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# Securities Trading Policy

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**Adopted by:**

**Infigen Energy Limited  
Infigen Energy (Bermuda) Limited  
Infigen Energy RE Limited in its capacity as  
Responsible Entity of Infigen Energy Trust**

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# **SECURITIES TRADING POLICY**

## **1. BACKGROUND**

Infigen Energy is listed on the Australian Securities Exchange (**ASX**). Infigen is a triple stapled structure whereby a unit in Infigen Energy Trust (**IET**) is stapled to one share in Infigen Energy Limited (**IEL**) and one share in Infigen Energy (Bermuda) Limited (**IEBL**) so that none of the securities (unit and shares) can be dealt with separately.

Infigen Energy RE Limited (**IERL**) is the responsible entity of IET. IEL, IEBL, IET and their respective subsidiary entities form the Infigen Energy Group (**Infigen**). The Boards of IEL, IEBL and IERL are collectively referred to as the '**IFN Boards**'.

Infigen is committed to responsible corporate governance and has endorsed this Securities Trading Policy as part of its corporate governance framework.

### **Definitions**

For the purposes of this policy:

**"Designated Persons"** includes Directors, officers and employees of Infigen, as well as the other persons identified in section 6 of this policy.

**"Electricity-Related Instruments" (ERIs)** include all instruments, certificates or other products capable of being traded in association with electricity production, such as but not limited to Large-scale Generation Certificates (**LGCs**), Small-scale Technology Certificates, and related derivative instruments, but excludes securities issued by an entity involved in electricity production.

**"IFN Securities"** are any listed or unlisted class of share, unit, performance right, option, share appreciation right, convertible note, bond, warrant or other derivative instrument in respect to IEL, IEBL, IET and their respective subsidiary entities, on issue from time to time;

**"Insider Trading"**, in relation to this policy, refers to dealing in IFN Securities whilst in possession of price sensitive information concerning IFN Securities, as well as the other circumstances referred to in section 5 of this policy.

**"Key Management Personnel"**, in relation to Accounting Standards and this policy, are those persons having authority and responsibility for planning, directing and controlling the activities of Infigen, directly or indirectly.

**"Price sensitive information"**, in relation to this policy, means information which is not generally available and, if made generally available, is likely to have an effect on the price or value of IFN Securities. Refer section 4 of this policy.

**"trade", "trading", "deal" or "dealing"** refers to the buying, selling, transferring, or otherwise acquiring or disposing of an interest in Securities.

## 2. PURPOSE OF THIS POLICY

The purpose of this policy is to:

- (a) ensure Directors, officers and other employees of Infigen are aware of their responsibilities when they are in possession of *price sensitive information* (refer section 4);
- (b) assist Directors, officers and employees to avoid *insider trading* (refer section 5);
- (c) protect Infigen against damage to its reputation where it has been alleged that Directors, officers or others may have been trading in IFN Securities when in possession of price sensitive information; and
- (d) assist Infigen to meet its legal obligations.

### IFN Securities

Directors, officers and employees of Infigen are encouraged to be long-term holders of IFN Securities. However, they need to exercise care when dealing in IFN Securities as they are more likely to possess confidential information about Infigen which could give them an advantage as compared with other Infigen securityholders in forming judgements about the performance of IFN Securities.

### Electricity-Related Instruments

Infigen obtains certain ERIs (eg. LGCs) via generating electricity from renewable energy sources. Infigen manages its inventory of ERIs by trading these regularly. **Designated Persons are prohibited from dealing in ERIs for their own account.** This is predominantly due to the potential that they may, either knowingly or unknowingly, trade in ERIs with the benefit of confidential information relating to Infigen's actual or intended trading in ERIs. This could result in reputational and other adverse consequences for Infigen and the Designated Person.

## 3. SOURCE OF LEGAL OBLIGATIONS

The sources of legal obligations necessitating this policy include:

- (a) the ASX Listing Rules which govern trading in IFN Securities; and
- (b) the *Corporations Act 2001 (Cth)* (**Corporations Act**), which prohibits insider trading.

## 4. PRICE SENSITIVE INFORMATION

In this policy the term '**price sensitive information**' means information which:

- (a) is not *generally available*; and
- (b) if made *generally available*, is likely to have an effect on the price or value of IFN Securities.

The term '**generally available**' means information that has been disclosed to the market via the ASX under Infigen's continuous disclosure obligations or information that has otherwise been made public.

Whether information is likely to have an effect on the price or value of IFN Securities is judged by whether it would affect a reasonable investor's investment decision.

Such information may include matters of supposition, matters that are insufficiently definite to warrant being made known to the public, and matters relating to the likely intentions of Infigen.

In relation to IFN Securities, examples of possible price sensitive information include, but are not limited to:

- (a) the financial performance of Infigen;
- (b) entry into or termination of a material contract by Infigen, such as a major new development;
- (c) a material acquisition or sale of assets by Infigen;
- (d) an actual or proposed takeover or merger by/of Infigen;
- (e) an actual or proposed change to the capital structure of Infigen;
- (f) a proposed distribution or a change in distribution policy of Infigen; and
- (g) a material claim against Infigen or other unexpected material liability.

In relation to ERIs, examples of possible price sensitive information may include the number of LGCs held by Infigen (if not publicly disclosed), Infigen's strategy for trading ERIs, and any intention or likely intention by Infigen to trade in ERIs.

## **5. PROHIBITION OF INSIDER TRADING – CORPORATIONS ACT**

Under the Corporations Act, all persons who possess price sensitive information about a respective security:

- (a) are prohibited from trading in that respective security; and
- (b) are prohibited from communicating that information to others.

If a person has price sensitive information, it is illegal to:

- (i) buy, sell or otherwise deal in the respective securities;
- (ii) advise, procure or encourage another person (for example, a family member, a friend, a family company or trust) to buy or sell the respective securities; or
- (iii) pass on that information to any other person, if you know or ought reasonably to know that the person may use the information to buy or sell (or procure another person to buy or sell) the respective securities.

The overriding principle of this policy is that no person may act in breach of the Corporations Act as outlined above.

## **6. DESIGNATED PERSONS**

For the purpose of this policy, certain people are deemed to possess price sensitive information by virtue of their position in, or relationship to, Infigen.

In relation to IFN Securities, unless a specific trading window is open (refer section 8 of this policy), such Designated Persons are restricted from trading in IFN Securities, whether or not they are in possession of price sensitive information.

As stated in section 2 of this policy, Designated Persons are prohibited from trading in ERIs due to the potential reputational and other adverse consequences for Infigen and the Designated Person.

**'Designated Persons'** include:

- (a) a Director, Company Secretary or other officer of Infigen;
- (b) all employees of Infigen;
- (c) any contractor who through their work or otherwise, becomes aware of price sensitive information concerning Infigen, not generally available to the public; and
- (d) in relation to the persons identified in (a)–(c) above, the following people are also deemed to be Designated Persons:
  - (i) their spouse, de facto partner or other immediate family who are financially dependant;
  - (ii) any of their children (including step-children) under the age of 18 years;
  - (iii) their nominee, including an investment manager managing funds on their behalf;
  - (iv) their employees or consultants;
  - (v) a trust of which they, any member of their family, or family controlled company are a trustee or beneficiary;
  - (vi) a person in partnership with them or any of their connected persons mentioned in (i)–(iv) above;
  - (vii) a company which they or their family control; or
  - (vi) a company in which they or their spouse or de facto partner is a Director.

## **7. MARGIN LOANS**

Directors and employees of Infigen are prohibited from holding a margin loan against IFN Securities or otherwise using their IFN Securities as collateral against any other type of loan.

This policy aims to avoid circumstances where Directors and employees utilising such loans may potentially find themselves in a situation where they are contractually required to deal in IFN Securities whilst they are in possession of price information concerning IFN Securities or otherwise in breach of the trading restrictions concerning IFN Securities within this policy.

Acknowledging the restrictiveness of this prohibition, the IFN Boards have determined that the potential negative legal and reputational consequences on Directors, employees and Infigen outweigh the limitations placed on individuals in managing their personal finances.

### **Transition Period**

For new or current Directors or employees utilising margin loans against their IFN Securities or otherwise using their IFN Securities as collateral against any other type of loan, at or after the time of being notified of the implementation of the prohibition on such loans as stated in this policy, the Director or employee must:

- (a) declare to the Company Secretary the existence of such loan arrangements associated with IFN Securities immediately; and
- (b) take all reasonable steps to remove such loan arrangements associated with IFN Securities within 90 days.

An extension of time to remove either a margin loan against IFN Securities or where IFN Securities are being used as collateral against a loan, up to a maximum of 6 months, may be granted by the Managing Director or Chairman (or in the case of the Chairman, the Board).

## **8. RESTRICTION ON TRADING IN IFN SECURITIES**

Designated Persons may only trade in IFN Securities during specific trading windows. However, Designated Persons:

- (a) may not trade in IFN Securities during a trading window if they are in possession of price sensitive information; and
- (b) may not sell IFN Securities if they acquired those IFN Securities within 3 months of the proposed sale date (excluding any IFN Securities received in relation to any employee share plan which applies to Infigen employees).

In exceptional circumstances, Designated Persons may seek written approval from the Chairman (or, in the case of the Chairman, the permission of the IFN Boards) to trade in IFN Securities outside the requirements of this policy. Permission will ordinarily only be granted in situations of financial hardship or passive dealings in IFN Securities (such as trades compelled by law and that are not able to be otherwise deferred until an approved trading window) and only in the event that the Chairman (or in the case of the Chairman, the Board) is satisfied that the person involved is not in possession of price sensitive information and there is no other reasonable course of action available to the Designated Person. Any such permission granted may be subject to conditions, including setting a specified period in which the approval must be actioned.

Designated Persons are to hold any IFN Securities under their personal control such that a third party managing those IFN Securities cannot unintentionally or otherwise deal in those IFN Securities on behalf of the Designated Person.

Requests for permission to deal in IFN Securities relying on exceptional circumstances as stated above should be made through the Company Secretary. Designated Persons must immediately notify any dealing in IFN Securities compelled by law to the Company Secretary.

### **Trading windows**

All trading windows for IFN Securities are at the discretion of the IFN Boards. However, generally trading windows will be opened:

- (a) for a period of up to 8 weeks following the public release by Infigen of its annual and half yearly financial results to the ASX (commencing on the second trading day after, and ending up to 8 weeks following, the day of such release);
- (b) for a period commencing on the second trading day following lodgement of Infigen's Annual Report with the ASX and continuing for up to one month after the holding of Infigen's Annual General Meeting; and
- (c) during the offer period (for so long as it remains open) under any publicly available offer documents issued by the entity offering IFN Securities.

The IFN Boards at their discretion may designate additional trading windows in relation to IFN Securities.

The trading windows for IFN Securities will not automatically be opened at the times described above. Directors and employees of Infigen will be notified by email when a trading window is opened or closed. If the IFN Boards determine to open a general trading window for Designated Persons, but place restrictions prohibiting trading in IFN Securities on a specified subset of Designated Persons, then the trading window will be deemed to have remained closed for those specified persons and will not open until the relevant restrictions have been removed.

Notwithstanding the time periods described above, a trading window may be closed at any time and without prior notice.

## **Restrictions on speculative dealing**

Unless approval is given by the IFN Boards (or their delegate), Designated Persons must not enter into any arrangements that:

- (a) amount to “short-selling” of IFN Securities (or an interest in IFN Securities);
- (b) operate for the purpose of hedging, or otherwise limiting or reducing the economic exposure to a person’s holdings of vested or unvested IFN Securities, options over IFN Securities, or performance rights associated with IFN Securities; or
- (c) otherwise enable a person to profit from or limit the economic risk of a decrease in the market price of IFN Securities.

Designated Persons are reminded that speculative trading is done at the risk of the individual. Early closing of trading windows and/or the possession of price sensitive information can restrict an individual’s ability to close out or settle a derivative transaction.

## **9. TRADING IN SECURITIES OF OTHER COMPANIES**

Designated Persons should be careful when dealing in securities of another company (in the energy sector in particular) if there is any indication or other such awareness held by Designated Persons that Infigen has, or is seeking to establish, a commercial relationship with such company, where that relationship may have a material effect on the security price of that company.

Designated Persons should not deal in that company’s securities at any time while they are in possession of price sensitive information in respect of that company. This is especially so when they are aware that any such company is the subject of an unannounced significant commercial transaction. This applies particularly to development partners and major suppliers of Infigen.

## **10. NOTIFICATION AND REPORTING**

### **Notification of intention to trade – Key Management Personnel**

When permitted to trade in IFN Securities in accordance with this policy, Directors and those employees who are identified as Key Management Personnel (including the related and closely connected parties identified in section 6(d)), must provide at least 2 trading days’ (or such shorter period as may be approved by the Chairman) prior notification of any proposed dealing to the Company Secretary (or his or her designate). Unless otherwise determined by the Chairman, the Company Secretary will arrange for that prior notice of intention to trade to be sent to the Managing Director or Chairman (or, in the case of notice by the Chairman, to the IFN Boards).

The notification must include:

- whether the proposed transaction is to buy or sell and the maximum number of IFN Securities that are intended to be dealt;
- for dealing in any instruments over IFN Securities, such as non-prohibited derivatives, full details of any transaction or instrument which is proposed to be dealt, including the number of underlying relevant IFN Securities affected and (if relevant) the assumed price of the instrument for the purpose of the dealing; and
- a confirmation by the Director or Key Management Personnel that he or she is not in possession of any price sensitive information which, if generally available, may materially affect the price or value of IFN Securities, and that the proposed dealing does not contravene this policy or, to his or her knowledge, any laws.

Employees who are unsure whether they are a member of the Key Management Personnel should contact the Company Secretary.

Following notification of a proposed dealing in IFN Securities, Directors and Key Management Personnel may not undertake that proposed dealing where they have been subsequently notified by the Chairman, Managing Director or Company Secretary within the 2 trading day notification period that they may not undertake the proposed dealing or any variation relating to the proposed dealing. If no subsequent notification is received from the Chairman, Managing Director or Company Secretary prior to the completion of the 2 trading day notification period (or after the notification period, but prior to undertaking the trade), then the Director or Key Management Personnel may undertake the trade as proposed, provided they are also complying with the other requirements of this policy and the law.

### **Notification of intention to trade – non-Key Management Personnel**

The Chairman or Managing Director may impose additional conditions on trading in IFN Securities, including requiring other employees of Infigen (non-Key Management Personnel) to comply with certain notification procedures similar to Directors and Key Management Personnel. Employees of Infigen will be notified by email of any additional conditions imposed.

### **Distribution Reinvestment Plan / Employee Share Plan**

In relation to IFN Securities, no notification is required for transactions under any Distribution Reinvestment Plan (**DRP**) or employee share plan. IFN Securities may automatically vest to an employee outside an IFN Securities trading window in accordance with the rules of an employee share plan. In the case of a **DRP**, Directors and Key Management Personnel may only change their participation in the **DRP** when they are not in possession of price sensitive information and may not change that election until they are again not in possession of price sensitive information.

### **Reporting of completed trades**

Within two business days after dealing in IFN Securities, Directors and Key Management Personnel must provide notification of the transaction to the Company Secretary.

The notification must include the following:

- name of the person/entity which has undertaken the trade;
- date of trade;
- type of trade (such as sale or purchase);
- type of security involved in the trade;
- number of IFN Securities; and
- price applicable to the trade (for Directors only, for the purposes of ASX reporting).

The Corporations Act requires Directors of Infigen to give written notice to the ASX of particulars of dealings in IFN Securities within five business days. It is the responsibility of each Director to ensure they promptly notify the Company Secretary of the completed trade, who will then provide notice to the ASX.

## **11. MONITORING**

The Risk & Compliance Manager monitors trading in IFN Securities on a regular basis. As part of this monitoring, Designated Persons may be required to produce details of their dealings in IFN Securities to consider whether they are consistent with this policy. Designated Persons must maintain records sufficient to enable them to respond to any such request from the Risk & Compliance Manager for a period of 2 years.

## **12. CONSEQUENCES FOR BREACH OF THIS POLICY**

Breach of this policy by a Designated Person:

- (a) could expose that person to criminal liability (a fine or imprisonment or both) and civil liability (a financial penalty and liability for damages);
- (b) will be viewed seriously and may lead to disciplinary action, including dismissal, being taken against the relevant employee; and
- (c) may cause such persons to be liable to compensate any other person or entity (which may include Infigen) who suffers loss or damage resulting from the breach of this policy.

Any person who becomes aware of a breach of this policy should immediately report the breach to the Company Secretary or the Risk & Compliance Manager.

In some circumstances, Infigen may be obliged to notify regulatory authorities of a serious breach of this policy. Insider trading is a crime and can result in imprisonment, fines, orders to pay compensation and other penalties against Infigen, its Directors and employees.

## **13. WHO TO CONTACT**

If you are in any doubt regarding your proposed trading in IFN Securities, you should contact the Company Secretary or the Risk & Compliance Manager.

## **14. REVIEW OF THIS POLICY**

The Risk & Compliance Manager will be responsible for keeping this policy under review and for liaising with the Company Secretary to ensure it is updated as circumstances warrant. A formal review of this policy will take place at least every two years.

The IFN Boards will be responsible for approving this policy and any material changes.