

## Introduction and Scope

Honesty, integrity and fairness are integral to the way CleanCo operates its business. Trading in Securities of a company(s) while in possession of Inside Information either directly or through another person is inconsistent with these values. CleanCo has developed a strict policy prohibiting our employees or representatives from engaging in activity known as 'insider trading' under relevant provisions of the Corporations Act. This extends to our Related Bodies Corporate, if any.

This policy applies to all CleanCo employees or representatives, including senior managers, officers and directors (**You or Your**). This policy may also extend to:

- (a) Your spouse or de factor partner, dependent children or those of Your partner or defacto partner;
- (b) A company, partnership or trust which You or those listed in (a) above control or have significant influence over; and
- (c) Any other person, including a nominee, with whom You act or propose to act in concert when Dealing in Securities (**Associates**).

This policy should be read in conjunction with the CleanCo *Code of Conduct, Energy Market Risk Management Policy, Conflicts of Interest Policy* and *Protected Disclosure Procedure*.

## Purpose

As a Government Owned Corporation (**GOC**) CleanCo has an obligation to observe the highest ethical standards and to act in the interest of our stakeholders. Without this, our organisational reputation could be compromised and public trust and confidence in us, lost. The purpose of this policy is to:

- Ensure compliance with the Insider Trading laws under the Corporations Act; and
- Protect CleanCo's reputation in relation to trading in Securities.

## Prohibition on Insider Trading

Insider Trading is the buying and selling of Securities (which includes a wider set of financial products) by a person while in possession of Inside Information and is illegal. If You have Inside Information, You must not engage in the following:

- **Dealing** - Trade in Securities of that company;
- **Procuring** – Encouraging or inducing anyone else to trade in Securities of that company; or
- **Tipping** - Pass the information on to anyone You know (or should reasonably know) who will trade in those Securities or encourage someone else to do so.  
(**Insider Trading**).

In circumstances where the company trades, if a company officer holds the Inside Information the entire entity is deemed to hold that information. It is irrelevant whether the Insider Trading produced a loss, or was made innocently or through a lack of expertise. In addition to Your general obligation not to misuse Inside Information, You must at all times comply with the relevant legislation relating to Insider Trading. The maximum penalty for this offence is ten (10) years' imprisonment and/or substantial fines.

## What is Inside Information?

Information is generally available if it:

- Is readily observable;
- Has been made known in a way that is likely to bring it to the attention of persons who normally invest in the relevant type of Securities, and reasonable time for the information to be circulated has since passed; or
- Consists of deductions, conclusions or inferences drawn from information that has been made known in that way or is readily observable.

**Inside Information** is information that is not generally available and if it were generally available may have a material effect on the price or value of a company's Securities. Such information is also often referred to as material price sensitive Information. It need not relate solely to CleanCo. It could be information about a CleanCo customer, or supplier, or a party with whom You or Your Associates could be discussing future opportunities or negotiating a significant transaction. Examples of Inside Information include, but are not limited to:

- Likely or actual entry into, or loss of, a material contract e.g. CleanCo entering into major supply agreements with other companies;
- A possible acquisition or sale of any assets or business by CleanCo;
- An undisclosed significant change in a company's market share or financial performance;
- Proposed changes in the nature of the business of a company; and
- Senior management or board changes of the relevant entity.

## Entities doing business with CleanCo

If You are negotiating with a company about a potential contract, if the company wins the contract its share price is likely to increase significantly. You must not engage in Insider Trading:

- Dealing - Trade in the Securities of that company;
- Procuring - Encourage anyone else to trade in Securities of that company; or
- Tipping - Pass that information on to anyone You know (or should know) will trade in the Securities of that company.

You must keep this Inside Information confidential. CleanCo's Restricted Share Trading Register will record where CleanCo directors, officers or employees may, in the course of their duties, have access to Inside Information about any Securities or where trading in Securities may create a conflict of interest.

## Insider trading procedures

Because CleanCo is a trading business we will have procedures in place to guard against the risk of breaching Insider Trading laws by CleanCo. Examples include:

- Identifying electricity financial products likely to be affected by the information and placing a documented ban on trading in them across the entire organisation for the period the information remains Inside Information; and
- Subject to reasonable notice and obtaining relevant legal and commercial approvals, disclosing Inside Information so it becomes generally available to parties likely to trade in those financial products, meaning it is no longer Inside Information and any restrictions on the organisation's normal trading activities may be removed.

You must adhere to the procedures put in place by CleanCo, otherwise You expose CleanCo to substantial risk.

## Roles and Responsibilities

It is Your responsibility to observe and comply with this policy and the Insider Trading provisions of the Corporations Act in the performance of Your duties. To help You adhere to this policy CleanCo will train You about this policy and related policies and procedures, along with Your obligations under the Corporations Act. CleanCo will also provide adequate resources to manage and investigate breaches of this policy. Certain roles will have additional responsibility under this policy, including communicating and reporting as outlined below:

- The **CleanCo Board** is accountable for ensuring an appropriate framework exists governing the prevention and management of Insider Trading relating to CleanCo.
- The **Chief Executive Officer (CEO)** is accountable for implementing and administering the prevention and management of Insider Trading relating to CleanCo and delegates this responsibility to the Company Secretary.
- The **Company Secretary** is the person responsible for:
  - Implementing and reviewing this policy;
  - Employee training and awareness initiatives;
  - Implementing control systems to prevent, detect and effectively manage incidents;
  - Encouraging the reporting of suspected wrongdoing;
  - Ensuring appropriate action is taken for proven incidents of Insider Trading; and
  - Maintaining official files and records reporting suspected conduct to appropriate authorities.

## Reporting and Investigation

You must report suspected or actual instances of Insider Trading or other improper conduct in accordance with this policy and the *Code of Conduct*. If You are unsure whether a particular act constitutes Insider Trading You should ask Your General Manager, Company Secretary or the CEO. Reports may be made to the Company Secretary via the following methods:

Phone: 0401 096 393

Email: [companysecretary@cleancoqld.com.au](mailto:companysecretary@cleancoqld.com.au)

Mail: Protected Disclosures

C/- Company Secretary

12 Creek Street

Brisbane QLD 4000

All reports will be handled in accordance with the *Whistleblower Protection Policy* and *Protected Disclosure Procedure*. Once reported, breaches will be thoroughly investigated by the appropriate officers.

## Compliance

It is Your responsibility to observe and comply with this policy and Insider Trading laws in the performance of Your duties. Failure to report suspected or actual instances of Insider Trading or other improper conduct are treated as a breach of the *Code of Conduct* and will result in disciplinary action which may include termination of employment. Breaches of the Insider Trading laws could expose CleanCo to penalties and third-party claims. In certain circumstances, a breach of this policy could be referred to an appropriate authority for investigation. A number of consequences could flow from a breach, including termination of contract and prosecution. Individuals may also be subject to heavy fines and imprisonment. Reports for the Audit Committee will be produced annually.

## General

This policy summarises the standards and expectations in relation to Insider Trading prevention and management at CleanCo. This policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on CleanCo. The policy may be varied by CleanCo from time to time and will be reviewed by the Company Secretary on an annual basis. Training on this policy will be provided to staff and updates to this policy and guides will be made accessible to staff through CleanCo’s intranet. The policy will also be made publicly available on CleanCo’s website, alongside the Code of Conduct.

## References

This policy is to be read in conjunction with the following:

- Code of Conduct
- Conflict of Interest Policy
- *Corporations Act 2001* (Cth)
- Energy Market Risk Management Policy
- Protected Disclosure Procedure
- Queensland Treasury *Corporate Governance Guidelines for Government Owned Corporations* Version 2.0
- Whistleblower Protection Policy

## Definitions

The following definitions apply to this policy:

CleanCo	CleanCo Queensland Limited
Corporations Act	Corporations Act 2001 (Cth)
Dealing	<p>This includes:</p> <ul style="list-style-type: none"> <li>▪ Buying or selling Securities;</li> <li>▪ Creating a hedge, security interest, margin loan or other financial interest over or in relation to Securities;</li> <li>▪ Transferring legal ownership of Securities, even where beneficial ownership does not change;</li> <li>▪ Any other transfer or creation of an interest in Securities, whether directly or by arranging for someone else to undertake the dealing on Your behalf; and</li> <li>▪ Agreeing or applying to do any of the above.</li> </ul>
Related bodies corporate	<p>Where a body corporate is:</p> <ul style="list-style-type: none"> <li>(a) a holding company of another body corporate; or</li> <li>(b) a subsidiary of another body corporate; or</li> <li>(c) a subsidiary of a holding company of another body corporate;</li> </ul> <p>the first-mentioned body and the other body are related to each other.</p>
Securities	<p>This includes shares, options, notes, bonds and other debentures, interests in managed investment schemes, trusts and other financial products, and any derivatives of those Securities, including equity swaps, contracts for difference, futures, hedges and exchange-traded or over-the-counter options, whether settled by cash or otherwise.</p>

**Document governance**

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<b>Approved by:</b>	CleanCo Queensland Limited Board
<b>Periodicity of review:</b>	Annual
<b>Last Approved:</b>	June 2019