

ARGO INVESTMENTS LIMITED  
**SECURITIES TRADING POLICY**

## 1. Introduction

This Policy applies to personal trading in Argo Investments Limited securities (Argo, ASX code: ARG) and also in the securities of other companies, by Directors, executives and employees (Designated Persons).

Designated Persons must take all reasonable steps to ensure that their Closely Connected Persons also comply with this Policy.

## 2. Dictionary

**Closely Connected Persons** means close family members of Designated Persons such as a spouse, minor children and any family company or trust that the Designated Person controls or has an interest in.

**Designated Persons** means Non-executive Directors, the Managing Director, executives and employees.

**Inside Information** means information that is not generally available and that, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of particular securities.

Examples of possible inside information relating to Argo include:

- a material change in profit forecasts
- details of proposed share issues
- borrowing or other financing arrangements
- involvement in material takeovers, acquisitions or asset sales
- significant changes in operations

**Severe Financial Difficulty** means a pressing financial commitment that cannot be satisfied otherwise than by selling Argo securities. A liability to pay tax would not normally constitute severe financial difficulty unless the Designated Person has no other means of satisfying the liability. A circumstance will be considered exceptional if the Designated Person is required by a court order to transfer or sell Argo securities, or there is some other overriding legal requirement for them to do so.

**Trade or trading** includes not only buying or selling securities, but also extends to subscribing for new securities, trading in options or other derivatives over securities, and includes entering an agreement to do any of these things.

### 3. Summary of prohibitions from trading in Argo securities

1) Insider trading	Designated Persons who are in possession of Inside Information must not trade in Argo securities or advise, encourage or procure anyone else to do so	- see Section 4
2) Prohibited periods	Designated Persons must not trade in Argo securities during prohibited periods	- see Section 5
3) Other trading prohibitions	Designated Persons must not enter hedging arrangements in relation to unvested Argo securities	- see Section 6

### 4. Prohibition against insider trading

A Designated Person in possession of Inside Information must not:

- Trade in Argo securities;
- Advise, procure or encourage another person to trade in Argo securities; or
- Communicate that information to another person if they know, or should know, the other person is likely to trade in Argo securities.

The prohibition against insider trading is general and applies at all times including the non-prohibited periods specified in this Policy.

### 5. Prohibited periods

Designated Persons are prohibited from trading in Argo securities in the following prohibited periods, subject to the exceptional circumstances in Section 8 below:

#### Regular closed periods

- 1) From the close of business on the last business day of the Company's half and full financial year, up to and including the day after the applicable financial results are announced to the ASX; and
- 2) From the close of business on the last day of each month, up to and including the business day after the Net Tangible Asset backing per share for that month-end is announced to the ASX.

#### Additional prohibited periods

The Company may from time to time impose additional periods when trading is prohibited, such as:

- When it is considering matters subject to ASX Listing Rule 3.1A, being the exceptions that would otherwise require disclosure under the ASX Continuous Disclosure regime, such as incomplete negotiations regarding a confidential proposal or transaction; or
- If it has orders in the market for its own securities due to the activation of an on-market share buy-back or pursuant to any of the Company's employee incentive schemes.

The Company will not be active in the market for its own securities during the above prohibited periods. The Company Secretary will advise Designated Persons when an additional prohibited period is imposed.

## 6. Other trading prohibitions

### Hedging

Designated Persons seeking to enter a transaction or arrangement to limit the economic risk of their Argo security holding must obtain approval in the same way as if they traded in the underlying securities directly.

The Company prohibits hedging of unvested Argo securities, such as performance rights awarded under an executive incentive share scheme.

### Security for loan facility

If a Designated Person wishes to enter an arrangement where Argo securities are held as collateral for a loan facility, they must notify by email the Chairman, the Chair of the Audit & Risk Committee or the Managing Director, copying the Company Secretary, in order that the Board can ascertain whether the arrangement is material, and if required, the Company will disclose the key terms of the arrangement to the market pursuant to the ASX continuous disclosure requirements.

## 7. Approval for trading in non-prohibited periods

During non-prohibited periods, Designated Persons must seek approval to trade in Argo securities by email, copying the Company Secretary as follows:

Chairman	from Chair of Audit & Risk Committee or Managing Director
Other Non-executive Directors	from Chairman or Managing Director
Managing Director	from Chairman or Chair of Audit & Risk Committee
Company Secretary	from Managing Director or Chairman
Other employees	from Company Secretary or Managing Director

Approvals to trade will remain valid for five trading days unless approval is withdrawn during that period.

## 8. Exceptional circumstances

A Designated Person (who is not in possession of Inside Information) may request and be given clearance to sell (but not purchase) Argo securities in circumstances otherwise prohibited by this Policy, if they are in Severe Financial Difficulty or other exceptional circumstances apply.

Designated Persons must seek approval to trade in exceptional circumstances by email, copying the Company Secretary, as follows:

Chairman	from Chair of Audit & Risk Committee
Other Non-executive Directors	from Chairman or Chair of Audit & Risk Committee
Managing Director and other employees	from Chairman or Chair of Audit & Risk Committee

The particulars of the exceptional circumstances must accompany the relevant request. If a trade proceeds, the Company may be required to notify the existence of exceptional circumstances to the ASX.

## 9. Trading in the securities of other companies

Designated Persons are prohibited from trading in the securities of other companies if they gain price sensitive information by virtue of their position in the Company. They must not cause that information to be communicated to another person nor use that information in conflict with the interests of Argo.

No personal trading in a security of another company may be undertaken by Designated Persons at times when the Company cannot trade in that security. If required, the Company Secretary will notify Directors by email if the Company becomes unable to trade in another company's securities.

### Non-executive Directors

As Non-executive Directors are not involved in day-to-day portfolio investment decisions, they are not obliged to seek consent prior to undertaking personal trading in other companies' securities unless they believe there may be a potential conflict with Argo's securities orders, in which case they must contact the Managing Director, Senior Investment Officer or the Company Secretary to ensure no conflicting orders exist.

### Managing Director and other employees

To ensure there are no conflicting Company orders in the market for a particular security, the Managing Director and employees must seek approval by email, copying the Company Secretary, to trade in other companies' securities as follows:

Managing Director	from Company Secretary or Senior Investment Officer
Company Secretary	from Managing Director or Senior Investment Officer
Senior Investment Officer	from Managing Director or Company Secretary
Other employees	from Managing Director, Company Secretary or Senior Investment Officer

Approvals to trade will remain valid for five trading days unless approval is withdrawn during that period.

## 10. Exclusions

This Policy does not apply to Designated Persons in the following circumstances:

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Transfers of securities already held by Designated Persons into a superannuation fund or other entity in which Designated Persons are a beneficiary

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An investment in, or trading in units of, a fund, scheme or other arrangement where the assets of the fund or scheme are invested at the discretion of a third party

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Where a Designated Person is a trustee, trading in securities or by that trust, provided the Designated Person is not a beneficiary of the trust and any decisions to trade during a prohibited period are taken by the other trustees or by the investment managers independently of the Designated Person

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The acceptance of a takeover offer

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Accepting an offer or invitation made to all or some of the security holders, such as a rights issue, a share purchase plan, a dividend reinvestment plan, an equal access share buy-back or an employee share plan, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up or sell the entitlements of a renounceable pro-rata issue

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Bona fide gifts of securities to a Designated Person by a third party or a transfer to a Designated Person under the terms of a will

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Transactions where the beneficial interest in the relevant securities does not change

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Transactions conducted between a Designated Person and their spouse, civil partner, child, step-child, or other close family member

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Disposal of securities by a secured lender under a loan agreement secured by Argo securities or by the securities of other companies

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Vesting and exercise of an option or right as a result of meeting performance hurdles under a Company executive incentive share scheme (but not the sale of shares following the exercise of the option or right)

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## **11. Consequences of breaching this Policy**

Insider trading is a serious criminal offence and breaches of insider trading law or this Policy will be regarded by the Company as serious misconduct which may lead to disciplinary action including dismissal.