

## Executive and Staff Share Trading Policy

This policy applies to all Seven Group Holdings Limited ("SGH") staff, in particular Executives and designated staff of SGH group subsidiaries (who often have access to confidential and price-sensitive information), and any associate of such SGH group staff member.

For the purposes of this policy:

- Designated staff of SGH group subsidiaries include any person in an Executive or management position of a SGH group subsidiary, and those within their department who assist them (for example, the personal assistant of an Executive);
- Associates includes spouses, partners, family members, family trusts, superannuation funds and any other connected person of an SGH group staff member;
- confidential and price-sensitive information is any information that a reasonable person would expect to have a material effect (up or down) on the price or value of SGH securities and which is not generally available to the market/public; and
- deal includes buying and selling, as well as procuring others to buy or sell.

SGH securities referred to in this policy are:

- SGH ordinary shares;
- TELYS4;
- options or other financial products issued over these classes of SGH shares by third parties, or associated products;
- other financial products that operate to limit the economic risk of holding SGH Shares.

Any proposed dealing in SGH securities by an SGH group staff member must comply with the insider trading restrictions on share dealings under the Corporations Act 2001. That is, an SGH group staff member cannot deal in SGH securities if they or SGH has confidential and price-sensitive information.

In addition, Executives and designated staff of SGH group subsidiaries are permitted to deal in SGH securities only as follows:

- (a) If the dealing is not prohibited by the Corporations Act; and
- (b) If the dealing takes place during the following "window" periods:
  - (i) in the period between 24 hours and 30 working days after the release of SGH's Half Yearly Results announcement to the Australian Securities Exchange ("ASX");
  - (ii) in the period between 24 hours and 30 working days after the release of the SGH's Annual Results announcements to the ASX; and
  - (iii) in the period between 24 hours and 30 working days after the close of the SGH's Annual General Meeting.

Dealing in SGH securities by Executives and designated staff of SGH group subsidiaries can only occur outside the above window periods if prior written clearance is obtained from the SGH Commercial Director or his delegate. Clearance will be given at the discretion of the SGH Commercial Director or his delegate after consideration of the circumstances, and only where there is no confidential and price sensitive information which is not generally available to the market/public.

During the following 'blackout periods' no SGH staff member may deal in SGH securities, except in exceptional circumstances:

- the period commencing on the last day of the financial year and ending 24 hours after the release of SGH's Annual Results announcement to the ASX;

- the period commencing on the last day of the half year and ending 24 hours after the release of SGH's Half Yearly Results announcement to the ASX; and
- any other period determined by the Board or its delegate to be a blackout period for the purposes of this policy.

Exceptional circumstances are circumstances where the approver is satisfied that the proposed dealing is the most reasonable course of action available. Exceptional circumstances may include:

- extreme financial hardship;
- compulsion by court order; and
- any other circumstance determined by the SGH Commercial Director or his delegate to be exceptional.

An SGH staff member who wishes to deal in SGH securities during a blackout period must apply in writing to the SGH Commercial Director setting out the circumstances of the proposed dealing and the reason a waiver from the terms of this policy is required. Clearance may be given in any written form and is effective for two business days after it has been given.

In addition, during the blackout periods, no Executives or designated staff of SGH subsidiaries may deal in financial products issued or created over or in respect of SGH securities. No exceptional circumstances exemption applies to this prohibition.

Any dealing in SGH securities by Executives and designated staff of SGH group subsidiaries pursuant to a margin lending arrangement must comply with this policy. Such dealings may include entering into a margin lending arrangement in respect of SGH securities, transferring SGH securities into an existing margin loan account and selling SGH securities held in a margin loan account. Subject to the exclusions set out below, Executives and designated staff of SGH group subsidiaries must obtain clearance in accordance with this policy for any proposed dealing in SGH securities in connection with a margin lending arrangement. Clearance may be granted subject to any conditions the approver determines appropriate.

Subject to the requirement that the SGH staff member may not deal in SGH securities if any confidential and price-sensitive information is held, this policy does not apply to:

- passive trades such as the acquisition of SGH securities through a dividend reinvestment plan, a share purchase plan available to all retail shareholders, or a rights issue, or the sale of SGH securities arising as a result of acceptance of a takeover offer;
- dealings where there is no effective change in the beneficial owner (such as a transfer from the SGH staff member to a family trust or to a self-managed superannuation fund of which the SGH staff member is a beneficiary); and
- a disposal of SGH securities that is the result of a secured lender exercising their rights under a margin lending arrangement, where this policy has been complied with in relation to the margin lending arrangement.