




**NEW HOPE  
GROUP**

# TRADING IN COMPANY SECURITIES

*Policy No: POL 0011*

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		SIGNATURE				
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## 1. SCOPE AND OBJECTIVES

This policy applies to all employees, directors and relevant consultants (being consultants that are in possession of price-sensitive information that is not generally available) (Personnel) of New Hope Corporation Limited (Company) or any entity the Company controls (New Hope Group) and parties associated with them, in relation to trading in the Company's shares (Securities).

The objective of this policy is to:

- prevent breaches of insider trading laws
- ensure that Personnel are aware of the legal restrictions on trading Securities while they are in possession of price-sensitive information that is not generally available
- minimise the potential for misunderstanding or suspicion that Personnel are trading while in possession of price-sensitive information that is not generally available.

**PLEASE NOTE: adherence to this policy does not indemnify a person from insider trading.**

## 2. INSIDER TRADING

Insider trading is a criminal offence. A person will be guilty of insider trading if, while in possession of price sensitive information that is not generally available, they:

- buy or sell Securities;
- procure someone else to buy or sell Securities;
- communicate any price sensitive information that is not generally available to a third party where they know, or ought to know, that the third party would be likely to buy or sell Securities or procure someone else to buy or sell the Securities.

Information is price sensitive if it is not generally available to the market and, if it was generally available to the market, would be likely to have a material effect on the price or value of a Security. The information could relate to either the Company or companies that the New Hope Group has substantial business dealings with.

Information is generally available if:

- it consists of a readily observable matter;
- it has been made known in a manner that would, or would be likely to, bring the information to the attention of people who commonly invest in securities and since it was made known a reasonable period has elapsed to enable the information to be disseminated;
- it consists of deductions, inferences or conclusions drawn from information which falls within the points above.

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### 3. WHEN IS SHARE TRADING PROHIBITED

Personnel (and parties associated with them) are prohibited from trading in Securities:

- during the Closed Period of four weeks prior to the announcement of the Company's half-year and full year results (Closed Period), other than in the excluded trading and exceptional circumstances referred to below;
- at any time without the relevant approval or notification required under this policy;
- at any time that person holds price-sensitive information that is not generally available, irrespective of granting of relevant approval or notification;
- for short term or speculative gain.

#### 3.1. Excluded Trading

Provided that they do not possess price-sensitive information that is not generally available, Personnel may trade Securities during the Closed Period if:

- the trading involves a transfer of securities the person already holds into a superannuation fund or other saving scheme in which the person is a beneficiary;
- the trading is in relation to accepting a takeover offer or an undertaking to accept a takeover offer;
- the trading is under an offer or invitation made to all or most of the Company's shareholders such as a rights issue, securities purchase plan, dividend reinvestment plan or equal access buy-back.

#### 3.2. Exceptional Circumstances

Personnel (and parties associated with them) may trade Securities during the Closed Period with the approval of the Chairman, a non-executive director or the Chief Executive Officer (as required under part 5 of this policy). Approval to trade during a Closed Period will only be given in exceptional circumstances. Exceptional circumstances may exist where, for example:

- it can be shown that the person is suffering severe financial hardship and needs to sell the securities to realise cash;
- the person is required by a court order, enforceable court undertaking (for example, in a family settlement) or otherwise by a relevant law or regulatory requirement;
- other exceptional circumstances as determined by the Chairman or non-executive director considering the issue of an approval notice.

Approval will not be given where the person possesses price-sensitive information that is not generally available.

For the avoidance of doubt, the existence of exceptional circumstances described above is only relevant to the approval of requests to trade during the Closed Periods described in part 3 of this policy.

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#### 4. WHEN IS SHARE TRADING APPROVAL REQUIRED

Personnel (and parties associated with them) not in possession of price sensitive information that is not generally available must seek approval at least two business days before they (or a party associated with them) sell or buy Securities, giving details of the intended purchase or sale.

Approval must be sought as per the following:

- all Personnel who have authority and responsibility for planning, directing and controlling the activities of New Hope Group (Key Management Personnel must seek approval from the Company's Chairman (via the Company's Secretary), or in his/her absence, two directors;
- the Chairman must seek approval from a non-executive director of the Company ;
- all Executive Leadership Personnel and designated employees must seek approval from the Company's Chief Executive Officer.
- all other Personnel must notify the Company Secretary prior to the intended trade.

Personnel should contact the Company's Secretary if they are unsure of whether approval should be sought from the Chairman or the Chief Executive Officer.

Approval for trading during a Closed Period will only be given in exceptional circumstances as set out above.

No purchase or sale of Securities can occur until the Chairman's or Chief Executive Officer's approval (as relevant) has been received.

#### 5. TRANSACTIONS IN OTHER FINANCIAL PRODUCTS AND HEDGING

Personnel are prohibited from entering into:

- transactions in financial products which operate to limit the economic risk of security holdings in the Company or other entitlements to acquire Securities (such as options or share rights) including hedging or similar arrangements;
- stock lending, margin lending or similar arrangements in relation to their security holdings in the Company.

#### 6. DISCLOSURE

Directors must immediately advise the Chairman and Company Secretary of any trading in Securities.

The existence of any transactions that require disclosure under this policy may need to be disclosed by the Company under the ASX Listing Rules.

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## 7. OTHER INFORMATION

If you do not know whether you are in possession of information that could affect the share price of the company, you should discuss your circumstances with the Company's Secretary as soon as possible.

## 8. DISCIPLINARY ACTION

If you breach this policy you may be liable to disciplinary action up to and including summary dismissal and may also be guilty of a criminal offence. The Company will refer matters to the regulators or other authorities if it believes there may be a breach of the insider trading laws.

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