



## Securities Trading by Intermoco Directors and Employees

### 1. Background

As required by law, Intermoco directors and employees who possess price sensitive information about Intermoco, which has not been released generally, are prohibited from trading Intermoco shares, or communicating that information to others.

This document provides a set of rules which must be adhered to by directors and employees in their dealings with Intermoco shares and options. The rules are designed to prevent breaches of the insider trading provisions of the Corporations Act. Ultimately it is the responsibility of each director and employee, to ensure that none of his or her dealings could constitute insider trading.

### 2. Insider Trading Prohibition

#### 2.1 The nature of Prohibition

Section 1043A of the Corporations Act makes it an offence for a person to undertake insider trading. A person in possession of information that is not generally available, but which if it were made public, might materially impact the price or value of Intermoco shares must not:

- trade in Intermoco shares (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things); or
- procure another person to trade in Intermoco shares.

It is irrelevant how or in what capacity the person came into possession of the information.

It is also an offence to cause others to trade. Causing others to trade means to incite, induce, encourage or tip off another person, with the knowledge that the person could deal in Intermoco shares. Accordingly, the effect of this section cannot be avoided by simply getting another person to deal on your behalf.

There are severe penalties for insider trading. Maximum penalty for an individual is \$200,000 or 5 years in imprisonment, or both, or \$1 million for a company. Any profits derived from insider trading have to be paid back.

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## 2.2 Relevant Information

The prohibition referred to in this clause refers to unpublished information which, if generally available, might materially impact on the share price. Intermoco publishes information to the market by releasing announcements through the ASX Company Announcements Platform.

“Information” includes matters of supposition or speculation and matters relating to the intentions or likely intentions of a person.

The following list, which is not exhaustive, indicates information which is or may be price sensitive. (Where there is any doubt the Company Secretary should be contacted.)

- Proposed changes in Intermoco’s capital structure including share issues;
- Information on Intermoco’s financial results;
- A material acquisition, divestment or realisation of assets;
- Proposed events which could have a material impact on profits (both negatively and positively);
- Changes to the Board;
- Proposed changes to the nature of the business;
- Any information required to be announced to the market pursuant to Listing Rule 3.1, and
- Notifications to the Company by shareholders acquiring or modifying holdings in excess of 5%.

## 3. Dealings in Intermoco Shares

### 3.1 Closed Periods

Directors and employees are prohibited from dealing in any Securities during a Closed Period. A Closed Period is:

- the period commencing from the full year balance date, normally June 30th of each year, and ending on release of the announcement of the company’s annual results; and
- the period commencing from the half year balance date, normally December 31<sup>st</sup> of each year, and ending on release of the Company’s half-yearly report.

### 3.2 Notification prior to dealing

Prior to dealing in Intermoco shares an employee must:

- Complete Part A of the Dealing Notification Form (Attachment A) and forward to the Company Secretary, and
- Confirm with the Company Secretary or Managing Director that they are prepared to sign Part B of the Form.

A director must not deal in Intermoco shares without first consulting with the Company Secretary or Managing Director and gaining their consent to the dealing.

Notification of an intention to deal in Intermoco shares does not constitute approval by or on behalf of Intermoco. It is the responsibility of the Company Secretary or the Managing Director on receiving a Dealing Notification to consider the circumstances of the employee and to complete Part B of the form or direct the employee that the dealing should not be undertaken.

### **3.3 Prohibition in dealing while in possession of relevant information**

Notwithstanding anything in this Policy an employee or director must not deal in Intermoco shares:

- at any time when he or she is in possession of unpublished information which, if generally available, might materially impact on the share price, and
- on the day the public announcement is made in relation to that matter.

### **3.4 Short term dealing**

Employees and directors are encouraged not to deal in Intermoco shares if those transactions could be regarded to be of a “short term” nature

### **3.5 Special approval to deal during the Non Trading Periods**

If there are exceptional circumstances, for example a pressing financial commitment, approval to deal during the Non Trading Period may be given by:

- the Managing Director to an employee;
- the Chairman to a director, and
- the Managing Director and Chairman of the Audit Committee to the Chairman.

Approval must be obtained in advance of the dealing.

### **3.5 Director's Responsibility**

Under Listing Rule 3.19A, directors are required to provide details of all changes to their interest in Intermoco shares registered in the name of the director or held on behalf of the director, either directly or indirectly.

Any change must be notified no later than three business days after the change has occurred.

### **3.6 Related Parties and Relevant Interests**

The restrictions on dealings by an employee or director are equally applicable to any dealings:

- a) by their spouse or defacto spouse;
- b) by or on behalf of any dependant under 18 years of age, and
- c) any other dealings in which, for the purposes of the Corporations Act, he or she is to be treated as interested. For example, if an employee or director is a trustee of a trust and is also a beneficiary of the trust.

### **3.7 Compliance**

A copy of this policy is to be distributed to all employees and directors (current and future) and will be placed on the Intermoco intranet. Induction procedures for new employees and directors must require provision of a copy of this policy.

The Managing Director will ensure that the insider trading restrictions covered by this policy are drawn to the attention of employees and directors at least annually. The Audit Committee will review Intermoco's compliance with the procedures of this policy.

### **3.8 Breaches of Policy**

Employees are expected to strictly comply with this dealing policy and breaches will be subject to disciplinary action, up to and including dismissal.



## Attachment A – Intermoco Limited Share Dealing Notification

### Part A For Completion by Employee

<b>Name</b>
<b>Number of Shares</b>
<b>Transaction Description</b>
<b>Proposed Date of Transaction</b>
I confirm that: <ul style="list-style-type: none"><li>• I am not in possession of any unpublished information which, if generally available, might materially impact the value of Intermoco shares, and</li><li>• The transaction in Intermoco shares detailed above does not contravene the Dealing Rules of Intermoco.</li></ul> <p><b>Signed:</b> .....</p> <p><b>Date:</b> .....</p>

### Part B For Completion by Company Secretary or Managing Director

I confirm that I am not aware of any circumstances pursuant to which the employee named above is or is likely to be in possession of unpublished information which, if generally available, might materially affect the price or value of Intermoco shares.  <b>Name:</b> .....  <b>Title:</b> .....  <b>Signature:</b> .....  <b>Date:</b> .....
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