

Share Trading Policy – GPS Alliance Holdings Limited ACN 163 013 947

1. Introduction

1.1 Background and purpose

The Company is committed to complying with the Corporations Act and the Listing Rules.

Listing Rule 12.9 requires the Company, as a listed entity, to have a trading policy that restricts its key management personnel from trading in its securities during a prohibited period. The Company has determined that its key management personnel are its Directors, CEO and Secretary, and any employee (whether full-time, part-time or casual) having authority and responsibility for planning, directing and controlling, directly or indirectly, the activities of the Company (**Key Management Personnel**).

Directors and employees are encouraged to hold shares in the Company. However, it is important that care is taken in the timing of any dealing in the Company's securities to avoid "insider trading".

The purpose of this Policy is to ensure that:

- (a) Key Management Personnel and all other employees of the Company; and
- (b) Key Management Personnel and all other employees of each of the Company's subsidiaries,

(together **Restricted Persons**) are aware of the legal restrictions on trading securities, while such a Restricted Person is in possession of unpublished price sensitive information concerning the Company. If a Restricted Person is uncertain of the status of unpublished information, he/she should discuss it with the Secretary before trading occurs.

Additionally, the objectives of this Policy are to:

- (c) minimise the risk of Restricted Persons contravening the laws against insider trading;
- (d) ensure the Company is able to meet its reporting obligations under the Listing Rules; and
- (e) increase transparency with respect to trading in the Company's securities by Restricted Persons.

To achieve these objectives, Restricted Persons should consider this Policy to be binding on them in the absence of a specific exemption by the Board.

1.2 Who does this Policy apply to?

This Policy applies to all Restricted Persons.

It is important to remember that although this Policy only applies to Restricted Persons, the insider trading prohibitions set out in the Corporations Act apply to **all** persons (including family members of Restricted Persons).

2. Definitions

General terms and abbreviations used in this Policy are defined as follows.

ASIC	Australian Securities & Investments Commission
ASX	ASX Limited ABN 98 008 624 691 or the securities market operated by the ASX as the case may be
Board	the board of directors of the Company
CEO	chief executive officer of the Company
Chairman	the chairman of the Company
Company	GPS Alliance Holdings Limited ACN 163 013 947
Corporations Act	<i>Corporations Act</i> 2001 (Cth)
Corporations Regulations	<i>Corporations Regulations</i> 2001 (Cth)
Director	a director of the Company
Listing Rules	the Listing Rules of the ASX as amended from time to time
Officer	a senior executive of the Company
Policy	this "Share Trading Policy"
Secretary	the company secretary of the Company

3. What securities are covered by this Policy?

This Policy applies to both the sale and purchase of any securities of the Company and its subsidiaries from time to time.

The definition of "securities" in the Corporations Act is very broad. Securities are defined to include:

- (a) debentures, stocks or bonds issued, or proposed to be issued, by a government;
- (b) shares in, or debentures of, a body; and
- (c) units of such shares.

For the purposes of this Policy, the term "securities" also extends to financial products issued or created over or in respect of 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.

4. Standards

All Restricted Persons should ensure that all transactions in the Company's securities comply with:

- (a) the Corporations Act and Corporations Regulations (including, without limitation, the insider trading provisions); and

- (b) the Listing Rules (including, without limitation, the continuous disclosure requirements in Listing Rule 3.1 and the disclosure of the Director's interests in accordance with Listing Rule 3.19A).

5. Prohibition on insider trading

5.1 Insider trading prohibition

- (a) Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities to:
 - (i) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things) the Company's securities; or
 - (ii) procure another person to trade in the Company's securities,(collectively referred to as deal in the Company's securities).
- (b) The insider trading prohibition in section 1043A of the Corporations Act is MANDATORY and not a matter of guidance.
- (c) It does not matter how the person comes to have the inside information – for example, whether the person learns it in the course of carrying out that person's responsibilities, in passing in the corridor, in the lift or at a social occasion.
- (d) It is an offence to tip the information to another person with the knowledge that the person could deal in the Company's securities. Accordingly, the prohibition on insider trading cannot be avoided by a person procuring or arranging for another person to deal on his/her behalf.

5.2 What is "price sensitive information"

Price-sensitive information means information relating to the Company or the Company's subsidiaries that would, if the information were publicly known, be likely to:

- (a) have a material effect on the price or value of the Company's securities; or
- (b) influence persons who commonly invest in securities in deciding whether or not to buy or sell the Company's securities.

5.3 Examples of "price-sensitive information"

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

- (a) a material acquisition, joint venture, realisation or disposal of assets;
- (b) a threat of material litigation against the Company;
- (c) the Company's sales and profit results materially exceeding or falling short of the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal i.e., new product or technology;
- (f) the granting or loss of a major contract;
- (g) a management or business restructuring proposal;

- (h) a change in the capital structure, such as a capital return or the buy back of a financial product;
- (i) a payment of dividends or a share issue;
- (j) a change to the Board or significant changes in senior management;
- (k) the entering into of an agreement or option to acquire an interest in an asset or business, or to enter into a joint venture or other arrangement in relation to an asset or business; and
- (l) any information required to be announced to the market pursuant to Listing Rule 3.1 (the Continuous Disclosure rule) which is yet to be released to the market.

5.4 **When is the information “generally available”?**

Information is generally available if:

- (a) it consists of a 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.

5.5 **Dealing through third parties**

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies.

5.6 **Consequences for breach of the insider trading prohibition**

- (a) Breach of the insider trading prohibition by a Restricted Person or a Restricted Person's family member could expose the Restricted Person to criminal and civil liability including fines and imprisonment.
- (b) Significantly, a breach of the insider trading prohibition could result in a Restricted Person or a Restricted Person's family member being sued by another party or the Company for any loss suffered as a result of insider trading.
- (c) Breach of insider trading laws or this Policy will also be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

5.7 **Source of information is irrelevant**

- (a) Trading is prohibited at any time if the person possesses inside information.
- (b) It does not matter how or where the person obtains the information and it does not have to be obtained from the Company to constitute inside information. This means that section 1043A of the Corporations Act will apply to any Restricted Person who acquires inside information in relation to the Company's securities, no matter in which capacity. In such circumstances, the Restricted Person is prohibited from dealing in the Company's securities.

5.8 Employee incentive scheme

- (a) The prohibition does not apply to acquisitions of shares or options by employees of the Company made under an employee share or option scheme, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.
- (b) However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

5.9 Dealing in shares of other companies

- (a) If a Restricted Person has “price sensitive information” relating to a company other than the Company which is not “generally available”, the same insider trading rules outlined above apply to buying and selling securities in that company.
- (b) In the course of performing duties as an employee of the Company, Restricted Persons may obtain price sensitive information relating to another company in a variety of circumstances. Examples include, but are not limited to the following:
 - (i) another company may provide price sensitive information about itself to the Company in the course of a proposed transaction;
 - (ii) another company with whom the Company is dealing may provide price sensitive information about a third company; or
 - (iii) information concerning the Company or actions which may be taken by the Company (i.e. a planned transaction or strategic change) could reasonably have an effect on a third party company.
- (c) Apart from the application of the insider trading rules to securities in other companies, Restricted Persons are also bound by a duty of confidentiality in relation to information obtained in the course of their duties in respect of third parties.

6. Guidelines for trading in securities

6.1 General rule

There are certain periods during the year, during which Restricted Persons should not deal in the Company's securities given the heightened risk of actual or perceived insider trading. These periods are set out in paragraph 6.2 and called **Black-Out Periods**.

Restricted Persons are prohibited from dealing in the Company's securities:

- (a) when in possession of price sensitive information relating to the Company which is generally not available; or
- (b) during a Black-Out Period.

The Black-Out Period trading prohibition does not limit any other obligations of Restricted Persons prescribed by this Policy.

6.2 Black-Out Periods

The following are designated Black-out Periods:

- (a) during the period commencing one month prior to the release of the Company's full year financial results or annual report and ending one trading day after the release of those results or reports to the ASX; and

- (b) during the period commencing two weeks prior to the release of half yearly results announcements and ending one trading day after the release of those results to the ASX.

6.3 Further restrictions on trading to Key Management Personnel

- (a) The Company has determined that members of Key Management Personnel are more likely to be in possession of price sensitive information regarding the Company. As a result, further restrictions on dealing in the Company's securities apply to Key Management Personnel.
- (b) Prior to dealing in the Company's securities, members of Key Management Personnel must first notify the Chairman of the proposed type of dealing and the number of securities to be traded and seek the Chairman's written consent to the proposed dealings in the Company's securities.

6.4 Short term trading

Despite anything to the contrary in this Policy, Restricted Persons must not engage in short term trading of any of the Company's securities. An example of this would be to buy the Company's shares with an intention to sell them within a 12 month period from the date of purchase.

6.5 Exceptions

- (a) A Restricted Person may trade in the Company's securities during a Black-Out Period if that trading falls within one of the following categories:
 - (i) an acquisition of ordinary shares in the Company which results from conversion of securities which carry a right of conversion to ordinary shares;
 - (ii) an acquisition of the Company's securities under a bonus issue made to all holders of securities of the same class;
 - (iii) an acquisition of the Company's securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
 - (iv) a transfer of the Company's securities between a member of Key Management Personnel and someone closely related to the member of Key Management Personnel (such as a spouse, minor child, family company or family trust) or by a member of Key Management Personnel to his or his superannuation fund, in respect of which prior written clearance has been provided in accordance with the procedures set out in this Policy;
 - (v) a disposal of securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
 - (vi) a disposal of rights acquired under a pro rata issue;
 - (vii) an acquisition of securities under a pro rata issue;
 - (viii) an investment in or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (ix) where the Restricted Person is a trustee, trading in the Company's securities by that trust provided that the Restricted Person 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 managers independently of the Restricted Person;
 - (x) an undertaking to accept, or the acceptance of, a takeover offer;

- (xi) trading under an offer or invitation made to all or most of the Company's members, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or 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 entitlements, the take-up by any underwriter under a renounceable or non-renounceable pro rata issue and the sale of entitlements required to provide for the take up of the balance of entitlement under a renounceable pro rata issue;
 - (xii) a disposal of the Company's securities that is the result of a secured lender or financier exercising their rights under a margin lending or other secured financing arrangement;
 - (xiii) an acquisition of securities under an employee incentive scheme;
 - (xiv) an exercise (but not the sale of the Company's securities following exercise) of an option or a right granted under a Company employee incentive plan, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Black-Out Period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive Black-Out Periods and the Restricted Person could not reasonably have been expected to exercise it at the time when free to do so; or
 - (xv) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
 - (A) the Restricted Person did not enter into the plan or amend the plan during a Black-Out Period;
 - (B) this Policy plan does not permit the Restricted Person to exercise any influence or discretion over how, when, or whether to trade; and
 - (C) this Policy does not allow a Restricted Person to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a Black-Out Period other than in exceptional circumstances.
- (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of the options unless the sale of those shares occurs outside the Black-Out Period. Were this to occur at a time when the person possessed inside information then the sale of the Company's securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale.
- (c) Where the Company's securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.
- (d) Notwithstanding the above, under insider trading laws, a Restricted Person who possesses inside information may be prohibited from trading even where the trading falls within any of the exceptions in paragraph 6.5(a) of this Policy.

6.6 Notification of periods when Restricted Persons can trade

The Secretary will endeavour to notify Restricted Persons of the times when they are permitted to buy or sell the Company's securities as set out in paragraph 6.1.

6.7 Trading with permission

A Restricted Person may trade in the Company's securities during a Black-Out Period if that person obtains written consent to do so in accordance with paragraph 6.8 of this Policy.

6.8 Procedure for obtaining written consent to trade

- (a) A Restricted Person who wishes to trade in the Company's securities during a Black-Out Period (**Applicant**) must obtain the prior written consent (which may be provided by way of an email) of:
 - (i) the Chairman; or
 - (ii) where the Chairman is the Applicant, the chairman of the Audit Committee, (collectively, the **Decision Maker(s)**).
- (b) As part of such application, an Applicant must give the Decision Maker(s) a written undertaking that the Applicant complies with paragraph 6.3 of this Policy;
- (c) The Decision Maker(s) may only provide written permission to trade in the Company's securities where:
 - (i) the Restricted Person is in severe financial hardship or other exceptional circumstances exist; and
 - (ii) the Decision Maker(s) is satisfied that there is no inside information which has not been disclosed to the ASX.
- (d) A Restricted Person may be in severe financial hardship if they have a pressing financial commitment that can not be satisfied other than by selling the securities of the Company.
- (e) In the interests of an expedient and informed determination by the Decision Maker(s), any application for an exemption allowing the sale of the Company's securities during a Black-Out Period based on financial hardship must be made in writing and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made.
- (f) Exceptional circumstances may apply to the disposal of the Company's securities by a Restricted Person if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company or there is some other overriding legal or regulatory requirement to do so. Any application for an exemption allowing the sale of the Company's securities during a Black-Out Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made.
- (g) An Applicant seeking clearance to trade must satisfy the Decision Maker(s) that they are in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company securities is the only reasonable course of action available.
- (h) Determination as to whether the Applicant is in severe financial hardship or whether a particular set of circumstances exist may only be made by the Decision Maker(s).
- (i) Any permission provided under this paragraph 6.8 must be obtained by the Applicant not less than two business days before the proposed trading.

- (j) Copies of written approvals must be forwarded to the Secretary prior to the approved purchase or sale transaction.

6.9 Sales of securities

Restricted Persons need to be mindful of the market perception associated with any sale of the Company's securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of the Company's securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Restricted Person needs to be discussed with the Board prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Secretary.

7. ASX notification by Directors

- (a) Directors are required to notify the Chairman and the ASX of any dealing in the Company's securities (either personally or through a third party) which results in a change in the relevant interests of the director in their securities in the Company.
- (b) Whilst the Corporations Act requires Directors to notify the ASX of any changes to their holdings within 14 days, the Company is required under the Listing Rules to notify the ASX:
 - (i) of such dealings within five business days of the change; and
 - (ii) whether the dealing occurred during a Black-Out Period and if so, whether written clearance was obtained and on what date it was obtained.
- (c) To enable the Company to comply with these requirements, Directors must furnish the relevant information within five business days to the Secretary who will facilitate the transmission of these notifications to the ASX. Notifications will also be tabled before the Board.

8. Employment and monitoring

- (a) To promote understanding of the insider trading prohibition and related Corporations Act provisions and this Policy, a copy of this Policy will be distributed to all Restricted Persons (present and future) and will also be available on the Company's website.
- (b) The induction procedures for new Restricted Persons must require that a copy of this document be provided to each new Restricted Person.

9. Compliance

- (a) Compliance with the rules set out in this Policy is mandatory and is a condition of the employment of each Restricted Person by the Company. Infringement of the insider trading provisions can attract a substantial monetary penalty, imprisonment or both in addition to loss of employment.
- (b) Any Restricted Person who does not comply with this Policy will be considered to have engaged in serious misconduct which may result in the termination of their engagement by the Company.
- (c) Ultimate discretion rests with the Chairman in respect of granting a waiver to the requirements of this Policy to allow Restricted Persons to trade in the shares of the Company, provided that to do so would not be illegal.

10. Review

The Board will review this Policy annually and may be amended by resolution of the Board.

11. Policy responsibility

- (a) Each Restricted Person is responsible for adhering to this Policy.
- (b) The Secretary has responsibility for enforcing this Policy.

12. Additional information

If you have any questions relating to this Policy, please contact the Secretary.

13. Disclosure of Policy

This Policy will be made available, and updated as required, on the Company's website (www.gpsalliance.com.au) in a clearly marked "Corporate Governance" section.

14. Approval

This Policy was approved by the Board on 10 May 2013.