



Greencross Vets

Policy title	SHARE TRADING POLICY		
Version & number	2.1	Effective date	21 December 2010

1. Introduction

The ordinary shares of Greencross Limited ("GXL") are listed on the ASX. GXL aims to achieve the highest possible standards of corporate conduct and governance.

The purpose of this share trading policy is to ensure that Key Management Personnel (as defined in Section 14 of this policy) and their associates are aware of the legal restrictions in dealing in GXL's securities, options or other securities while such a person is in possession of unpublished price sensitive information concerning GXL. The policy sets out clear restrictions in relation to dealings in the securities of GXL by Key Management Personnel so that breaches of the insider trading laws do not occur and/ or confidence in GXL's investor practices is not lost.

This policy shall be distributed to all Key Management Personnel and it is the responsibility of each Key Management Personnel to comply with this policy. A breach of the law relating to insider trading can have serious consequences for the individual and the Company. Therefore, any breach of the policy may lead to disciplinary action including termination of employment.

The trading restrictions set out in this policy are additional to any provisions governing or restricting the trading of shares set out in any agreement between GXL and a Shareholder, any provisions in the GXL Employee Loan Plan, or restrictions effected by any representation made by or on behalf of a Shareholder in the Prospectus lodged by GXL ahead of its listing on the ASX. Where the provisions of an agreement between GXL and a Shareholder (or such a representation) conflict with the provisions of this policy, the most restrictive provisions will prevail.

Definitions to assist in the interpretation of this policy are set out in Section 14 of this policy.

2. Insider Trading

A Key Management Personnel (or their associates) who has inside information must not:

- (a) trade in GXL's securities;
- (b) procuring another person to trade in GXL's securities; or
- (c) communicating price sensitive information to another person who is likely to trade in GXL's securities.

A person engages in insider trading if that person deals in securities of a relevant entity while possessing information that is:

- (a) not generally available; and
- (b) that information may have a material effect on the price or value of the relevant entity's securities; and

(c) the person knows, or ought reasonably to know, that the information is not generally available and, if it were, it might have a material effect on the price or value of the entity's securities.

Information is considered to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence a person who commonly invests in securities in deciding whether or not to subscribe for, buy or sell those securities. This type of information is commonly referred to as "price sensitive information".

Insider trading is a criminal offence, punishable by substantial fines and/or imprisonment. GXL may in certain circumstances also be liable if a Key Management Personnel or their associates engages in insider trading. Insider trading may also attract civil liability, including liability to pay compensation to those who suffer loss or damage as a result of the insider trading.

3. Permitted dealing by Key Management Personnel

In addition to the insider trading laws in clause 2, Key Management Personnel (and their associates) must not deal in GXL's securities during the following **black-out periods**:

- (a) for **GXL's Half Year Results** from 1 January to (and including) the day GXL releases its half yearly results to the ASX;
- (b) for **GXL's Full Year Results** from 1 July to (and including) the day GXL releases its full yearly results to the ASX;
- (c) for any other period designated as a black-out period by the Board and advised to the Key Management Personnel.

At any time other than a black-out period, a Key Management Personnel may trade in GXL securities but only if they do not have inside information.

All other GXL staff may deal in GXL securities at any time but only if they do not have insider information.

4. Directors

If a director intends to deal in GXL securities, the director must give prior written notice (as set out in Annexure 1) of any proposed trade to the Chairman of the Board. If the Chairman of the Board intends to deal in GXL securities, prior written notice (as set out in Annexure 1) must be given to the Audit Committee Chairman.

The Chairman of the Board will provide written approval for the director to deal in GXL securities and the date of approval is to be recorded.

Dealing with GXL securities inside the black-out period or other restricted periods will only be given approval in exceptional circumstances (see clause 8 for further details on exceptional circumstances). If a director wishes to apply for approval to deal inside these restricted period, the director will still need to comply with Clause 2.

For each dealing in GXL securities, the director must subsequently advise the Chairman of the Board of the number of GXL securities bought or sold and the date the transaction took place within three days of the trade occurring.

Directors also agree to give notice of any transactions in GXL securities to the Company Secretary within three business days for the purpose of GXL providing information about a change of a director's interest notice.

5. Dealing by Other Key Management Personnel

If any Key Management Personnel, other than a director, intends to trade in GXL securities, the Key Management Personnel must give prior notice (as set out in Annexure 1) to the Managing Director. Notice must include a statement that the Key Management Personnel does not have inside information.

Dealing with GXL securities inside the black-out period or other restricted periods will only be given approval in Exceptional Circumstances. If a Key Management Personnel wishes to apply for approval to deal inside these restricted periods, the Key Management Personnel will still need to comply with Clause 2.

6. Notification of Trade

The process for notifying of an intended dealing in GXL securities, as set out in clause 5 and 6, does not provide automatic approval. If approval is given it is based on the information provided by the person intending in dealing with the GXL securities. The person intending to trade in the GXL securities is personally responsible for any decisions to trade and compliance with all applicable laws.

7. Trading Excluded from the Policy

It is noted that some Key Management Personnel may be eligible to participate in GXL's Employee Loan Plan. In these cases, GXL securities will be issued in the employees name and held in escrow in accordance with the terms and conditions of the GXL Employee Loan Plan. The restrictions on trading in GXL securities do not apply to the acceptance of any offers made under the GXL Employee Loan Plan. Furthermore, how the GXL securities can be dealt with during the escrow period is determined in accordance with the GXL Employee Loan Plan and not by this policy.

GXL securities held by Key Management Personnel upon vesting may only be traded in accordance with this policy and the terms of the applicable Employee Loan Plan, subject always to insider trading laws.

The following dealing in GXL securities by Key Management Personnel is excluded from the operation of this policy (note at all time the insider trading provisions must be complied with):

1. An undertaking to accept, or the acceptance of, a takeover offer;
2. Trading under an offer or invitation made to all or most the security holders in GXL, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equity buy-back plan, where the timing and structure of the offer has been approved by the GXL Board; and
3. Transfer of GXL securities where there is no change in the person's underlying beneficial interest in the shares.

8. Exceptional Circumstances

It is recognized that Key Management Personnel may need to deal in GXL securities during a black-out period in exceptional circumstances. Approval to deal in GXL securities during a black-out period may be granted due to the following exceptional circumstance:

1. The circumstance relates to Severe Financial Hardship or Other Exceptional Personal Circumstances or the proposed transfer is required to give effect to a court order, court enforceable undertaking or other legal or regulatory requirements;
2. The Key Management Personnel does not have inside information; and
3. Prior permission to the proposed trade during a black-out period is given.

The permission to deal with GXL securities during a black-out period must be sought no less than five business days before the proposed trade. The notice must set out the number of GXL securities to be traded, the proposed date(s) for the trade(s), the exceptional circumstances involved and the statement

confirming that the Key Management Personnel does not have inside information. The notice must be in writing which includes emails.

The Key Management Personnel must not deal in GXL securities unless and until permission for the trade has been given. The decision to grant permission is at the sole discretion of the authorizing person taking into account the exceptional circumstance involved and the purpose of the ASX Listing Rules. Permission is to be granted in writing setting out the period in which the GXL securities can be trade.

Where a Key Management Personnel has traded in GXL securities in accordance with this clause, he or she must give details of the trade to the Company Secretary within three days of the trade.

9. Policy Breaches

Any breaches of this policy must be immediately advised to the Company Secretary, who, in turn, will report the breach to the Board. A breach of the policy may lead to disciplinary action which may lead to termination of employment in serious cases.

10. Annual Compliance Statement

All Directors, and any other designated Key Management Personnel, must provide a certificate to the Company Secretary following the end of each financial year in which the officer confirms compliance with the policy (or advises of any breach of the policy).

11. Securities in Other Companies

Insider trading also applies to dealings in securities of another company if a Key Management Personnel possesses “insider information” in relation to that other company.

12. Review of Policy

The Board should review this policy annually.

13. Further Assistance

Any Key Management Personnel who is unsure of the nature of the information that they have in their possession and whether they may deal in GXL's securities, should contact the Chairperson, Managing Director or the Company Secretary.

14. Definitions

In this policy:

“ASX” means Australian Securities Exchange Limited.

“associate” of a Key Management Personnel includes a person who the Key Management Personnel proposes to act in concert with, either formally or informally including, without limitation, members of the Key Management Personnel's family and entities, such as companies and trusts, controlled by the Key Management Personnel.

“director” means an appointed GXL Director.

“dealing” includes:

- (a) any application for acquisition or disposal of any securities;
- (b) entering into an agreement to apply for, acquire or dispose of any securities; and
- (c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of securities,
- (d) but does not include a decision to participate in the GXL Share Ownership Plan.

“generally available” in relation to information, means any such information

which:

- (a) is readily observable;
- (b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

“key management personnel” means:

- (a) the Directors of GXL;
- (b) the Chief Financial Officer of GXL;
- (c) the General Manager of Operations;
- (d) the General Manager of Marketing;
- (e) all Area Managers of GXL; and
- (f) any other GXL employees who have regular access to confidential financial information relating to GXL as specified from time to time by the Managing Director.

“managing director” means GXL’s Managing Director.

“other exceptional personal circumstance” means that, in the opinion of the person authorized to permit the proposed trade, the Key Management Personnel’s circumstances are truly exceptional and the proposed sale or disposal of their GXL securities is the only reasonable course of action to overcome these circumstances.

“securities” includes, without limitation:

- (a) ordinary shares;
- (b) Employee Share Ownership;
- (c) partly paid shares;
- (d) preference shares;
- (e) hybrid securities;
- (f) debentures;
- (g) legal or equitable rights or interests in (a) to (f) above; and
- (h) any derivatives including but not limited to options in respect of any of (a) to (f) above.

“severe financial hardship” means that, in the opinion of the person authorized to permit the proposed trade, the Key Management Personnel has a pressing financial commitment and the proposed sale or disposal of their GXL securities is the only reasonable course of action to overcome these circumstances.

15. Publication

This policy will be made available on the Greencross website and lodged with the ASX in accordance with the ASX Listing Rules.

ANNEXURE 1

APPLICATION TO DEAL IN SECURITIES IN GREENCROSS LIMITED ("GXL")

Please complete this Application and forward it to the Chairperson of GXL if the Application is from a director, otherwise the Application should be sent to the Managing Director.

Name of Applicant:

Residential Address:

Office or position in GXL:

Type of transaction (Sale/Purchase/Subscription):

Number of securities that are the subject of the proposed transaction:

Class of securities that are the subject of the proposed transaction:

Will the transaction take place on the ASX:

If the transaction is not to take place on the ASX advise details of the transaction:

Likely date of the transaction:

I HEREBY ACKNOWLEDGE that I have read the GXL Share Trading Policy and my decision to deal in securities of GXL has not been made on the basis of information that:

(a) is not generally available, and

(b) would be expected by a reasonable person to have a material effect on the price or value of securities of GXL, if it was generally available.

I request the Chairman or Managing Director to approve the proposed transaction described above.

Signed by the Officer:

Date:

CHAIRPERSON (or Managing Director) CONSENT

(For completion by the Chairperson or Managing Director)

I have reviewed the contents of the attached Application and now give my consent to the proposed transaction described in the Application.

Signed by the Chairperson (or Managing Director):

Date:

[Note: If the proposed dealing is to be by the Chairperson (or an associate of the Chair), the Chairperson is required to send this application to the Chairperson of GXL Audit Committee for their consent prior to undertaking the proposed dealing].