

# IDP Education Limited:

## Securities Trading Policy

### 1 Introduction

#### 1.1 Purpose of this Policy

This Securities Trading Policy (**Policy**) sets out the policy of IDP Education Limited (the **Company**) on dealings in Securities of the Company, and in Securities of other companies with which the Company may be dealing (including its customers, contractors or business partners) by Company Personnel.

Certain capitalised terms have the meaning give to them in Section 11 of this Policy.

The purpose of this Policy is to assist Company Personnel to avoid conduct that would constitute the offence of 'insider trading' under the Australian Corporations Act. In some respects, this Policy extends beyond the strict requirements of the Australian Corporations Act, so as to avoid any appearance or allegations of impropriety in dealings with Securities by Company Personnel.

This Policy sets out:

- (a) a description of what conduct may constitute insider trading;
- (b) what dealings are acceptable (falling outside the prohibitions imposed by this Policy);
- (c) the Blackout Periods for the Company;
- (d) the procedures to be followed when dealing in Securities;
- (e) restrictions on certain types of dealing in Securities
- (f) exceptional circumstances allowing disposal of Company Securities during Blackout Periods; and
- (g) the consequences for breaching this Policy.

#### 1.2 Application

This Policy applies generally to all Company Personnel. Additional responsibilities apply to Designated Officers, as set out in section 4 of this Policy.

#### 1.3 Consequences of breach

Under the Australian Corporations Act, insider trading is a criminal offence, attracting potential fines and imprisonment. Civil penalties and compensation may also be ordered against a person engaging in insider trading.

In addition to the consequences applicable under law, Company Personnel who fail to adhere to the requirements of this Policy face disciplinary action, potentially including dismissal.

#### 1.4 Responsibility

Each Company Person has an individual responsibility to ensure that he or she complies with both the law relating to insider trading and the other requirements of this Policy. This Policy is only a general guide in relation to complex legal provisions, and should not be taken as legal advice.

If at any stage you are in doubt as to your freedom to deal in Securities, you should consult the Company Secretary. Any guidance obtained from the Company Secretary, a director or other

officer of the Company will not affect your individual responsibility to comply with your obligations under this Policy.

## **2 What is insider trading?**

### **2.1 Prohibition on insider trading**

The Australian Corporations Act prohibits a person from engaging in insider trading, and Company Personnel are prohibited by this Policy from engaging in insider trading.

In broad terms, a person will have engaged in insider trading if:

- (a) that person possesses Inside Information in relation to Securities; and
- (b) that person:
  - (i) buys or sells Securities that are the subject of the Inside Information, or agrees to do so;
  - (ii) procures someone else to buy or sell the Securities that are the subject of the Inside Information, or agrees to do so; or
  - (iii) passes on that Inside Information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to use the information to do any of the above things.

The insider trading prohibition applies in relation to conduct of Company Personnel on their own behalf, or on behalf of another person. Additionally, a Company Person may engage in insider trading if, while the Company Person is in possession of Inside Information, another person engages in the conduct described above on the Company Person's behalf.

### **2.2 What constitutes 'Inside Information'?**

'Inside Information' means, in relation to any Securities, any information that is not generally available and that, if it were generally available, a reasonable person would expect to have a material effect on the price or value of the relevant Securities.

### **2.3 Not limited to information about the Company's Securities**

The prohibition on insider trading in section 2.1 above does not apply just to Inside Information about the Company's Securities – it applies equally to where Inside Information is held by a Company Person in respect of another company's Securities.

### **2.4 Information however obtained**

It does not matter how or where the person obtains the Inside Information – it does not have to be obtained from the Company to constitute Inside Information.

You cannot avoid the insider trading prohibition by arranging for a member of your family or a friend to deal in the Company's Securities nor may you give "tips" concerning Inside Information relating to the Company to others.

### **2.5 When is information 'generally available'?**

Information is 'generally available' (and therefore does not constitute Inside Information) where the information:

- (a) is readily observable;
- (b) has been brought to the attention of investors by an ASX announcement or similar communication made to the general public and a reasonable period for its dissemination has elapsed since the announcement; or

- (c) is able to be deduced, concluded or inferred from other generally available information.  
The Company will usually make information generally available by releasing it to the ASX.

## 2.6 Penalties

Breaching the insider trading prohibition may subject you to:

- (a) criminal liability (including heavy fines and imprisonment);
- (b) civil liability;
- (c) civil penalty provisions.

Breaching the law, this policy, or both, will be regarded by the Company as serious misconduct which may lead to disciplinary action or dismissal.

## 2.7 Examples of Inside Information

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if not generally available, may constitute Inside Information:

- (a) a change in the Company's forecast or expectations;
- (b) a proposed major acquisition or disposal of assets;
- (c) a proposed or actual takeover;
- (d) a proposed new issue of Securities; or
- (e) a significant change in senior management of the Company or of another entity.

The above is not an exhaustive list of Inside Information.

## 3 Acceptable Dealings in Company Securities

Not all dealings are subject to the prohibitions set out in this Policy. Examples of trades not subject to this Policy include:

- (a) where the trade would result in no change in beneficial interest in the Company's Securities (eg, Securities in the Company already held in the Company Person's superannuation fund in which that Company Person is a beneficiary are transferred to that Company Person, or vice versa);
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where the Company Person is a trustee, trading in Company Securities by that trust provided that:
  - (i) the Company Person is not a beneficiary of the trust; and
  - (ii) any decision to trade during a Blackout Period is taken by the other trustees or by the investment managers independently of the Company Person;
- (d) undertakings to accept, or the acceptance of, a takeover offer;
- (e) participating in an offer or invitation made to all or most of the Company's Security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back plan, where the plan that determines the timing and structure of the offer has been approved by the Board; and
- (f) the exercise (but not the sale of Securities following exercise) of an option or a right under an employee incentive scheme of the Company, 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 Blackout Period.

## **4 Blackout Periods for Trading by Designated Officers**

### **4.1 Trading by Designated Officers and their Connected Persons in the Company's Securities**

In addition to the general prohibition on trading at any time while in possession of Inside Information, the Company has identified certain periods of time as Blackout Periods, during which Designated Officers and their Connected Persons must not deal in the Company's Securities (see section 4.2).

### **4.2 Blackout Periods**

The following are the Blackout Periods during which Designated Officers must not deal in the Company's Securities:

- (a) from the end of the relevant half year and financial year until the opening of trading on ASX on the first business day after the day of release of the Company's half-yearly results and preliminary final results (as applicable) to the ASX;
- (b) in the two weeks prior to the annual general meeting of the Company; or
- (c) for any other period where the Chairman or the Company Secretary has advised that there is a Blackout Period in place.

This prohibition extends to any dealing by a Designated Officer's Connected Persons.

Even outside these Blackout Periods, Designated Officers (and their Connected Persons) may still possess Inside Information which will prohibit them from dealing in the Company's Securities under section 2.1.

### **4.3 Participation in rights issues and employee share plans during Blackout Periods**

As contemplated in section 3, a Designated Officer (and any Connected Person) may:

- (a) participate in rights issues or similar capital raisings offered to all Company shareholders even where the offer is made, or acceptance of the offer must occur, within a Blackout Period; and
- (b) exercise options to subscribe for Company Securities that are granted under an employee equity incentive scheme during a Blackout Period. However, any dealings with the resulting Securities will be subject to the requirements of this Policy, including the restrictions that apply during Blackout Periods.

### **4.4 Obligation to inform Connected Persons**

Each Designated Officer must ensure that their Connected Persons are made aware of:

- (a) the position that the Designated Officer holds with the Company;
- (b) the Blackout Periods during which they must not deal in the Company's Securities; and
- (c) the other restrictions in this policy that apply to Designated Persons as those restrictions also apply to the Connected Persons.

## **5 Exceptional Circumstances During Blackout Periods**

### **5.1 Applications to trade during a Blackout Period**

Designated Officers who seek to deal in the Company's Securities during a Blackout Period must provide all relevant information in writing to the Company Secretary demonstrating that:

- (a) they are not in possession of Inside Information in relation to the Company;
- (b) their approval to trade is being sought as a result of an exceptional circumstance (see section 5.4 below); and
- (c) selling the Company's Securities is the only reasonable course of action available.

This extends to any dealing by a Designated Officer's Connected Persons.

### **5.2 Who can grant permission to trade during a Blackout Period?**

- (a) Permission must be given in writing by the Company Secretary, after consultation with the Chairman. If either the Company Secretary or the Chairman have an interest in the dealing (or are themselves doing the dealing), they must seek permission from a Board member, who is in turn to consult with either the Company Secretary or the Chairman (depending on which is doing the dealing).
- (b) In relation to any application for permission:
  - (i) permission is to be granted or withheld as a matter of absolute discretion and without reason;
  - (ii) permission can be withdrawn if new information comes to light, or there is a change in circumstances;
  - (iii) a decision in response to a request for permission is final and binding on the relevant Designated Officer (and their Connected Persons); and
  - (iv) if permission is refused, the relevant Designated Officer (and their Connected Persons) must keep that information confidential.

### **5.3 Form of response**

- (a) The Company Secretary must provide the written response to the relevant Designated Officer within seven days of receiving all required information.
- (b) The response must specify:
  - (i) whether the Designated Officer has been granted permission to deal in the Company's Securities; and if so
  - (ii) a clearance period during which trading is permitted.

### **5.4 What are exceptional circumstances?**

Dealing in the Company's Securities during any Blackout Period will only be permitted in cases of severe financial hardship or other exceptional circumstances. Examples include:

- (a) financial hardship where the individual has a binding financial commitment that cannot be satisfied unless they sell or otherwise dispose of Company Securities;
- (b) the issuing or enforcement of a court order or other means of legal, statutory or regulatory enforcement where the individual is required to transfer or sell the Securities of the Company; or
- (c) any other circumstance deemed by the Company Secretary or Chairman as an exceptional circumstance.

## 6 Trading by Designated Officers Outside Blackout Periods

### 6.1 Obligation to seek approval for trading by Designated Officers

During any period other than a Blackout Period, and before any dealing in the Company's Securities is undertaken, a Designated Officer seeking to trade (column A, below) must provide notification to and seek approval for any proposed dealing in the Company's Securities from the person/s approving the trade (column B, below):

<b>Column A</b> <b>Relevant Person seeking to trade</b>	<b>Column B</b> <b>Person/s approving the trade</b>
Directors of the Company, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary	The Chairman of the Board
The Chairman of the Board	The Chairman of the Audit and Risk Committee and the Chief Executive Officer
Any other Company Person who is a Designated Officer	The Chief Executive Officer

This approval requirement extends to any dealing by a Designated Officer's Connected Persons.

In relation to any application for approval:

- (a) approval is to be granted or withheld as a matter of absolute discretion and without reason;
- (b) approval can be withdrawn if new information comes to light, or there is a change in circumstances;
- (c) a decision in response to a request for approval is final and binding on the relevant Designated Officer (and their Connected Persons); and
- (d) if approval is refused, the relevant Designated Officer (and their Connected Persons) must keep that information confidential.

Following approval Designated Officers (or their relevant Connected Persons) must undertake the proposed dealing within two business days or as otherwise notified by the person providing such approval. If the dealing is not undertaken within this time, the approval will no longer have effect and a new approval will be required.

Designated Officers must confirm any such dealings with the person who endorsed the transaction and the Company Secretary within two business days of the dealing. The Company Secretary will keep a record of this information.

The insider trading restriction in section 2.1 applies to all dealings in the Company's Securities despite any approval given to a Designated Officer under this Policy, and the Designated Officer is responsible for ensuring that the dealing does not breach this restriction.

### 6.2 Substantial shareholdings

If a Designated Officer obtains a substantial shareholding in the Company's Securities by virtue of any dealing (more than 5% of the Company's issued capital), the Designated Officer must also notify the ASX within two business days of the change.

### **6.3 Notification**

Directors of the Company who deal in the Company's Securities must notify the ASX Compliance Officer immediately of that dealing to ensure compliance with the notification requirements under ASX Listing Rule 3.19.

## **7 Short-Term Trading in Company Securities**

### **7.1 General prohibition**

Company Personnel are encouraged to be long-term holders of Company Securities. Consequently, it is contrary to the Policy for Company Personnel to be engaged in short-term trading of the Company's Securities. This means that Company Personnel (and entities controlled by, or associated with, Company Personnel) must not buy and sell (or sell and buy) Company Securities within a three month period, or enter into any arrangement to do so without prior permission.

### **7.2 Employee equity incentive schemes**

This prohibition does not restrict the vesting or exercise of options over or rights to Company Securities under an employee equity incentive scheme and the subsequent sale of the underlying Company shares at any time thereafter.

## **8 Prohibition on Hedging of Unvested Company Securities**

Company Personnel are prohibited from entering into any transaction or arrangement, including by way of derivatives, hedges or similar financial products, which limit the economic risk of holding unvested entitlements in Company Securities allocated under a Company incentive scheme.

## **9 Margin Loans over Company Securities**

Designated Officers are prohibited from entering into arrangements giving a third party the right to require them to sell Company Securities (eg, margin loans). This prohibition extends to a Designated Officer's Connected Persons.

## **10 Record Keeping**

The Company Secretary will maintain a record of all applications for applications for permissions and approvals to trade made in accordance with this policy, and decisions in response to such applications

## **11 Definitions**

For the purposes of this Policy, the following terms have the meaning set out below:

**ASX** means the Australian Securities Exchange.

**Australian Corporations Act** means the *Corporations Act 2001* (Cth).

**Blackout Period** means the periods defined in section 4.2.

**Chairman** means the person who from time to time occupies the position of Chairman of the Company.

**Company Group Member** means the Company or any of its subsidiaries.

**Company Personnel** means each director, officer and employee of a Company Group Member, and each contractor and consultant to a Company Group Member whose terms of engagement apply this Policy to them, and **Company Person** has a corresponding meaning.

**Company Secretary** means the person who from time to time occupies the position of Company Secretary of the Company.

**Connected Person** means, in relation to a Designated Officer:

- (a) an immediate family member (for example, a partner, spouse, child or parent) of the Designated Officer;
- (b) a company, trust or other entity (including any superannuation fund) that is controlled by the Designated Officer or any immediate family member of the of Designated Officer; and
- (c) the trustee of a trust or other fiduciary arrangement (including any superannuation fund) of which the Designated Officer or any immediate family member of the of Designated Officer is a beneficiary.

**deal** includes:

- (a) buying and selling;
- (b) procuring another person to buy or sell;
- (c) transferring or accepting a transfer;
- (d) entering into or closing out; or
- (e) the entry into any agreement to do any of the above things.

**Designated Officer** means:

- (a) each director of the Company;
- (b) the Chief Executive Officer of the Company;
- (c) the Chief Financial Officer of the Company;
- (d) the Company Secretary of the Company;
- (e) any other Company Person designated as a member of the Company's 'Key Management Personnel' (as that term is defined in the ASX Listing Rules), as notified to such Company Person by the Company Secretary of the Company from time to time; and
- (f) any other Company Person designated by the Chief Financial Officer of the Company or the Company Secretary of the Company (and notified by them to such Company Person) from time to time.

**Securities** includes shares, units, options, rights and other interests considered to be securities for the purposes of the Australian Corporations Act.

## 12 Currency and Review of the Policy

This Policy was adopted by the Board on 12 November 2015.

The Company will review this policy regularly and update it as legislative requirements change and best practice on securities dealing issues evolves. Any amendments to the policy will be approved by the Board and communicated by the ASX Communications Officer or the Chief Executive Officer to all employees.