



Ardent Leisure Limited

**Ardent Leisure
Management Limited**

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INTRODUCTION

Ardent Leisure Group (including its associated entities)(the Group) is committed to ensuring that its operating entities, directors (of all Group entities) and employees comply with their legal obligations when trading in the securities of the Group as well as conduct business in a transparent and ethical manner.

PURPOSE

The purpose of this Policy is to regulate trading by all directors and employees of Group entities (the Directors and Employees) in any securities issued or nominated by the Group.

The Policy also applies to financial products issued or created over such securities (including but not limited to warrants, options and derivatives), entering into financing arrangements over financial products including establishment of a margin loan over such securities (together Securities).

The list of Securities issued or nominated by the Group is attached to this Policy as Appendix A. Individuals should be aware of the Group Policy and applicable legal restrictions, as well as the laws that apply to their individual trading in securities whilst in possession of price sensitive information.

Under Australian legislation, the insider trading laws operate to prohibit people in possession of non-public price sensitive information from dealing in Securities or passing on the information to other people who may deal in Securities.

“Price sensitive” information is information which is not generally available and which if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Securities or on a decision to buy or sell Securities.

This Policy does not prevent Directors and Employees from participating in any distribution reinvestment plan, share plan or public offer (Passive Trades) made by the Group, provided that at the time the individual elects to participate, he/she is not in possession of any price sensitive information. Further, once an election has been made to participate in a Passive Trade the individual may not subsequently vary that election until such time as they are again not in possession of such information.

Scope of Application

This Policy applies to all Directors and Employees of all entities within the Group. In addition, it applies to trading by their:

- spouses;
- children under the age of 18 years;
- dependent children living in the family home;
- trusts under which they or a member of their family are a trustee or beneficiary; and
- companies which they or their family control.

Additional restrictions apply to Directors and Nominated Employees as prescribed below.

Discretion to vary Security Trading Policy

The Group may in its discretion vary this Policy at any time.

Insider Trading

At all times Directors and Employees are prohibited from trading in Securities while in possession of unpublished price sensitive information.

This prohibition applies even during periods when trading is permitted under this Policy if a person is in possession of price sensitive information. In addition to not being able to deal, the person in possession of the price sensitive information has an obligation to keep that information confidential and must not communicate it to another person unless it is information which is required to be brought to the attention of the Company Secretary.

Insider trading is a criminal offence, which may also result in civil liability. In broad terms a person will be guilty of insider trading if:

- that person possesses price sensitive information which is not generally available to the market; and
- that person buys, holds or sells Securities in the Group; or
 - procures another person to do so; or
 - passes that information on to a third party who would be likely to buy, hold or sell or procure someone else to do so.

Examples of price sensitive information include:

- Knowledge of upcoming results announcement including any material change in the Group's financial forecasts or financial position.
- Information about a proposed acquisition, merger, asset sale or purchase.
- Senior management or board changes.
- Management or business restructuring proposal.
- Changes in the capital structure of the Group, including proposals to raise additional equity or borrowings.
- The granting or loss of a material contract.

Additional restrictions for Directors & Nominated Employees

All Directors (of all Group entities) and Nominated Employees are bound as a condition of their employment to comply with and observe this Policy and the following restrictions that apply in addition to the general prohibitions detailed in this Policy.

A Nominated Employee is an employee who is considered to have authority, responsibility or participates in the planning, directing or controlling of activities of the Group (directly or indirectly) and includes Key Management Personnel (KMP), direct reports of KMP, employees within the Finance departments of the Group or who would otherwise have access to, or be involved in, the preparation of financial reports for the Group, employees who, by virtue of their role within the Group, will or may have access to price sensitive information about the Group, and other employees who have been notified that they are a Nominated Employee.

Black Out Periods

All Directors and Nominated Employees are prohibited from trading in Securities issued by the Group during the following timeframes:

- from 1 January until the first trading day after the announcement of the Group's half year results;
- from 1 July until the first trading day after the announcement of the Group's full year results; and
- any other period nominated from time to time as a black out period by the Group's Board.

Additional black out periods may be required where additional disclosure documents are released offering securities or as a result of certain disclosures being lodged with a securities exchange, e.g. the Australian Securities Exchange.

Discretion is vested in the Company Secretary to allow exemptions to trading during black out periods when required to do so by an order of the court or in special circumstances only, where no price sensitive information is on hand and strict application of the Policy would cause undue financial hardship.

Additional blackout periods nominated by the Group must be kept confidential. If approval to trade in Securities is refused for whatever reason, the person seeking the approval must also keep that refusal confidential and not disclose to anyone.

No Short Term Trading in Group securities

Directors and Nominated Employees must not deal in Securities issued by Group entities for short term gain. Speculating in short term fluctuations in such securities does not promote securityholder and market confidence in the integrity of the Group. Accordingly, trading in Securities issued by Group entities within 6 months of an acquisition is prohibited. The Group may in its discretion vary this rule in relation to a particular period.

No Hedging of Unvested Rights or Options

Directors and Nominated Employees must not under any circumstance contract or put in place any agreement whereby security based incentive remuneration (unvested options, rights or awards and such awards that remain subject to a 'holding lock') is hedged against fluctuations in the stock market.

It is the responsibility of the Board of Directors:

In consultation with management, to establish appropriate controls to require compliance with this Policy with regard to Director and Employee trading in securities issued by Group entities.

It is the responsibility of the Company Secretary to:

- Implement, maintain and report on the adequacy of the Policy in regard to Director and Employee trading in securities issued by the Group;
- Maintain a register of Directors and Nominated Employees and to advise those persons of their status as such;
- Consider promptly and fairly all applications from Nominated Employees to undertake trading during trading windows; and
- Communicate this Policy and related procedures to all Directors and Employees.

It is the responsibility of all Directors and Employees to:

- Familiarise themselves with the prohibitions and guidelines outlined in this Policy and at all times comply with all applicable laws;
- Reinforce the Group’s commitment to the highest standards of business and professional ethics; and
- Report any issues relating to breaches of this Policy to the Company Secretary.

Breaches of this Policy

Liability for breach of the insider trading laws can include:

- Criminal liability – penalties including severe fines and/or imprisonment
- Civil liability – which may include being sued by another party or the Group for any loss suffered as a result of illegal dealing in Securities

Reputational damage (both to the Group and/or to individual(s) involved) may occur even where an insider trading breach is not proven.

A breach of this Policy is also grounds for disciplinary action, including suspension or termination of employment with the Group.

The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act on insider trading.

Trading Requests

Directors or Nominated Employees wishing to trade in Securities listed in Appendix A to this Policy must request prior approval to trade. A written request which includes confirmation that the Director or Nominated Employees does not hold unpublished inside information, and the proposed trade is not subject to any other restrictions under this Policy, should be made as follows:

Person seeking approval	Authorising person
Chair of the Board	The Chair of the Audit & Risk Committee or in his/her absence, the Chair of the Remuneration & Nomination Committee
Directors and Key Management Personnel (as determined by the Directors from time to time)	The Chair of the Board or in his/her absence, either: (i) the Chair of the Audit & Risk Committee; or (ii) the Chair of the Remuneration & Nomination Committee if the Director is the Chair of the Audit & Risk Committee
All other Nominated Employees	The Company Secretary or in his/her absence, the Group Chief Executive Officer

Separate approval must be granted for each proposed trade. Trading consent is automatically deemed to be withdrawn if the person becomes aware of price sensitive information prior to trading.

Following completion of the trade, Directors and Nominated Employees must confirm with the Company Secretary that the transaction has occurred and provide the Company Secretary with trade confirmation.

ASX Notifications

The ASX Listing Rules require the Group to notify ASX within 5 business days after any dealings in Securities of the Group (either personally or through an Associate) which results in a change in the relevant interests of a Director in the Securities of the Group.

To enable the Group to comply with these obligations, a Director must immediately notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to the ASX as required under the Corporations Act and ASX Listing Rules.

Further assistance

If you require any further information or assistance, or are uncertain about the application of the law or this Policy, please contact the Company Secretary.

Review and publication

The Board will review this Policy annually.

The Policy will be made available on the Group's website (www.ardentleisure.com) and lodged with the ASX.

Appendix A: Restricted securities

Trading in the following securities is restricted under this policy:

Securities issued by Group entities:

- Ardent Leisure Group stapled securities (ASX:AAD)

Securities nominated by the Group:

- None