payable or receivable is a significant proportion of the written down value of the entity’s consolidated assets (normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case);
- A change in control of VCX;
- A proposed change in the general character or nature of the Group;
- A recommendation or declaration of a dividend or distribution;
- Giving or receiving a notice of intention to make a takeover;
- Possible departure of key members of staff;
- A change in accounting policy; and
- A proposal to change the Group’s auditor.

Appendix B – Restricted Officers

For the purposes of this Policy, Restricted Officers are any persons employed by VCX and who is any of the following:

- Director;
- Chief Executive Officer;
- Member of the Executive Committee;
- Company Secretary;
- Any direct report of a member of the Executive Committee, including Executive and Personal Assistants;
- GM Treasury;
- Legal Counsel; and
- In addition, from time to time any one of the CEO, General Counsel or CFO may designate any other employee of VCX a Restricted Officer and specify the duration of such designation that the employee will be subject to the terms of this policy that apply to Restricted Officers.

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