

APN NEWS & MEDIA LIMITED (the “Company”)

SECURITIES TRADING POLICY AND GUIDELINES

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| <p>Introduction and purpose</p> | <p>This document details the Company's Trading Policy and Guidelines covering restrictions on dealing in the Company's securities. The requirements imposed by the policy are separate from, and in addition to, the legal prohibitions in the <i>Corporations Act 2001 (Cth)</i> on insider trading.</p> <p>If you do not understand any part of this policy or how it applies to you, you should raise the matter with your supervisor or the Company Secretary before buying or selling (“trading”) any of the Company’s securities.</p> |
| <p>Persons covered by this policy</p> | <p>This policy imposes trading restrictions on all employees of the Company and its related and associated companies (“APN Group”) with price sensitive information, and imposes additional trading restrictions on:</p> <ul style="list-style-type: none"> ▪ all Directors; ▪ the Chief Executive and all his direct reports (and those executives directly reporting to them); ▪ the Company’s key management personnel (as defined in the ASX Listing Rules); and ▪ all participants in any APN Employee Incentive Plan (as defined below). |
| <p>Insider trading laws</p> | <p>Insider trading laws cover all employees and Directors of the APN Group. If you have any price sensitive information, it is a criminal offence for you to:</p> <ul style="list-style-type: none"> ▪ trade in the Company's securities (or enter into an agreement to trade in those securities); ▪ procure another person to trade in the Company's securities; or ▪ pass on or communicate the price sensitive information to anyone else – including colleagues, family or friends – knowing (or where you should have reasonably known) that the other person would or would be likely use that information to trade in, or procure someone else to trade in, the Company's securities. <p>This offence, called “insider trading”, can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party or the Company, for any loss suffered as a result of insider trading.</p> <p>ASIC actively enforces insider trading laws and has conducted a number of successful prosecutions.</p> |
| <p>Confidential information</p> | <p>In addition to the above, you also have a duty of confidentiality to the Company. You must not disclose any confidential information concerning the Company, use that information in any way which may injure or cause loss to the Company, or use that confidential information to gain an advantage for yourself.</p> |
| <p>What is “price sensitive information”?</p> | <p>Price sensitive information is information that:</p> <ul style="list-style-type: none"> ▪ is not generally available; and ▪ if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities. <p>A 'material effect' is one which would or would be likely to influence investors in deciding whether to buy or sell the Company's securities.</p> |

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| | <p>It does not matter how you come to know the price sensitive information (including whether you learn it in the course of carrying out your responsibilities at the APN Group or in passing in the corridor or in a lift or at a dinner party or otherwise).</p> <p>The financial impact of the information is important, but strategic and other implications can be equally important in determining whether information is price sensitive information. The definition of information is broad enough to include rumours, matters of supposition, intentions of a person (including the Company) and information which is insufficiently definite to warrant disclosure to the public.</p> |
| <p>What are some examples of price sensitive information?</p> | <p>The following list is illustrative only. Price sensitive information could include:</p> <ul style="list-style-type: none"> ▪ the financial performance of the APN Group against its budget; ▪ a possible change in the strategic direction of the APN Group; ▪ a possible acquisition or sale of any assets or company by the APN Group; ▪ a new development in one of the Company's businesses; ▪ a possible change in the Company's capital structure or financing arrangements; ▪ a proposed dividend or share buy-back; ▪ senior management changes; or ▪ any possible claim against the APN Group or other unexpected liability. |
| <p>Additional trading restrictions</p> | <p>Additional restrictions on trading the Company's securities apply to the following people in the APN Group ("restricted persons"): </p> <ul style="list-style-type: none"> ▪ all Directors; ▪ the Chief Executive and all his direct reports (and those executives directly reporting to them); ▪ the Company's key management personnel (as defined in the ASX Listing Rules); and ▪ all participants in any APN Employee Incentive Plan (as defined below). <p>APN Employee Incentive Plan means any share, option or other securities plan established by the Company for participation by employees or directors and any long term or other incentive plan for employees or directors where participants receive performance or other rights which upon vesting entitle them to the Company's securities.</p> |
| <p>Reasons for the additional trading restrictions</p> | <p>Restricted persons are in positions where it may be assumed that they have price sensitive information (even if they have no actual price sensitive information at the time).</p> <p>This policy is designed to avoid the possibility of misconceptions or misunderstandings arising that restricted persons are trading while in possession of price sensitive information.</p> |
| <p>Trading by restricted persons</p> | <p>Restricted persons are generally prohibited from trading in the Company's securities or from exercising any right under an APN Employee Incentive Plan in respect of the Company's securities during:</p> <ol style="list-style-type: none"> 1. specific closed periods; and 2. any additional periods imposed by the Company from time to time when the Company is considering confidential matters which are not required to be disclosed to the market under ASX Listing Rule 3.1A, <p>together the prohibited periods.</p> |

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| | <p>The closed periods are:</p> <ul style="list-style-type: none"> ▪ midnight 15 June until the day after the half-year results are released; and ▪ midnight 15 December until the day after the full-year results are released. <p>Restricted persons are only permitted to trade the Company's securities during prohibited periods in exceptional circumstances in accordance with the <i>Prohibited periods trading requests</i> clearance requirements set out below.</p> <p>Restricted persons are only permitted to trade the Company's securities outside a prohibited period if they have complied with the <i>Requirements before trading</i> notification requirements set out below.</p> |
| <p>Requirements before trading</p> | <p>Before trading in the Company's securities restricted persons must, in writing or by email:</p> <ul style="list-style-type: none"> ▪ notify the Company Secretary of their intention to trade in the Company's securities; ▪ confirm that they are not aware of any price sensitive information; and ▪ confirm they are not aware of any other reason to preclude them from trading in the Company's securities. <p>The notification requirement is only valid for the period of its operation, being the date of notification until the earlier of 10 business days after notification, the start of a closed period, or the date the person becomes aware of price sensitive information.</p> |
| <p>Requirements after trading</p> | <p>Once a restricted person has completed a trade in the Company's securities, the restricted person must, in writing or by email:</p> <ul style="list-style-type: none"> ▪ notify the Company Secretary that the trade has been completed and the details of the trade; and ▪ in the case of Directors of the Company, provide the Company Secretary with sufficient information to enable the Company to comply with the requirements to notify a change of interests to the ASX or NZX. |
| <p>Prohibited periods trading requests</p> | <p>Restricted persons are prohibited from trading in the Company's securities during the prohibited periods, however if exceptional circumstances arise then approval to trade may be given at the discretion of the Chairman.</p> <p>Any request for approval to trade must include a confirmation by the restricted person in writing or by email:</p> <ul style="list-style-type: none"> ▪ that he or she is not aware of any price sensitive information; ▪ the exceptional circumstances leading to the request for approval to trade under this policy; and ▪ that he or she is not aware of any other reason to preclude them from trading in the Company's securities. <p>A restricted person, who makes such a request and provides those confirmations may be given prior written approval to trade or otherwise acquire or dispose of securities in the Company during a prohibited period in the following exceptional circumstances:</p> <ul style="list-style-type: none"> ▪ severe financial hardship or a pressing financial commitment that cannot be satisfied otherwise than by selling the securities in the Company; ▪ a court order, court enforceable undertaking or other legal requirement requires the trade to be made; or ▪ any other circumstance considered by the Chairman (or the Board where the Chairman is seeking clearance) in his or her discretion to be |

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| | <p>exceptional circumstances under this policy.</p> <p>A tax liability of a restricted person would not normally constitute severe financial hardship unless there was no other means of satisfying the liability. A tax liability relating to securities received under an employee incentive scheme would also not normally constitute severe financial hardship or otherwise be considered an exceptional circumstance.</p> <p>A restricted person must not trade in the Company's securities or exercise any right under an APN Employee Incentive Plan in respect of the Company's securities during a prohibited period unless he or she has notified their request for approval to trade to the Chairman in writing or by email not less than 48 hours before the proposed trade is to be made and has received written approval from the Chairman to do so. The approval is only valid for the period of its operation, being the date the clearance is given until the earlier of 10 business days after that date (or the date the person becomes aware of price sensitive information or the exceptional circumstances cease to exist).</p> <p>In the case of the Chairman, any approval required by this policy must be made by the Board through the Company Secretary.</p> |
| <p>Restrictions extend to securities in addition to shares and apply to hedging</p> | <p>The restrictions on trading in securities in this policy cover trading in the Company's shares and extend to:</p> <ul style="list-style-type: none"> ▪ exercising any right under an APN Employee Incentive Plan to acquire any of the Company's securities or to take up any securities, options, rights or similar instruments; ▪ trading in other securities of the Company including any options, convertible notes, debentures or notes issued by the Company; and ▪ trading in derivatives, options or other contracts in relation to the Company's securities including the entering into of any hedge or other arrangement by which the economic risk associated with any options, rights or similar instruments under an APN Employee Incentive Plan are limited. <p>In addition to the other restrictions in this policy, restricted persons are not permitted to hedge any options, rights or similar instruments held pursuant to any APN Employee Incentive Plan prior to such options, rights or similar instruments becoming vested or otherwise tradeable in accordance with the applicable Plan. Options, rights or similar instruments are vested where any performance hurdle attributable to the options, rights or similar instruments are satisfied or they otherwise become tradeable in accordance with the applicable Plan.</p> |
| <p>Excluded Trading not covered by this policy</p> | <p>ASX has published a Guidance Note for listed companies which provides examples of trading in a company's securities which may be excluded from its trading policy because the relevant employee or executive has no control or influence over the investment decision whether to buy or sell the securities.</p> <p>These examples which may apply to the Company are summarised below for your information.</p> <p>Please note that these examples DO NOT APPLY if –</p> <ul style="list-style-type: none"> • you are aware of price sensitive information at the time the trade is to be made; and either • the person making the investment decision whether to trade the Company's securities is also aware of price sensitive information; or • you procured that person to trade in the Company's securities (for example by requesting or directing them to trade at that time) even if the other person was NOT aware of the price sensitive information. |

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| | <p>You must not trade in Company securities relying on any of these examples unless you have notified the Company Secretary at least 48 hours before the trade is to be made (in writing or by email). Notification to the Company Secretary does not constitute the Company's approval of the trade and you should seek your own professional advice in relation to the applicability of the examples.</p> <p>The examples given by ASX which may apply to the Company under this policy may be summarised as follows –</p> <ul style="list-style-type: none"> ▪ transferring Company securities already held into a superannuation fund or similar savings scheme in which the restricted person is a beneficiary; ▪ investing or trading in a fund or scheme where the investment decisions are made at the discretion of a third party, providing the fund or scheme does not invest exclusively in the Company's securities; ▪ trading in Company securities by a restricted person as a trustee (who is not also a beneficiary of the trust) and the decision to trade is made by other trustees or investment managers independently of the restricted person; ▪ undertakings to accept, or the acceptance of, a takeover offer for Company securities; or ▪ trading under an offer or invitation made to all or most Company security holders, including a rights issue, a security purchase plan, a dividend reinvestment plan and an equal access buy-back, where the timing and structure of the offer or issue has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue; ▪ disposals of securities in the Company that is as a result of a lender exercising their rights, for example, under a margin lending arrangement; and ▪ exercising options, rights, or similar instruments under an APN Employee Incentive Plan or converting a convertible note into securities in the Company (but not the sale of such securities following the exercise or conversion), if the final exercise or conversion date falls with a prohibited period and the prohibited period has been exceptionally or unexpectedly long or the entity has had an unexpected or exceptional number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so. |
| Breaches of policy | Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment. |
| Application of policy | To the extent of any inconsistency with any previous policy or rules relating to this subject matter, this policy prevails over them. |