

360 Capital Group

Personal Dealing / Share Trading Policy



1. Scope	This policy and procedure applies to 360 Capital Group Limited (the Company / 360 Capital) and its Group, including directors (Board) and employees of the Company and the Group. The Group means the Company stapled to 360 Capital Investment Trust (jointly listed on the ASX under the ticker code TGP) and all of its subsidiaries including responsible entities (Associated Entities).
2. Purpose	This policy is designed to raise awareness and minimise any potential breach of the prohibitions on insider trading contained in the Corporations Act 2001 (Cth) (Act) and to provide guidance to Officers and Employees when Dealing in Financial Product so as to minimise the chance that it may be misinterpreted as Dealing while in possession of Insider Information.
3. Objectives	The objective of this policy is to promote transparency and market confidence in 360 Capital by: a) ensuring that Officers, Key Management Personnel (KMP) and Employees of 360 Capital know their responsibilities when Dealing in Financial Products such as but not limited to 360 Capital's securities; b) specifying closed periods when 360 Capital's KMP, Employees and their Associates are prohibited from Dealing 360 Capital securities; c) defining any exceptional circumstances in which KMP, Employees and their Associates may be permitted to Deal during a Prohibited Period with prior written clearance; d) describing the procedures for obtaining prior written clearance required for c); and e) identifying any Dealings which are not subject the this policy
4. Definitions	Refer to Annexure A attached hereto
5. Restrictions on Dealing	a) KMP, Employees and their Associates are not permitted to: - o Deal in Financial Products; or - o enter into an agreement to Deal in Financial Products, where they possess information that is not generally available (Insider Information) and which a reasonable person would expect to have a Material Effect on the price or value of those securities ("price sensitive" information). b) KMP and Employees in possession of price sensitive information that is not generally available are also prohibited from: - o procuring (enticing, encouraging or persuading) any other person including but not limited to Associates and family members to Deal in those Financial Products; or - o directly or indirectly communicating the information to another person who they believe is likely to Deal in Financial Products or procure another to deal in Financial Products. c) KMP may from time to time be privy to price sensitive information that is not generally available and should ensure they do not Deal in 360 Capital's Financial Products when they possess Insider Information. An instance may be where KMP or Employees are considering matters where market disclosure is not required (ASX Listing Rule 3.1A) but where participants nevertheless possess Insider Information. Dealing in Financial Products of another entity which are affected by the Insider Information will also be in breach of insider trading provisions under the Act. d) In general, KMP and Employees will be free to Deal in Financial Products (outside Closed Periods) unless otherwise notified by 360 Capital management, however, no Dealing can occur if it involves the use of Insider Information.

6. Closed Period or Blackout Period	KMP, Employees and their Associates may not Deal in 360 Capital Financial Products between: (a) 1st January and the announcement to the ASX of half-yearly financial results; or (b) 1st July and the announcement to the ASX of annual financial results; or (c) any other Prohibited Period as determined by the Board. The company secretary may also declare a Prohibited Period if: (a) 360 Capital or its KMP and Employees have obtained information, that is, or could reasonably be regarded as Insider Information; or (b) 360 Capital is considering a matter that could be the subject of disclosure under Listing Rule 3.1A. The managing director or chief investment officer or company secretary will notify KMP and Employees of the above announcement dates and other Prohibited Periods.
7. Dealing during Closed or Prohibited Periods	7.1 Dealing will only be permitted in exceptional circumstances which will not extend beyond: ○ genuine and severe financial hardship; or ○ a court order or similar requirement; or ○ any other exceptional circumstance where Dealing in Financial Product is the only reasonable option available to resolve the circumstance. 7.2 Applications by KMP and Employees to Deal in 360 Capital Financial Products a Closed Period or other Prohibited Period must be made in writing and may only be permitted with prior written approval of the chairman of the Board, or in the case of the chairman (or if the chairman is unavailable), with written approval of another director of the Board. 7.3 Where consent to Deal is requested under exceptional circumstances, documentary evidence will be required to substantiate the application. 7.4 Exemptions to Dealing in 360 Capital Financial during Closed Period or other Prohibited Period will not be granted if it is considered that the applicant possesses Insider Information. 7.5 Where approval is granted under 7.1, trading must occur within 7 days. 7.6 The company secretary must keep records of applications to trade during Closed Periods and of clearances given under this policy
8. Clearance outside Closed or Prohibited Periods	8.1 Before Dealing in 360 Capital Financial Products during periods outside of the Closed Periods KMP and Employees must: 8.1.1 advise the company secretary in writing of their intention to Deal in 360 Capital Financial Products 8.1.2 the type of dealing (eg. margin lending or other security arrangement); 8.1.3 HIN/SRN; 8.1.4 confirm in writing that they do not hold unpublished Insider Information; and 8.1.5 have been advised by the company secretary in writing that there is no known reason to preclude Dealing in 360 Capital Financial Products. 8.2 The company secretary will advise the chairman of the Board in writing of intended approvals and transactions undertaken by directors. 8.3 The company secretary will advise the Board of transactions undertaken by KMP. 8.4 Any trading for which approval has been granted must occur within 7 days of being so advised.

	8.5 Directors are responsible for reporting to the ASX any Dealings in 360 Capital Financial Products and must provide details of the trading to the company secretary including the details of any margin lending or other security arrangement affecting the securities within 2 days of the Dealing taking place. 8.6 KMP must also notify the company secretary if a security interest affecting 360 Capital Financial Products that they own or control is created, varied or discharged and the details of the security interest
9. Other Activities Requiring Approval	Other dealings and activities by KMP and Employees that require approval prior approval by the company secretary: • acquiring 360 Capital securities with the intention of disposing of some or all of those securities within a period of less than three months from date of acquisition; • disposing of 360 Capital securities with the intention of acquiring some or all of those securities within a period of less than three months from date of acquisition; • entering into an instrument or transactions to borrow and sell 360 Capital securities with the intention of buying it back at a later date (short selling); • Creating a security interest or other financial interest, or entering into a margin loan in respect of 360 Capital; • Hedging 360 Capital securities In addition to the restrictions on hedging, the Act restricts directors and senior executives who are classified as “key management personnel” under the Act and their closely related parties from entering into an agreement if the arrangement would have the effect of limiting the exposure of that director or senior executive to risk relating to an element of that director or senior executive’s remuneration that remains subject to restrictions on disposal. Clearance cannot be obtained for dealings which are restricted by the Act
10. Conditions of clearance	With respect to any clearance to Deal requested in 8.1 above: • Clearance can be given or refused at the discretion of the company secretary or the chairman of the Board, as the case may be, without giving reasons; • Clearance can be withdrawn at any time prior to the order for dealing being lodged or otherwise authorised, if new information comes to light or there is a change in circumstances; • The decision final and binding; and • If clearance to deal is refused, that information is confidential and the person requesting clearance must not disclose it to anyone. Even if approval was obtained, if anyone who has clearance subsequently come into possession of Insider Information prior to Dealing then he/she must not Deal in 360 Capital Financial Product or any other Financial Product which relate to the Insider Information, and must take reasonable steps to ensure that his/her Associates don’t Deal
11. Transactions to which this policy does not apply	This policy does not apply to: • participation by KMP and Employees in dividend reinvestment plans where they have given a standing instruction to reinvest distributions; • rights issues or bonus issues; • financial products that are disposed of as a result of a takeover, scheme of arrangement, equal access buy back; • acquisition of securities under an employee incentive scheme • indirect or incidental trading that occurs as a consequence of KMP or Employees dealing in securities issued managed investment scheme, listed investment company, exchange traded fund or similar investment vehicle that is managed by a third party and that happens to hold as part of its portfolio securities in 360 Capital • dealings that do not result in a change to the beneficial interest in the financial products; and

	dealings where the KMP or Employee is not in possession of Insider Information and is in severe hardship or there are other exceptional circumstances. The approval of trading must be given in advance and in accordance with the provisions of section 7 of this policy
12. Breaches	Breaches of this policy may result in disciplinary action, depending on the nature of the breach may include dismissal. The requirements under this policy are separate from, and in addition to, legal prohibitions set out in the Act on insider trading. Breaches of insider trading laws can include severe fines and/or imprisonment, civil liability and reputational damage.
13. Reporting	The company secretary must disclose any purchase or sale of the 360 Capital Financial Products including company and listed managed scheme securities by any of its directors within 5 business days of the Dealing being completed. The company secretary is responsible for ensuring that in relation to the Company's listed entities, any substantial holdings (more than 5%) or any changes in director's interests are announced to the market in the required time frame. All Dealings in the 360 Capital's Financial Product by directors are recorded in a Register of Director's Interests which is tabled at quarterly meetings of the Board
14. Review	The compliance manager is responsible for the review of this policy as required to ensure accuracy and relevance. Any material changes to the policy must be approved by the Board and are to be notified to the ASX by the company secretary within 5 business days of the change taking effect. New KMP and Employees will receive a briefing on the requirements of the policy at induction and all Employees will be reminded of requirements at least annually
15. Related Sources	Other relevant policies and procedures include: - Related Party Transactions - Directors' Conflict of Interest - Managing Conflicts of Interest - Code of Conduct - Breach Identification and Handling

Term	Annexure A Definitions
Associate or Associates	Means one or more of the following: • an Employee's spouse or partner and any dependent children or immediate family who live with an Employee or other immediate family members where the Employee has control over their investment decisions; • any company that an Employee or an Employee's spouse or partner and any dependent children has a direct interest in; • any trust or self-managed superannuation fund that an Employee, their spouse or partner or dependent children have a beneficial interest in; • any other entity where the Employee is a director, secretary or executive officer.
Closed or 'Blackout' Periods	The fixed periods specified in this policy when 360 Capital's KMP, Employees and their Associates are prohibited from Dealing in 360 Capital Financial Products.
Employees	For the purpose of this policy, 360 Capital's Officers, KMP and employees and persons engaged in the business of 360 Capital.
Dealing in Financial Products, Deal or Dealing	Dealing is a broad concept embracing more than simply buying or selling shares and includes acquiring, disposing, subscribing for or underwriting or make an offer or induce or attempt to make an offer to induce, creating a hedge, security interest, margin loan or other financial interest over or in relation to securities, transferring legal ownership of securities even where beneficial ownership has not changed and any other transfer or creation of an interest in securities whether directly or by arranging someone else to undertake the dealing on your behalf. Dealing in Financial Products includes Dealing in any of the following that are issued by or on behalf of 360 Capital: ○ issued securities; or ○ derivatives; or ○ units or interests in managed investment schemes; or ○ any other financial products that are able to be traded on a financial market, including but not limited options, notes, bonds, debentures.
Financial Product(s)	Has the same meaning given to it under the Act
Key Management Personnel / KMP	Has the meaning given to that term in Accounting Standard AASB 124 Related Party Disclosure. KMP includes Employees with authority and responsibility for planning, directing and controlling the activities of the business of 360 Capital, directly or indirectly, including any director (whether executive or otherwise) of the relevant entity.
Insider Trading or Insider Information	This refers to the buying or selling of securities by KMP, Employees and their Associates who know something about the business of 360 Capital or any other listed entity that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those Financial Products issued by or on behalf of 360 Capital.
Material Affect	Means an effect on a Financial Product that a reasonable person would expect to influence someone's decision to acquire or dispose of the Financial Product.
Officer	Has the meaning given by it under in the Act
Prohibited Periods	KMP and Employees are prohibited from Dealing in 360 Capital's Financial Products during Closed Periods or additional periods which are imposed by 360 Capital from time to time in accordance with this policy.
Prohibition on Dealing	Under this policy, and the law, Prohibition on Dealing means that KMP, Employees and their Associates are not permitted to Deal in Financial Products issued by or on behalf of 360 Capital where the KMP or an Employee possess Insider Information i.e. information that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those financial products.