

Securities Dealing Policy

Adopted on **15 July 2016**

Reviewed on **14 August 2017**

Version 1.1



1. What is this Policy about?

The purpose of this Policy is to:

- ensure that public confidence is maintained in the reputation of Propertylink, the directors and employees of the Propertylink Group and in the trading of Propertylink's securities;
- explain Propertylink Group's policy and procedures for the buying and selling of securities to assist Propertylink Group's directors and employees; and
- recognise that some types of dealing in securities are prohibited by law.

In this Policy, Propertylink (Holdings) Limited (**PHL**), Propertylink Investment Management Limited (**PIML**) in its capacity as responsible entity of the Propertylink Trust (**PT**) and Propertylink Australian Investment Partnership (**PAIP**) are collectively referred to as **Propertylink**. Propertylink and its controlled entities are collectively referred to as **Propertylink Group**.

The Boards of PHL and PIML have common directors and are collectively referred to as the Board for the purpose of this Policy.

References to the securities of Propertylink mean the shares in PHL, the units in PT and the units in PAIP stapled together and quoted on the Australian Securities Exchange.

2. Who must comply with this Policy?

This Policy applies to all directors of PHL and PIML (**Directors**) and employees of the Propertylink Group (collectively, **Employees**).

Certain aspects of this Policy apply only to **Restricted Persons** who, for the purposes of this Policy, are:

- Directors;
- officers of Propertylink and other direct reports to the Chief Executive Officer/ (**Senior Executives**); and/or
- other persons who regularly possess inside information and who have been advised by the Company Secretary that they are subject to special restrictions under this Policy (**Nominated Employees**).

Certain aspects of this Policy also apply to **Connected Persons** of Restricted Persons, meaning, for each Restricted Person:

- a family member who may be expected to influence, or be influenced by, the Restricted Person in his or her dealings with Propertylink or Propertylink securities (this may include the Restricted Person's spouse, partner and children, the children of the Restricted Person's partner, or dependants of the Restricted Person or the Restricted Person's partner); and
- a company or any other entity which the Restricted Person has an ability to control.

Restricted Persons must take appropriate steps to ensure that their Connected Persons do not breach this Policy.

3. Restrictions applying to all Employees and Connected Persons

3.1 No dealing while in possession of Inside Information

Employees and Connected Persons must not deal in Propertylink's securities if:

- they are aware of Inside Information in relation to Propertylink; or
- Propertylink has notified Employees that they must not deal in securities (either for a specified period, or until Propertylink gives further notice).

Inside Information is information that:

- is not generally available to the market; and
- if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Inside Information may include matters of supposition, matters that are not yet certain and matters relating to a person's intentions.

Section 6 contains further details regarding the scope of the insider trading laws.

3.2 The Front Page Test

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

As a guiding principle, Employees and Connected Persons should ask themselves:

*If the market was aware of all the current circumstances, could the proposed dealing be perceived by the market as the Employee (or Connected Person) taking advantage of his or her position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (**The Front Page Test**)*

If the Employee is unsure, he or she should consult the Company Secretary.

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

3.3 No short-term dealing

Employees and Connected Persons must not deal in Propertylink's securities on a short-term trading basis. Short-term trading includes buying and selling securities on market within a 3 month period, and entering into other short term dealings (for example, forward contracts).

3.4 Hedging of Company securities

Under this Policy, hedging of Propertylink's securities by an Employee or Connected Person is subject to the following rules:

- a) the hedge transaction must not be entered into, renewed, altered or closed out when the Employee or Connected Person (as applicable) is in possession of Inside Information;
- b) Propertylink securities acquired under an employee, executive or director equity plan operated by Propertylink must never be hedged prior to vesting;

- c) Propertylink securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee, executive or director equity plan operated by Propertylink; and
- d) Employees are permitted to hedge their vested and unrestricted Propertylink securities provided that the hedge transaction is treated as a dealing in Propertylink securities for the purposes of this Policy (and for Restricted Persons and Connected Persons the relevant approvals and notifications required under section 4 are made on that basis).

Hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding Propertylink's securities.

3.5 Dealing in other entities' securities

Employees and Connected Persons must not deal in the securities in another entity if they are aware of Inside Information in relation to that entity. Employees or Connected Persons may come into possession of Inside Information regarding another entity where they are directly involved in client relationship management or negotiating contracts. For example, where a person is aware that Propertylink is about to sign a major agreement with another entity, that person should not buy securities in either Propertylink or the other entity.

If you are in any doubt, consult with the Company Secretary.

4. Additional restrictions applying to Restricted Persons and Connected Persons

4.1 No dealing in blackout periods

Restricted Persons and Connected Persons must not deal in Propertylink securities during any of the following blackout periods:

- the period from the close of trading on the ASX on 30 June each year, or if that date is not a trading day, the last trading day before that day, until the day following the announcement to ASX of the full-year results;
- the period from the close of trading on the ASX on 31 December each year, or if that date is not a trading day, the last trading day before that day, until the day following the announcement to ASX of the half-year results; and
- any other period that the Board specifies from time to time.

4.2 Exceptional circumstances

- a) If a Restricted Person or Connected Person needs to deal in securities during a blackout period due to exceptional circumstances and is not in possession of any Inside Information, then, they may apply for approval to deal. Exceptional circumstances are likely to include severe financial hardship or compulsion by court order.
- b) In exceptional circumstances, dealing requests must be submitted in writing to the Company Secretary, who will forward the request to:
 1. the CEO (in the case of Nominated Employees, Senior Executives, or their Connected Persons);

2. the Chair of the Board (in the case of Directors or their Connected Persons);
 3. the Chair of the Audit and Risk Committee (in the case of the Chair of the Board or his/her Connected Persons).
- c) Approval to deal will only be granted if the Restricted Person's or Connected Person's application is accompanied by sufficient evidence (in the opinion of the person providing clearance) that the dealing is the most reasonable course of action available in the circumstances. The person providing clearance should consult with members of management where appropriate to determine if there is any reason (legal or reputational) why approval to deal should not be granted.
- d) If approval to deal is granted, the Restricted Person or Connected Person will be notified in writing (which may include notification via email) and in each circumstance the duration of the approval will be 5 business days.

Unless otherwise specified in the notice, any dealing permitted under this section must comply with the other sections of this Policy (to the extent applicable).

4.3 Approval required for dealing outside blackout periods

- a) During any period that is not a trading blackout period under section 4, Restricted Persons must, prior to any proposed dealing, seek approval for the proposed dealing in Propertylink's securities (including any proposed dealing by one of their Connected Persons). Requests for approval should be submitted to the Company Secretary, who will forward it to:
1. the CEO (in the case of Nominated Employees, Senior Executives, or their Connected Persons);
 2. the Chair of the Board (in the case of Directors or their Connected Persons);
 3. the Chair of the Audit and Risk Committee (in the case of the Chair of the Board or his/her Connected Persons).
- b) A request for approval to deal will be answered as soon as practicable. The approver, having consulted with other members of management as appropriate, may direct the person who is proposing to deal in Propertylink's securities not to deal, or to impose conditions on the dealing in their discretion, and is not obliged to provide reasons for any direction or condition.
- c) Following receipt of approval to deal, the approved dealing must occur within 5 business days following approval, otherwise the approval is no longer effective and fresh approval must be sought.

4.4 Margin lending arrangements

- a) Approval must be obtained in accordance with the procedure set out in section 4.3 for any proposed dealing in Propertylink's securities that is initiated by a Restricted Person or Connected Person in connection with a margin lending arrangement. Examples of such dealings include:
1. entering into a margin lending arrangement in respect of Propertylink's securities;
 2. transferring securities in Propertylink into an existing margin loan account; and
 3. selling securities in Propertylink to satisfy a call pursuant to a margin loan.

- b) Propertylink may, at its discretion, make any approval granted in accordance with a) conditional upon such terms and conditions as Propertylink sees fit (for example, with regard to the circumstances in which Propertylink's securities may be sold to satisfy a margin call).

4.5 Directors – confirmation of trade required

Following any trade, Directors must promptly notify the Company Secretary, ideally by close of business on the day the trade is entered into. This is to assist Propertylink to comply with its disclosure obligations under the ASX Listing Rules.

5. Excluded dealings

Sections 3.3, 4 and 4.3 of this Policy do not apply to:

- a) participation in an employee, executive or director equity plan operated by Propertylink. However, where securities in Propertylink 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 Policy;
- b) the following categories of trades:
- acquisition of Propertylink securities through a dividend reinvestment plan;
 - acquisition of Propertylink securities through a security purchase plan available to all retail securityholders;
 - acquisition of Propertylink securities through a rights issue; and
 - the disposal of Propertylink securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- c) dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of Propertylink securities already held into a superannuation fund or trust of which the Employee or Connected Person is a beneficiary);
- d) trading under a pre-approved non-discretionary trading plan, where the Employee or Connected Person did not enter into the plan or amend the plan during a blackout period, the plan does not permit the Employee or Connected Person to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances; and
- e) a disposal of securities of Propertylink that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement.

However, given such **dealings remain subject to the insider trading rules** in the Corporations Act, Employees should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with the dealing.

6. What are the rules about insider trading?

Broadly speaking, the law provides that a person who has Inside Information about an entity must not:

- a) buy or sell securities in that entity, or enter in an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire or dispose of securities (deal);
- b) encourage someone else to deal in securities in that entity; or
- c) directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that entity (tipping).

These restrictions apply to all securities, not just Propertylink's securities.

7. What happens if this Policy is breached?

Breaches of this Policy will be regarded by Propertylink as serious and will be subject to appropriate sanctions.

Propertylink will take a substance over form approach and will have regard to the intent and spirit of this Policy when applying and enforcing it.

Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach.

Any person who breaches this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

Breaches of the insider trading laws have serious consequences for both the Employee or Connected Person concerned and Propertylink. Penalties under the Corporations Act include financial penalties and imprisonment.

8. Who should I contact?

Employees should contact the Company Secretary if they are unsure about whether it is acceptable to deal or communicate with others in relation to Propertylink's securities or other securities or if they have any other queries about this Policy.