



# GROUP GOVERNANCE STANDARD 7 DEALING IN SECURITIES

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## 1. PURPOSE

This Standard is designed to:

- assist those persons covered by the Standard to comply with their obligations under insider trading provisions;
- assist in maintaining market confidence in the integrity of dealings in IGO securities; and
- establish a procedure for dealing in IGO securities by persons covered by the Standard.

It is the individual's responsibility to ensure that any trading complies with the Corporations Act 2001 (Cth) (**Corporations Act**), ASX Listing Rules, the Code of Conduct and this Dealing in Securities Standard. Any non-compliance with this Standard will be regarded as serious misconduct which may entitle Independence Group NL (**IGO** or the **Company**) and IGO group companies (the **Group**) to terminate the employment of any personnel found to be in breach of this Standard.

The breach of insider trading provisions in the Corporations Act is a serious matter which may result in criminal liability including substantial monetary fines and/or imprisonment. It could also result in civil liability, which may include being sued for any loss suffered as a result of insider trading.

## 2. PERSONS TO WHOM THIS STANDARD APPLIES

This Standard applies to all directors, full-time, part-time and casual employees, contractors, consultants and advisers, of the Group, and their "associates" (collectively **Personnel**). "Associates" includes:

- a family member who may be expected to influence, or be influenced by, the Personnel in his or her dealings with the Company and its securities. This may include the Personnel's spouse, partner, children or dependants, and the children or dependants of the Personnel's partner; and
- a company or any other entity which the Personnel has an ability to control, including a family trust or superannuation fund, including pursuant to standing orders to trade.

Where this Standard requires Personnel to do an act or thing (for example, obtaining written clearance), the relevant Personnel must do that act or thing in respect of the associate.

There are additional requirements for directors, senior managers and other employees and their Associates, as determined by the Managing Director and Company Secretary from time to time. These will be known as "Restricted Persons" (see section 3 below). The Company Secretary will maintain a list of Restricted Persons. All Restricted Persons will receive an email from the Company Secretary informing them of their status as a Restricted Person and the additional requirements as detailed in this Standard.

## 3. GENERAL POLICY

### 3.1 Prohibition

Personnel must not:



- deal in IGO securities (including, but not limited to, options and shares);
- procure, advise or encourage another person to deal in IGO securities in any way; or
- pass on any potentially “price sensitive information” to another person where Personnel ought reasonably to know that the person may deal or procure another person to deal in IGO securities,

where they may be in possession of “price sensitive information” or IGO has given notice to any or all Personnel that they must not deal in securities (either for a specified period, or until IGO gives further notice).

In addition, Personnel must not deal in IGO securities if it would not satisfy the Front Page Test (see further below).

Restricted Persons may not deal in IGO securities at any time unless they have applied for (using the form annexed) and received, the relevant approval (see below).

### 3.2 Price sensitive or inside information

“**Price sensitive or inside information**” is information which is not generally available and, if it was generally available, would be likely to have a material effect on the price or value of IGO securities (upwards or downwards). It may help to identify such information if Personnel ask themselves whether the information would be likely to influence a person who commonly invests in IGO securities, to deal. Potential examples include:

- exploration results or interpretations;
- a material increase or decrease in IGO’s financial performance from previous results or forecasts;
- a proposed material business or asset acquisition or sale;
- a serious accident at one of the Company’s operations;
- proposed material legal proceedings which have or may be initiated by or against IGO;
- a proposal to undertake a new issue of securities;
- a proposal to undertake a major change in financing;
- senior management changes; and
- information that is being withheld in accordance with the exception to the continuous disclosure requirements in ASX Listing Rule 3.1A (for example because it is confidential and incomplete, like the status of contract negotiations).

### 3.3 Front Page Test

It is important that public confidence in the Group is maintained. It would be damaging to the Group’s reputation if the market or the general public perceived that Personnel might be taking advantage of their position in the Group to make financial gains (by dealing in securities on the basis of confidential information).

As a guiding principle, Personnel should ask themselves:

If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way? How would it look if it was reported on the front page of the newspaper? (The **Front Page Test**)

Personnel who are unsure should consult the Company Secretary.



Where any approval is required for a dealing under this Standard, approval will not be granted where the dealing would not satisfy the Front Page Test.

### 3.4 Restricted persons

#### Blackout periods

In addition to the overriding prohibition against dealing in IGO securities when a person is in possession of inside information, or where the dealing would not satisfy the Front Page Test, Restricted Persons and their Associates are at all times prohibited from dealing in IGO securities during the prescribed blackout periods. These periods are as follows:

- the period between the Company's quarter end (September and March quarters only) and the next trading day that is at least one full trading day after the announcement of each quarterly report;
- the period between the Company's half year end and full year end and the next trading day that is at least one full trading day after the announcement of the half-yearly results and annual results respectively; and
- any other period imposed by the Board from time to time (**Additional Period**).

Restricted Persons must not disclose to anyone that an Additional Period is in effect.

#### Exceptional circumstances

A Restricted Person, who is not in possession of inside information, may be given written clearance to deal in IGO securities during a blackout period in exceptional circumstances, such as severe financial hardship or compliance with a court order. The Board, in its absolute discretion and, if necessary, subject to it receiving prior written legal opinion that insider trading is unlikely, may approve the dealing of IGO securities during a blackout period.

#### Written clearance

Restricted Persons must not deal in IGO securities at any time, unless the Restricted Person first obtains written clearance prior to dealing. Such clearance must be obtained by filling out and submitting the Clearance to Deal form attached at Appendix 1 to this Standard which also states those authorised to give written clearance. The form is to be submitted to the Company Secretary, or in his or her absence the Managing Director, in person, by mail or by email as detailed on the form.

Any written clearance granted under this Standard will be valid for five business days from the time which it is given or such other period as may be determined. The expiry time of the clearance will be stated when the clearance is granted.

A clearance to deal can be given or refused, without giving any reasons. A clearance to deal can be withdrawn at any time. The decision to refuse the clearance is final and binding on the person seeking the clearance. If clearance to deal is refused, the individual seeking the clearance must keep that information confidential and not disclose it to anyone.

A clearance to deal is not an endorsement to deal; Personnel must still comply with applicable laws.

**If Personnel have any doubts, they should not deal.** There is also a legal prohibition on dealing in securities of any entity (which includes entities which are customers, joint venturers or contractors of, or negotiating with, IGO) while in possession of price sensitive information,



which carries substantial penalties (including fines and/or imprisonment); Personnel must comply with the applicable laws.

#### **4. EXCEPTIONS**

Notwithstanding section 3, the following dealing is excluded from the prohibition in this Standard:

- dealings that result in no effective change to the beneficial interest in the securities;
- participation in an employee, executive or director equity plan operated by the Company (including an exercise of options or rights granted under such a plan). However, where securities in the Company granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Standard;
- accepting an offer approved by the Board and made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back;
- undertakings to accept, or the acceptance of, a takeover offer or a scheme of arrangement;
- an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in IGO securities) where the assets of the fund or other scheme are invested at the discretion of a third party; and
- a disposal that is the result of a secured lender exercising their rights, where the director or senior manager has already received prior written clearance for the original financing arrangement in accordance with this Standard.

#### **5. REPORTING DEALING**

Directors must give a notice to the Company Secretary within two business days of any dealing in IGO securities by themselves or an Associate.

#### **6. OTHER RESTRICTIONS**

All Personnel are prohibited from entering into transactions or arrangements which limit the economic risk of holding unvested entitlements, or entitlements that are subject to a holding lock or similar deal restriction under the terms of any employee, executive or director equity plan operated by the Company.

All Personnel are prohibited from entering into funding arrangements relating to their interests in IGO securities where the funding security would affect the equivalent of 3% or more of the Company's listed shares.

Personnel may not deal in IGO securities on a "short term" basis, for example, buying and then selling IGO securities within a three month period (subject to the exceptions set out in section 3) or entering into forward contracts, or short selling at any time, except in circumstances of special hardship, with the Chair's prior written approval (email suffices).

Without prior approval, directors and senior management should not enter into agreements that provide lenders with rights over their interests in IGO securities (such as the disposal of some or all of those IGO securities) if a secured lender exercises their rights (for example, under a margin lending or secured financing arrangement).



If you have any questions, concerns or feedback about this Standard, you should contact the Company Secretary at: Independence Group NL, PO Box 496, South Perth, WA 6951.

Phone: 08 9238 8300

Email: [contact@igo.com.au](mailto:contact@igo.com.au), Attention: the Company Secretary

This Standard will be reviewed annually by the IGO Board of Directors to check that it is operating effectively and whether any changes are required.



## APPENDIX 1 – APPLICATION FORM FOR WRITTEN CLEARANCE

To: Company Secretary

Name:..... (BLOCK LETTERS)

Securities as indicated below:

COMPANY NAME	
CLASS OF SECURITIES (e.g.: ordinary shares)	
REGISTERED IN THE NAME OF (if not yourself also state the connection to yourself)	
NATURE OF INTEREST (Specify precisely, i.e.: personally, joint holding or as trustee)	
NATURE OF TRANSACTION (Specify precisely, e.g.: sale of shares)	

I confirm that:

- I am not in possession of any unpublished price-sensitive information in relation to Independence Group NL (IGO) or IGO group companies. If this should change before the deal is transacted I undertake not to proceed;
- I have read and understood the Standard and confirm that the proposed dealing is in accordance with the Standard, including the Front Page Test (as defined in section 3.3 of this Standard).
- I am responsible for my own compliance with the law.

Signed:..... Date:.....

Permission given on the basis that the transaction is completed by no later than close of business on

.....

Signed:..... Date:.....

### Authorisation levels

- in the case of an employee or his or her associate, the Managing Director or Chair of the Board;
- in the case of a director or his or her associate, the Chair of the Board;
- in the case of the Chair of the Board or his or her associate, the Chair of the Audit Committee.