

# Pepper Money Limited (ACN 094 317 665) (“Company”)

## Corporate Governance Statement

This document discloses the extent to which the Company will follow, as at the date it is admitted to the official list of the ASX, the recommendations set by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). The ASX Recommendations are not mandatory, however the ASX Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt instead of the relevant ASX Recommendation.

All corporate governance policies have been adopted by the Company. All references to “the **Board**” below are references to the board of the Company. All references to “**Shareholders**” below are references to shareholders of the Company.

Principles and Recommendations	Compliance by the Company
<b>Principle 1 – Lay solid foundations for management and oversight</b> <i>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i>	
<b>Recommendation 1.1</b> A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	The Company complies with this recommendation.  The Board Charter sets out the principles for the operation of the Board and describes the functions of the Board and the functions delegated to management of the Company.  Clause 2 of the Board Charter sets out the responsibilities and functions of the Board. The Board may delegate consideration to a committee of the Board specifically constituted for the relevant purpose.  Clauses 3 and 9 of the Board Charter set out the responsibilities delegated to the CEO, management and the company secretary.
<b>Recommendation 1.2</b> A listed entity should (a) undertake appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a director; and	The Company complies with this recommendation.  Under the Board Charter, it is intended that the Board should compromise directors with an appropriate mix of skills, expertise, experience and diversity relevant to the Company’s business selected on the basis of the candidate’s background, experience, gender, professional skills, personal qualities and whether their skills and experience will complement the existing Board.  Clause 6 of the Board Charter notes that when considering appropriate directors for appointment or re-election, the Board will identify candidates with the necessary and desirable competencies of any directors and proposed directors.

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(b) provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<p>Additionally, clause 4 of the Remuneration and Nomination Committee Charter notes that the Remuneration and Nomination Committee will undertake appropriate checks (including as to the person's character, experience, education, criminal record and bankruptcy history) before appointing a director or senior manager.</p> <p>Clause 6 of the Board Charter also notes that for shareholder meetings where directors are standing for election or re-election, the notice of meeting must include information to enable shareholders to make an informed decision on their election.</p>
<p><b>Recommendation 1.3</b></p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company complies with this recommendation.</p> <p>In accordance with clause 6 of the Board Charter and clause 4 of the Remuneration and Nomination Committee Charter, the Company will have a written agreement with each director and senior executive setting out the terms of their appointment.</p>
<p><b>Recommendation 1.4</b></p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 9 of the Board Charter provides that the company secretary is accountable to the Board through the Chair on all matters to do with the proper functioning of the Board.</p>
<p><b>Recommendation 1.5</b></p> <p>A listed entity should:</p> <p>(a) have a Diversity Policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's</p>	<p>The Company complies with this recommendation.</p> <p>The Company has a Diversity Policy which applies to all officers, employees and all people who work at the Company, including contractors and consultants. Clause 3 of the Diversity Policy provides that the Board is responsible for setting measurable objectives to promote gender diversity and the Company's progress in achieving them. The Diversity Policy's effectiveness is measured at least annually.</p> <p>The Diversity Policy will be disclosed on Company's website.</p> <p>Clause 3 of the Diversity Policy provides that the objectives set for a reporting period and the progress towards achievement of those objectives will be disclosed annually in the Company's annual report. This will include disclosure of the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes) or the Company's General Equality Indicators, as defined in the <i>Workplace Gender Equality Act 2012</i> (Cth).</p>

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<p>Diversity Policy and its progress towards achieving them, and either:</p> <ul style="list-style-type: none"> <li>(i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes); or</li> <li>(ii) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under the Act.</li> </ul>	
<p><b>Recommendation 1.6</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</li> </ul>	<p>The Company complies with this recommendation.</p> <p>Clause 7 of the Board Charter provides that the Board will regularly carry out a formal review of its performance, its committees and each director.</p> <p>Additionally, clause 7 of the Board Charter also provides that the Company will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period.</p>
<p><b>Recommendation 1.7</b></p> <p>A listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</li> <li>(b) disclose, in relation to each reporting period, whether a performance evaluation was</li> </ul>	<p>The Company complies with this recommendation.</p> <p>Clause 7 of the Board Charter provides that the Board will regularly carry out a formal review of the performance of the CEO and other senior management against guidelines approved by the Board.</p> <p>Clause 7 also notes that each year the Company will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period.</p>

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undertaken in the reporting period in accordance with that process.	
<b>Principle 2 – Structure the board to add value</b> <i>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</i>	
<b>Recommendation 2.1</b> The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a nomination committee which: <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director; and disclose</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee;</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</li> </ul>	<p>The Company has established a Remuneration and Nomination Committee (<b>RNC</b>) governed by a charter (<b>RNC Charter</b>). Clause 2 of the RNC Charter notes that, to the extent practicable given the size and composition of the Board from time to time, the RNC Charter will comprise a minimum of three members, non-executive directors and a majority of directors who are independent and the chair of the RNC is to be an independent director.</p> <p>The Company complies with this recommendation. At the time of listing, the RNC will be comprised of Justine Turnbull (independent non-executive director and Chair), Michael Culhane, Akiko Jackson, Rob Verlander and Des O'Shea.</p> <p>The RNC Charter and the members of the RNC are to be disclosed by the Company.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.</p>
<b>Recommendation 2.2</b>	The Company complies with this recommendation.

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A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Clause 6(b)(i) of the RNC Charter states that the RNC will develop a board skills matrix to identify any 'gaps' in the skills and experience of the directors on the Board, and if thought appropriate, will implement such a matrix and disclose it in the Company's annual report.
<p><b>Recommendation 2.3</b></p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the board to be independent directors;</li> <li>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</li> <li>(c) the length of service of each director.</li> </ul>	<p>The Company complies with this recommendation.</p> <p>The Company will disclose in its annual report:</p> <ul style="list-style-type: none"> <li>(a) the names of the directors considered by the Board to be independent directors (as at the date of listing, being Mike Cutter, Akiko Jackson, Justine Turnbull and Rob Verlander);</li> <li>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</li> <li>(c) the length of service of each director.</li> </ul>
<p><b>Recommendation 2.4</b></p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 5 of the Board Charter provides that the majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors. At the time of listing, the Board will be comprised of four independent directors and three non-independent directors.</p>
<p><b>Recommendation 2.5</b></p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>Clause 8 of the Board Charter provides that the chairperson of the Board must not hold, and must not have held within the previous 3 years, the office of CEO. The Board acknowledges this recommendation, however as at the date of listing the Company will not be in compliance with this recommendation, as the chair of the Board, Michael Culhane, is a non-independent director. Despite this, the Board believes that Michael is the most appropriate person to lead the Board as its Chairman given his role as CEO of the Company's wider global group, as well as his expertise and global experience investing in the finance sector. The Board considers that Michael adds significant value to its deliberations and expects that he will continue to bring sound judgement to the Board's deliberations.</p>
<p><b>Recommendation 2.6</b></p>	<p>The Company complies with this recommendation.</p>

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A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Clause 10 of the Board Charter provides that new directors will be briefed on their roles and responsibilities and the minutes and papers of Board and committee meetings will be made available to them. It also provides that time will be allocated at Board and committee meetings for the continuing education of directors on significant issues facing the Company and changes to the regulatory environment.
<b>Principle 3 – Promote ethical and responsible decision making</b> <i>A listed entity should act ethically and responsibly</i>	
<b>Recommendation 3.1</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have a code of conduct for its directors, senior executives and employees; and</li> <li>(b) disclose that code or a summary of it.</li> </ul>	The Company complies with this recommendation.  The Company has a Code of Conduct which applies to employees, contractors, consultants and directors of the Company.  A copy of the Company's Code of Conduct will be disclosed on its website.
<b>Principle 4 – Safeguard integrity in corporate reporting</b> <i>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting</i>	
<b>Recommendation 4.1</b> The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have an audit committee which: <ul style="list-style-type: none"> <li>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, who is not the chair of the board, and disclose:</li> <li>(iii) the charter of the committee;</li> </ul> </li> </ul>	The Company has established an Audit and Risk Management Committee ( <b>ARMC</b> ) which is governed by a charter ( <b>ARMC Charter</b> ) which sets out its roles and responsibilities.  Clause 2 of the ARMC Charter provides that the ARMC should to the extent practicable, given the size and composition of the Board from time to time, comprise of: <ul style="list-style-type: none"> <li>• at least three members;</li> <li>• non-executive directors; and</li> <li>• a majority of directors who are independent.</li> </ul> Clause 2(c) of the ARMC Charter provides that the chair of the ARMC should be an independent non-executive director who does not chair the Board. As at the date of listing, the chair of the ARMC will be Mike Cutter, independent non-executive director. The Company complies with this recommendation. At the time of listing, the ARMC will also be comprised of Michael Culhane, Akiko Jackson, Rob Verlander and Des O'Shea.

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<p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The ARMC Charter will be disclosed on the Company's website.</p> <p>Clause 3(a) of the ARMC Charter provides that the ARMC must meet at least three times annually or as frequently as is required to undertake its role effectively.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the ARMC met throughout the period and the individual attendances of the members at those meetings is to be disclosed.</p>
<p><b>Recommendation 4.2</b></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 6 of the ARMC Charter provides that the ARMC will review the Company's financial statements with management and its external auditor before recommending that the Board approve the statements. The ARMC is also responsible for ensuring that appropriate processes are in place to form the basis upon which the Chief Executive Officer and Chief Financial Officer provide the recommended declarations in relation to the Company's financial statements.</p>
<p><b>Recommendation 4.3</b></p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 9(b) of the ARMC Charter provides that the Company must ensure the external auditor attends the Company's AGM and is available to answer questions from security holders relevant to the audit.</p> <p>Clause 5.4(a) of the Constitution of the Company requires that a notice of meeting be given in accordance with the Corporations Act (which includes the requirement in section 249K of the Corporations Act that the Company give its auditor notice of general meetings in the same way that a member of the Company is entitled to receive notice).</p>

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<b>Principle 5 – Make timely and balanced disclosure</b> <i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i>	
<b>Recommendation 5.1</b> A listed entity should: <ul style="list-style-type: none"> <li>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</li> <li>(b) disclose that policy or a summary of it.</li> </ul>	<p>The Company complies with this recommendation.</p> <p>The Company has in place a Disclosure Policy, a copy of which will be disclosed on the Company's website.</p>
<b>Principle 6 – Respect the rights of security holders</b> <i>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</i>	
<b>Recommendation 6.1</b> A listed entity should provide information about itself and its governance to investors via its website.	<p>The Company complies with this recommendation.</p> <p>The Company will provide information about itself and its governance on its website pursuant to its Shareholder Communication Policy.</p>
<b>Recommendation 6.2</b> A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>The Company complies with this recommendation.</p> <p>The Company's Shareholder Communication Policy provides for an investor relations program which actively encourages two-way communication:</p> <ul style="list-style-type: none"> <li>• through the Company's AGM, where shareholder participation is actively encouraged and facilitated; and</li> <li>• by providing shareholders with information via the investor section of the Company's website and the option to receive email communications and send email communications directly to the Company and to the Company's share registry.</li> </ul>
<b>Recommendation 6.3</b>	<p>The Company complies with this recommendation.</p> <p>The Company will disclose a copy of its Shareholder Communication Policy on its website.</p>

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A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	
<b>Recommendation 6.4</b> A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	The Company complies with this recommendation. Clause 2 of the Shareholder Communication Policy provides securityholders the option to receive email communications and send email communications directly to the Company and to the Company's share registry.
<b>Principle 7 - Recognise and manage risk</b> <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework</i>	
<b>Recommendation 7.1</b> The board of a listed entity should: <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director, and disclose</li> <li>(iii) the charter of the committee;</li> <li>(iv) the members of the committee; and</li> <li>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> </li> <li>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the</li> </ul>	The Company complies with this recommendation. At the time of listing, the ARMC will be comprised of Mike Cutter, Michael Culhane, Akiko Jackson, Rob Verlander and Des O'Shea. The chair is an independent director, being Mike Cutter. The Company has established an ARMC which is governed by the ARMC Charter which sets out its roles and responsibilities. Clause 2(a) of the ARMC Charter provides that the Committee should to the extent practicable, given the size and composition of the Board from time to time, comprise of: <ul style="list-style-type: none"> <li>• at least three members;</li> <li>• non-executive directors; and</li> <li>• a majority of directors who are independent.</li> </ul> Clause 2(c) of the ARMC Charter provides that the chair of the Committee should be an independent non-executive director who does not chair the Board. The ARMC Charter will be disclosed on the Company's website. Clause 3(a) of the ARMC Charter provides that the ARMC must meet at least three times annually or as frequently as is required to undertake its role effectively. The Company will, at the end of each reporting period, disclose in its annual report the number of times the Committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.

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<p>processes it employs for overseeing the entity's risk management framework.</p>	
<p><b>Recommendation 7.2</b></p> <p>The board or a committee of the board should:</p> <ul style="list-style-type: none"> <li>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</li> <li>(b) disclose, in relation to each reporting period, whether such a review has taken place.</li> </ul>	<p>The Company complies with this recommendation.</p> <p>Clause 7 of the ARMC Charter provides that the ARMC is responsible for reviewing and monitoring the Company's risk appetite statement at least annually to satisfy itself that it continues to be current and relevant to the Company and disclose that such a review has taken place in the Company's annual report.</p>
<p><b>Recommendation 7.3</b></p> <p>A listed entity should disclose:</p> <ul style="list-style-type: none"> <li>(a) if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</li> </ul>	<p>The Company complies with this recommendation.</p> <p>Clause 4(p) of the ARMC Charter provides that the ARMC is responsible for managing audit arrangements and auditor independence, including considering whether an internal auditor function is required and, if not, ensuring that the Company discloses the processes it employs to evaluate and improve its risk management and internal control processes. Additionally, clause 5(b) of the ARMC Charter states that the ARMC will advise the Board in a timely manner on internal control matters which may significantly impact upon the Company.</p>
<p><b>Recommendation 7.4</b></p> <p>A listed entity should disclose whether it has any material exposure to economic environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Company complies with this recommendation.</p> <p>Clause 7(b) of the ARMC Charter states the risks faced by the Company may include regulatory and compliance risk, investment risk, governance risk, legal risk, economic risk, environmental risk, social risk, occupational health and safety risk, financial risk, reputation risk, credit risk, operational and execution risk and strategic risk.</p> <p>Additionally, under clause 7(c)(ii) the Company will disclose whether it has any material exposure to environmental or social risks and how the Company intends to manage those risks.</p>

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<p><b>Principle 8 – Remunerate fairly and responsibly</b></p> <p><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain and motivate high quality senior executives and to align their interests with the creation of value for security holders.</i></p>	
<p><b>Recommendation 8.1</b></p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> <li>(i) has at least three members, a majority of whom are independent directors; and</li> <li>(ii) is chaired by an independent director.</li> </ul> <p>and disclose:</p> <ul style="list-style-type: none"> <li>(i) the charter of the committee;</li> <li>(ii) the members of the committee; and</li> <li>(iii) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The Company complies with this recommendation. At the time of listing, the RNC will be comprised of Justine Turnbull, Michael Culhane, Akiko Jackson, Rob Verlander and Des O'Shea. The chair is an independent director, being Justine Turnbull.</p> <p>The RNC is governed by the RNC Charter which sets out the RNC's roles and responsibilities.</p> <p>Clause 2 of the RNC Charter provides that the RNC should, to the extent practicable given the size and composition of the Board from time to time, comprise:</p> <ul style="list-style-type: none"> <li>• at least three members;</li> <li>• only non-executive directors; and</li> <li>• a majority of directors who are independent.</li> </ul> <p>The RNC Charter will be disclosed on the Company's website.</p> <p>Clause 3(a) of the RNC Charter provides that the RNC must meet at least twice annually or as frequently as is required to undertake its role effectively.</p> <p>The Company will, at the end of each reporting period, disclose in its annual report the number of times the RNC met throughout the period and the individual attendances of the members at those meetings is to be disclosed.</p> <p>Clause 2(c) of the RNC Charter notes that the chairperson of the RNC must be an independent director.</p>
<p><b>Recommendation 8.2</b></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive</p>	<p>The Company complies with this recommendation.</p> <p>Details of the Company's remuneration policies and practices for non-executive directors, executive directors and senior management will be disclosed in the prospectus and in the Company's future annual reports.</p>

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directors and the remuneration of executive directors and other senior executives.	
<p><b>Recommendation 8.3</b></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company complies with this recommendation</p> <p>Clause 5.2 of the Securities Trading Policy prohibits directors and senior management (and any companies or trusts controlled by them) from trading in financial products that limit the economic risk of security holdings (eg hedging arrangements).</p>