

# goFARM Asset Management Pty Ltd

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## Securities Dealing Policy

ACN:625 505 455

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# 1 Introduction

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## 1.1 Purpose

This policy is intended to:

- (a) outline goFARM AM's approach to meeting its requirements relating to trading securities in the REIT; and
- (b) raise awareness among Employees and Directors to minimise any potential for breach of the insider trading prohibition in the Act; and
- (c) provide guidance to Employees and Directors on trading in Securities.

## 1.2 Key terms

For the purpose of this policy,

- (a) **Inside Information** means information that is not generally available and, if it were available, a reasonable person would expect it to have a material effect on the price of Securities or be likely to influence investors in deciding whether to trade in Securities. Examples of Inside Information include:
  - (i) profit forecasts;
  - (ii) major asset purchases or sales;
  - (iii) capital expenditure;
  - (iv) borrowings;
  - (v) significant changes in operations;
  - (vi) impending mergers and acquisitions;
  - (vii) management restructuring; and
  - (viii) revenue figures.

Please note: information is considered to be generally available where the information is made known in a manner that would, or would be likely to, bring it to the attention of people who commonly invest in Securities or financial products similar to the Securities.

- (b) **Securities** include:
  - (i) any unit in the REIT;
  - (ii) any option over an unissued unit or other interest in the REIT; and
  - (iii) a renounceable or non-renounceable right to subscribe for a unit or other interest in the REIT,

and any underlying share or security owned by the REIT.

This policy ought to be read with these definitions at front of mind. Other capitalised terms in this policy are defined in the Glossary.

### 1.3 Obligations

The Responsible Entity (and goFARM AM staff as key management personnel in relation to the REIT) must not breach the prohibition on insider trading under Division 3 of Part 7.10 of the Act. The primary prohibition is section 1043A of the Act.

### 1.4 Application

As REIT manager with broad responsibilities, goFARM AM staff are likely to be “key management personnel” under the Listing Rules.

All Employees and Directors (as separately defined in the Glossary) must be familiar with and follow this policy and the procedures set out in it.

### 1.5 Review

The Compliance Manager must undertake an annual review of this policy and provide a report to the Board outlining any issues, together with any amendments and recommendations to this policy for approval by the Board.

### 1.6 Approval

This policy has been approved by the Board.

## 2 Restrictions

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### 2.1 Insider trading

Consistent with the Act, all Directors and Employees **must not in any circumstance** trade in Securities **at any time** if they are in possession of Inside Information regarding the REIT **whether or not a Trading Window is current** (refer to part 3 (“Permitted Dealings”)).

This prohibition means that, if in possession of Inside Information, Directors and Employees, and goFARM AM entities **must not**:

- (a) trade in Securities;
- (b) procure someone else to trade in Securities, which includes inducing or encouraging those third parties to trade; and
- (c) directly or indirectly communicate the Inside Information to a third party where that person knows, or ought to reasonably know, that the third party would be likely to trade or procure someone else to trade in Securities.

The prohibition extends to trading by Directors and Employees where they use nominees, agents, Family Members, a company, or a trust, i.e. a **Director or Employee can still be guilty of insider trading even though they are not the actual person who bought or sold the Securities.**

It also does not matter how or where the person obtained the information – it does not have to be from goFARM AM to constitute Inside Information

## **2.2 Third parties**

Directors and Employees must not trade in Securities in a company or trust with which goFARM AM is transacting, or in which goFARM AM has an interest, where the Director or Employee acquires Inside Information about that company or trust in the course of their service or employment with goFARM AM.

When trading with advisers and contractors, it is important that Directors and Employees seek to ensure confidentiality is maintained if and when these third parties may acquire Inside Information. Where practicable, this will be achieved by including a confidentiality clause in the agreement with the third party, or entering into a separate confidentiality agreement with that party.

If, however, an adviser or contractor of goFARM AM (including professional services providers) trades in Securities while in possession of Inside Information, this may result in the termination of their working relationship with goFARM AM, despite the existence of, or lack of, a confidentiality agreement.

## **2.3 No short-term trading of Securities**

Directors and Employees must not engage in short-term trading of Securities (i.e. acquiring Securities and disposing of them within four weeks or less from the date of acquisition),

## **2.4 Margin Loans**

Directors and Employees must not seek to, or enter into any type of margin loan arrangement in respect of Securities, whether on a standalone basis, or as part of an investment portfolio.

## **2.5 Hedging of Securities**

Directors and Employees must not enter into, or seek to enter into, any type of transactions or arrangements that would hedge the exposure to movements in the price of unvested Securities or Securities that remain subject to a holding lock.

In relation to vested Securities, Directors and Employees are only permitted **to buy** a derivative position. Directors and Employees **must not sell** a derivative position. As an example, Directors and Employees may enter into a contract to buy a put or a call option, but must not enter into contract to sell a put or a call option. Transactions occurring as a result of the exercise of options are only to be conducted during the Trading Windows.

Under this Policy, hedging arrangements will be permitted only when they are in the control of the Director or Employee, rather than those that are in the control of any third party. In taking out such approved positions, Directors and Employees must observe the requirements of this Policy at all times.

# **3 Permitted trades**

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## **3.1 Trading in Securities**

Subject at all times to not being in possession of Inside Information, Directors and Employees can only trade in Securities during the Trading Windows, subject to the notification and approval procedures set out below.

## 3.2 Trading Windows

Directors and Employees may only trade in Securities:

- (a) for the period beginning the day after the announcement of the REIT's half year results until and including 31 May;
- (b) for the period beginning the day after the announcement of the REIT's annual results until and including 30 September; and
- (c) from the day after the Annual General Meeting of Securityholders (AGM) until and including 14 days after the date of the Annual General Meeting of Securityholders.

**goFARM AM may declare additional trading windows or trading blackouts in Securities at any time at its absolute discretion and without prior notice if considered necessary by the Directors.**

Trading Windows will operate automatically at the times described above. The Compliance Manger or Chief Operating Officer will notify Directors and Employees by e-mail when a Trading Window commences or closes and will include a reminder that trading in Securities at any time other than within the Trading Windows will result in a breach of this policy.

No Trading in Securities may occur at any time other than within the Trading Windows without special leave being granted by the Board. Leave will ordinarily only be granted in situations of financial hardship and only if the person involved is not in possession of Inside Information.

## 4 Notifications, reporting and conduct of dealings

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### 4.1 Notification and consent to trade

When permitted to trade in accordance with this policy, consent must be obtained for trading no later than the day of the proposed trade, from:

- (a) for Employees: from the Managing Director or the Board;
- (b) for Directors: from the Chair; and
- (c) for the Chair: from the non-executive Directors.

Employees and Directors should not complete the proposed trade until consent is given by the relevant person. Directors must advise the Compliance Manager in writing of the proposed trade, and the proposed date of settlement of the trade.

Consent may be given in writing or verbally. If consent is given verbally it must be followed by a written confirmation to the relevant person as soon as possible with a copy to the Compliance Manager and the Chief Operating Officer. Once consent has been obtained, a trade must be completed within five business days' of the date of consent. If this does not occur, then a new consent must be obtained.

Consent will not be given if there is any possibility that this policy could be breached or that the trade could be perceived as being conducted in breach of this policy. In particular, consent may not be given when management accounts are available at a time other than during a Trading Window.

No reason is required to be given for the grant or refusal of consent to trade in Securities.

#### **4.2 Notification of change in director's interest**

If a person is a director, they must ensure that an Appendix 3Y Change of Directors' Interest Notice is completed and provided to the Compliance Manager within 2 business days after completion of any trade in Securities.

The Compliance Manager must provide the Appendix 3Y notice to ASX within 5 business days after the transaction's commencement.

#### **4.3 Financial hardship**

If a person requires special leave to trade at any time other than during a Trading Window, or to engage in short term trading due to financial hardship or similar circumstances, he/she must request leave to trade from the following persons:

- (a) for Employees, from the Managing Director or the Board;
- (b) for a Director, from the Chair;
- (c) for the Chair, from the non-executive Directors.

Requests are to be made via the Compliance Manager and the trade must not be completed until written authorisation is given to the relevant person by the Managing Director, Chair or the relevant Director, as required. A copy of the authorisation is also to be provided to the Compliance Manager.

#### **4.4 Recording and reporting of completed trades**

All trades must be notified to the Chief Operating Officer. The Compliance Manager will maintain records of Employee and Director trading.

Directors must also inform the Chair, Managing Director and/or the Compliance Manager of any 'margin loans' or similar arrangements taken by them over Securities. The Board will decide whether disclosure is required in relation to margin loans taken by Director/s. In certain circumstances the existence of 'margin loans' or similar arrangements financing the holding of Securities may constitute material price sensitive information.

#### **4.5 Takeovers and schemes of arrangements**

The restrictions in this policy do not prevent a Director or an Employee from accepting a takeover bid or from selling Securities under a scheme of arrangement in respect of the REIT.

### **5 Breaches**

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Breaches of this policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Director or Employee. In serious cases, such action may include dismissal or removal from office. Any Director or Employee who becomes aware of a violation of this policy should immediately report the violation to the Compliance Manager.



It should also be noted that, in some circumstances, goFARM AM or the Responsible Entity may be obliged to notify regulatory and/or criminal authorities of a serious breach of this policy. Insider trading is a crime and can result in a combination of:

- (a) criminal penalties - punishable by substantial fines, imprisonment or both and goFARM AM may also be liable;
- (b) civil penalties - where a court can impose substantial fines, and order compensation be paid to persons suffering related loss or damage and impose banning orders prohibiting participation in the management of a corporation.

## 6 Distribution of policy

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Directors will be provided with a copy of this policy upon appointment.

Employees will receive a copy of the policy upon employment.

A full copy of the policy will be placed in the governance section of the REIT's website.

## 7 Glossary

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For the purpose of this policy the following definitions apply:

- (a) **Act** means Corporations Act 2001 (Cth);
- (b) **Board** means the board of directors of goFARM AM;
- (c) **Compliance Manager** means the person who holds the position of Compliance Manager of goFARM AM, from time to time;
- (d) **Chief Operating Officer** means the person who holds the position of Chief Operating Officer of goFARM AM, from time to time;
- (e) **Chair or Chairperson** means the chairperson of the Board;
- (f) **Directors** means directors and any alternate directors of goFARM AM and its Related Bodies Corporate;
- (g) **Family Members** means spouse, de-facto spouse, children, siblings, parents and those who live in the same dwelling;
- (h) **goFARM AM** means goFARM AM Asset Management Pty Ltd ACN 625 505 455;
- (i) **Employee** means:
  - (i) any employee or prospective employee:
    - (A) of goFARM AM; or

- (B) of Costa Asset Services Pty Ltd (ACN 158 946 395) which provides certain staff to provide services to goFARM AM under various Shared Services Agreements effective 28 June 2018; and
    - (C) of goFARM Australia Pty Ltd (ACN 600 232 111) which provides services to goFARM AM under the Shared Services Agreement effective 28 June 2018; and
  - (ii) all directors and officers of goFARM AM;
  - (j) **Inside Information** has the meaning given at paragraph 1.2(a);
  - (k) **REIT** means the Vitalharvest Freehold Trust ARSN 626 537 362;
  - (l) **Related Body Corporate** has the meaning given to it in section 9 of the Act;
  - (m) **Responsible Entity** means the Trust Company (RE Services) Australia Limited ABN 45 003 278 831;
  - (n) **Securities** has the meaning given in paragraph 1.2(b);
  - (o) **Trade (and Trading)** includes:
    - (i) buying or selling;
    - (ii) exercising or executing any financial instruments (including options);
    - (iii) agreeing to buy or sell;
    - (iv) procuring another person to buy or sell; or
    - (v) communicating (directly or indirectly) information that, if it were generally known, would be likely to cause another person to buy or sell.
- Trading does not include transfers of Securities to or from a superannuation fund in which the Employee or Director is a beneficiary, where the Employee or Director does not exercise any influence or discretion over trading by, and the trading policy of, that fund; and
- (p) **Trading Windows** are periods set out paragraph 3.2 during which a Director and/or Employee may trade in Securities.

## 8 Document control

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This table details the current and any previous versions of this document, including descriptions of key changes between versions (latest version is always shown on top):

Version	Date	Description	Reviewed by	Key Changes
1.0	17 July 2018	Draft Securities Dealing Policy	Bluestone Legal	Document Creation