



# **Securities Trading Policy**

Bank of Queensland

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Approver
Board

Owner
Head of Secretariat & GM Corporate Governance

Functional Owner
Head of Secretariat & GM Corporate Governance

Hierarchy Classification
Level 1a

Audience (if restricted)
Unrestricted. The Policy applies to all BOQ Directors, Employees and Contractors.

Revision History			
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7.0	31/05/2018	Company Secretary	Annual Policy Review
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Mandatory Stakeholders
Board

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## 1 Introduction

### 1.1 About this Policy

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This Policy sets out what Insider Trading is and why Insider Trading is prohibited.

It also enables BOQ to (i) meet its regulatory requirements; (ii) protect its Directors, Employees and Contractors from inadvertently breaching the law; and (iii) manage reputational risk associated with Insider Trading.

From time to time, Directors, Employees or Contractors may become aware of Market Sensitive Information about the BOQ Group, or about any other entity. Insider Trading laws are aimed at preventing those people with Market Sensitive Information about the BOQ Group or about any other entity (**Insiders**) from taking advantage of their position to use Inside Information to gain benefit (usually financial benefit) either for themselves, their family members or others.

This Policy is not intended to be a substitute for a Director, Employee or Contractor obtaining their own legal advice.

If an Employee has any particular concerns regarding Insider Trading, they should speak with their manager or the Company Secretary.

Please refer to Section 7 for definitions of key terms used in this Policy.

### 1.2 Application

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This Policy regulates Dealing by Directors, Employees and Contractors in Securities in BOQ Group Securities.

There are additional restrictions on Dealing in BOQ Group Securities by Prescribed Persons and their Associates.

This Policy applies at all times, including when Employees are on leave, whether paid or unpaid, or on other absences from work such as a career break or parental leave.

## 2 Dealing Restrictions

### 2.1 General Dealing Restrictions of Directors, Employees & Contractors

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All Directors, Employees and Contractors that are aware of Inside Information about the BOQ Group or any other entity must make best endeavours not to:

- Deal in any Securities that are affected by the information, either for themselves or for another person;
- Cause or procure any other person (including an Associate, family member, friend, colleague or a private company or trust) to Deal in those Securities, either for themselves or for another person; and
- If those Securities are also listed on a financial market (such as the ASX), directly or indirectly communicate the information to any other person if they know, or ought reasonably to know, that the other person will or will be likely to use the information to Deal. This includes giving hints or tips about the Inside Information to someone else.

Participation in any of these activities constitutes **Insider Trading**.

Inside Information need not relate to BOQ. For example, it could be information about a customer or someone with whom BOQ is discussing future opportunities.

### 2.1.1 Short Term Trading

At no time can Directors, Employees or Contractors engage in short term trading (of less than 30 days) or speculative trading in BOQ Group Securities. This rule is designed to encourage support for BOQ's long term objectives and discourage short term actions which could affect the share price or lead to market speculation.

For the avoidance of doubt, this rule does not apply to (i) the sale of ordinary shares in BOQ acquired on the exercise of a right or option under an employee share plan operated by the BOQ Group; or (ii) an off-market transaction in BOQ Group Securities where there is no effective change in the beneficial owner.

### 2.1.2 Derivatives, Hedging, Margin Borrowing, Short Selling and Stock Lending

All Directors, Employees and Contractors are strictly prohibited from entering into hedging arrangements in relation to any Securities received as part of their performance-based remuneration, whether directly or indirectly. Any person who attempts to hedge any such Securities renders those instruments liable to forfeiture. Prescribed Persons are prohibited from hedging BOQ Group Securities.

All Directors, Employees and Contractors are prohibited from entering into arrangements for margin borrowing, short selling or stock lending or derivatives issued over or in respect of BOQ Group Securities.

Directors, Employees and Contractors must at all times comply with their duties of confidentiality in relation to any confidential information that comes into their possession directly or indirectly by virtue of their employment or engagement with the BOQ Group

## 2.2 Dealing Restrictions for Prescribed Persons & their Associates

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### 2.2.1 Trading During a Blackout Period

A Prescribed Person must not, and must ensure that their Associates do not, Deal in any BOQ Group Securities during the following timeframes (**Blackout Periods**):

1. the period commencing on 1 March and ending on the close of trading on the ASX one trading day after the announcement of BOQ's half year results;
2. the period commencing on 1 September and ending on the close of trading on the ASX one trading day after the announcement of BOQ's full year results; or
3. any other period of time nominated from time-to-time by the Chairman, the Managing Director & Chief Executive Officer (**MD & CEO**) or Chief Financial Officer of BOQ.

The Chairman or MD & CEO have discretion to reduce or extend (conditionally or unconditionally) the Blackout Periods.

If a Prescribed Person has Inside Information about the BOQ Group, they must not trade in BOQ Group Securities at any time, including outside of a Blackout Period.

### 2.2.2 Trading outside of a Blackout

#### Directors & Group Executives

Outside Blackout Periods, Directors and Group Executives must obtain prior written approval from the Chairman before any instructions are provided to any person in respect of trading by the Director or Group Executive or their Associates in BOQ Group Securities. In the case of the Chairman or his Associates, prior written approval must be obtained from the Chair of the Audit Committee before any instructions are provided to any person in respect of trading in BOQ Group Securities. All such requests must be submitted through the Group Secretariat & Governance Team, who must maintain a record of the request and response.

## Prescribed Persons

In the case of Prescribed Persons (other than Directors & Group Executives) or their Associates, prior to Dealing in BOQ Group Securities you must satisfy yourself that you are not in possession of any price sensitive or Insider Information and are in compliance with this Policy.

### 2.2.3 Contracts for Difference

Prescribed Persons are prohibited from entering into Contracts for Difference in relation to BOQ Group Securities.

### 2.2.4 Prescribed Person to ensure their Associates comply with the Policy

Prescribed Persons must:

- make their Associates aware of the requirements of this Policy;
- make waiver applications under this Policy on behalf of their Associates; and
- take reasonable steps to ensure that their Associates comply with the requirements of this Policy.

## 2.3 Exceptions

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### 2.3.1 Excluded Dealings

Section 2.2 does not apply to the following categories of trading, except if it would constitute Insider Trading:

- Acquiring shares under the terms of the BOQ Dividend Reinvestment Plan (**DRP**), provided that the Prescribed Person's election to participate in the DRP was not lodged with the BOQ Group's share registry during a Blackout Period. If an election to participate in the DRP was lodged prior to the commencement of a Blackout Period, it cannot be withdrawn during a Blackout Period.
- Accepting an invitation to receive Securities under any BOQ Group employee share plan, award rights plan or option plan.
- Accepting an invitation to receive rights which may convert to Securities under a Non-Executive Director Salary Sacrifice Share Plan.
- Instructing the trustee of a BOQ Group employee share plan, award rights plan or option plan to assign vested Securities subject to the plan from the trust and into the holder's name. Any Dealing in those Securities (e.g. selling of the shares) remains subject to this Policy and the insider trading laws.
- Prescribed Persons who are eligible, may participate in rights issues or bonus issues which are offered to all BOQ Group shareholders, or other offers of BOQ Group Securities made under a BOQ Group disclosure document, even where the participation in the rights issue or bonus issue or offer is made, or acceptance falls, within a Blackout Period. However, a Prescribed Person must not elect to participate in a corporate action or change their election while in possession of Inside Information.
- Transfers of BOQ Group Securities into a superannuation fund or other saving scheme in which the Prescribed Person is a beneficiary or between such funds or schemes.
- An investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in BOQ Group Securities) where the assets of the fund or other scheme are invested at the discretion of a third party.
- Where a Prescribed Person is a trustee, trading in BOQ Group Securities by the respective trust provided the Prescribed Person is not a beneficiary of the trust and any decision to trade during a Blackout Period is taken by the other trustees or by the investment managers independently of the Prescribed Person.
- Trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where (i) the Prescribed Person did not enter into the plan or amend the plan during a Blackout Period; and (ii) the trading plan does not permit the Prescribed Person to exercise any influence or discretion over how, when, or whether to trade. However, this does not allow the Prescribed Person to cancel the trading plan or cancel or otherwise vary the terms of their participation in the trading plan during a Blackout Period.
- Bona fide gifts of BOQ Group Securities to a Prescribed Person by a third party.
- Transactions between a Prescribed Person and their spouse or civil partner.

### 2.3.2 Waivers and Special Circumstances

Prescribed Persons and their Associates who are in special circumstances may apply in writing for a waiver from the prohibition on disposing BOQ Group Securities during a Blackout Period. Whether special circumstances exist will be determined by the MD & CEO, or if the MD & CEO is unable to act, either the Chairman or the Chair of the Audit Committee, in each instance on advice from the Company Secretary and/or General Counsel.

Examples of special circumstances are:

- cases of financial or personal hardship or necessity; or
- legal duties and obligations (e.g. the administration of a deceased estate or transfers under Family Court orders).

To apply for a waiver, the applicant must provide the following information to the Company Secretary in writing:

- details of the proposed Dealing in BOQ Group Securities;
- confirmation that the Applicant does not have Inside Information about the BOQ Group; and
- details of all relevant circumstances, including why the proposed Dealing in the BOQ Group Securities is the only reasonable course of action available to overcome the special circumstances.

The applicant will be informed in writing by the Company Secretary of the outcome of their application for a waiver, and any conditions imposed to trading during a Blackout Period.

Applicants must confirm in writing to the Company Secretary, within three Business Days from the date the Dealing occurred, the number of Securities affected and the relevant parties to the Dealing.

## 3 Consequences of Breach

A breach of this Policy may constitute a breach of the Insider Trading provisions of the Corporations Act, which is a serious criminal offence, punishable by a substantial fine and/or imprisonment for up to 10 years. A person involved in Insider Trading may also be exposed to significant civil penalties and/or liability to pay compensation to anyone who suffers loss or damage because of the transaction.

A breach of this Policy will be regarded as a serious breach of the conditions of employment with the BOQ Group, and may result in disciplinary action and/or termination of employment.

## 4 Further Information

If any further information or assistance is required:

- Employees should contact their manager or the Company Secretary; and
- Directors and Contractors should contact the Company Secretary.

## 5 References and Related Documents

- Notification of Appointment of Prescribed Person Form
- Division 3 of Part 7.10 of the Corporations Act

## 6 Compliance Monitoring

Compliance with this Policy is regularly monitored. If requested, all Directors, Employees and Contractors must provide or instruct their broker to provide trade confirmations and contract notes to the Company Secretary for the purposes of monitoring compliance with this Policy.

## 7 Definitions

**Associate** of a Prescribed Person includes the following:

- their spouse or partner;
- their dependent children;
- any trustee of a trust or other fiduciary arrangement under which a Prescribed Person, has, or may be expected to have, investment control or influence;
- any company in which a Prescribed Person holds (directly or indirectly) a majority of the shares or otherwise controls (directly or indirectly); and
- any other entity in which a Prescribed Person is a director, secretary or executive officer, unless appropriate arrangements are in place within that company or body to ensure that the Prescribed Person:
  - (i) takes no part in the decision by that entity to Deal in BOQ Group Securities; and
  - (ii) has not induced or encouraged that entity to Deal in BOQ Group Securities.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it (as the context requires).

**Blackout Period** has the meaning given in Section 2.2.1.

**BOQ** means Bank of Queensland Limited ABN 32 009 656 740.

**BOQ Group** means BOQ and its controlled subsidiaries.

**BOQ Group Securities** means Securities issued by a member of the BOQ Group.

**Business Days** has the same meaning given to that term in section 9 of the Corporations Act.

**Contractors** mean all agents, contractors and secondees to a member of the BOQ Group, which includes Owner-Managers of BOQ branches and their staff.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time.

**Deal, Dealing** or “trade” includes applying for, acquiring or disposing of securities, or entering into an arrangement to do any of those things. In practical terms, this covers buying, selling, transferring or entering into arrangements to do any of those things.

Examples of **Dealing in Securities** include:

- granting, acquiring or disposing of any beneficial interest in Securities (or any option or other right to acquire or dispose of Securities), including off-market dealings;
- applying for, acquiring or exercising options or performance rights over Securities;
- making an election to participate in a dividend reinvestment plan or share purchase plan; or
- agreeing to do any of the above things.

**Directors** means each person appointed as a director of BOQ.

**Employees** means all full-time, part-time and casual employees of a member of the BOQ Group.

**Insider** has the meaning given in Section 1.1.

**Insider Trading** has the meaning given in Section 2.1.

**Market Sensitive Information** or **Inside Information** is information that is not generally available and which is likely, when it becomes available, to materially affect the price or value of Securities. Information is regarded as being likely to have a material effect on the price or value of Securities if it would be likely to influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of the particular securities.

**MD & CEO** has the meaning given in Section 2.2.1.

**Policy** means this Securities Trading Policy, as amended or replaced from time-to-time.

**Prescribed Person** means a person who is considered to have authority, responsibility or a participatory role in the planning, directing or controlling of the activities of the BOQ Group (directly or indirectly). A Prescribed Person includes the following:

- all Directors;
- all Employees who hold positions of ‘Group Executive’, ‘General Manager’ or ‘Head of’;



- all Employees with a job grade of Level 4 and above;
- Executive Assistants of Employees with a job grade of Level 4 and above; and
- selected Employees and Contractors within the Legal, Corporate Affairs, Finance, Treasury, Strategy, Compliance, Human Resources and Risk Management business units, as nominated from time-to-time by the relevant Group Executive, General Manager or Head of the business unit to the Company Secretary (who will maintain a register of Prescribed Persons).

**Securities** include, but are not limited to shares, hybrids, debt securities, options, derivatives, interests in managed investment schemes, or any other financial products that are able to be traded on a financial market.