

ASX Release



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Programmed Maintenance Services Ltd
ACN 054 742 264

25 May 2016

AMENDMENTS TO THE SHARE TRADING POLICY

The Board of Programmed (“the Company”) has approved amendments to the Company’s Share Trading Policy which are effective from 25 May 2016.

Please find attached a copy of the amended Share Trading Policy lodged with the ASX in accordance with ASX Listing Rule 12.10.

For further information contact:

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A leading provider of staffing, maintenance and facility management services.

SHARE TRADING POLICY

This share trading policy sets out the policy of Programmed Maintenance Services Limited (the **Company**) regarding the trading in its securities, which includes publicly listed shares (ASX code: PRG), options, any other Company security on issue from time to time and any financial products issued or created over or in respect of the Company's securities. This policy is separate from and additional to the legal constraints imposed by the common law, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules.

This policy applies to all directors and employees of the Company and its subsidiaries, and to the associates of all directors and employees (including spouses, children, family trusts and family companies), to the extent set out below.

1. **DEFINITIONS**

The following definitions apply in this policy.

Closely Connected Person means:

- (a) a close family member of a Designated Executive, which means a spouse or de facto partner of a Designated Executive, any minor children of a Designated Executive or children living with the Designated Executive (including children of the Designated Executive's spouse or de facto partner);
- (b) a closely connected entity of a Designated Executive, which means any company or trust that the Designated Executive or their close family members may control or have an interest in;
- (c) any other person over whom a Designated Executive has, or may be expected to have, control or influence in respect of that person's dealings in securities.

Designated Executive means:

A member of key management personnel (as defined in the ASX Listing Rules) and others as identified below:

- (a) a director of the Company;
- (b) a senior manager who directly reports to the Managing Director; and
- (c) a manager who directly reports to such a senior manager.

Exceptional Circumstances means:

- (a) severe financial hardship to the Designated Executive in question, which may exist if that person has a pressing financial commitment that cannot be satisfied otherwise than by selling the Company's securities that he or she holds; or
- (b) compulsion by court order (or under a legal or regulatory requirement) to transfer or sell the Company's securities; or

- (c) where the Board, in its discretion, deems such circumstances to otherwise be exceptional. In exercising that discretion, the Board may have regard to (among other things) whether:
- (i) the Company has made any recent announcements to ASX disclosing matters material to the Company, so that the market consider itself fully informed; and
 - (ii) the proposed dealing aligns with the interests of the Company's shareholders,

and such circumstances will only be deemed to be exceptional for a period of 7 days from the date on which the Board exercises its discretion in the manner contemplated by this paragraph (c).

Inside Information is information concerning a company that:

- (a) is not generally available; and
- (b) 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.

Relevant Approver means:

- (a) if the Designated Executive is a director of the Company (other than the Chairman of the Board), the Chairman of the Board;
- (b) if the Designated Executive is the Chairman of the Board, the Chairman of the Audit and Risk Committee; and
- (c) if the Designated Person is not a director of the Company, the Managing Director.

2. **GENERAL PROHIBITION ON INSIDER TRADING**

Under the Corporations Act a person with Inside Information must not:

- (a) deal in the securities of a company or enter into an agreement to deal in the securities of a company;
- (b) procure another person to deal in the securities of a company or enter into an agreement to deal in the securities of a company; or
- (c) pass on the Inside Information to another person knowing (or that the person should reasonably know) that the other person may use the information to trade in, or procure someone else to trade in, the company's securities.

This is a personal responsibility of the person and not a Company responsibility. Compliance with the Company policy will assist to ensure that any personal responsibility is met.

Examples of Inside Information regarding the Company include:

- (a) a proposed major acquisition or disposition;
- (b) a significant business development or change in the nature of the Company's business;
- (c) the subject matter, content or fact of a pending disclosure, such as financial results;
- (d) details of material contracts that are being negotiated by the Company;
- (e) potential litigation that would have a substantial effect on the Company;
- (f) a proposed change in the share capital structure of the Company;
- (g) a proposed change in the Company's dividend policy; or
- (h) a major change to the Board or senior management.

3. **RESTRICTIONS ON TRADING**

As Designated Executives are in positions where it may be assumed that they may come into possession of Inside Information concerning the Company by virtue of their position within the Company, additional restrictions (further to the general prohibition on insider trading recognised in section 2), on trading in the Company's securities are imposed by this policy on those persons.

Each Designated Executive must ensure that:

- (a) any trading by any of their Closely Connected Persons is undertaken strictly in accordance with this policy; and
- (b) their Closely Connected Persons are aware of this policy and the restrictions it contains.

There are certain periods during the year, given the proximity to the release of the Company's financial or trading results, in which Designated Executives and their Closely Connected Persons must not trade in the Company's securities, given the heightened risk of actual or perceived insider trading (each a **Blackout Period**), including:

- (a) the period between the end of the Company's financial year (31 March) and the day following the announcement of the Company's full year results to the ASX;
- (b) the period from the end of the Company's half year (30 September) and the day following the announcement of the Company's half year results to the ASX; and
- (c) the 14 days prior to the date of the Company's Annual General Meeting (usually held in July/August each year).



During a Blackout Period a Designated Executive and their Closely Connected Persons are restricted from trading in the Company's securities, subject to the exceptions described below.

The Board reserves the right to impose a restriction on trading for any period, including one that would otherwise fall outside a Blackout Period. Any ad hoc restriction on trading will be a Blackout Period.

The prohibition on insider trading continues to apply both during and after a Blackout Period.

4. **EXCEPTIONS**

A Designated Executive and their Closely Connected Persons may only trade in the Company's securities during a Blackout Period in the following circumstances:

- (a) **(prior approval)** where the Relevant Approver has given prior written approval to the trade (which approval will be valid for 7 days from the date on which it is given) upon the Designated Executive satisfying the Relevant Approver that:
 - (i) there are Exceptional Circumstances in light of which the Designated Executive or their Closely Connected Persons should be permitted to trade in the Company's securities; and
 - (ii) the Designated Executive or their Closely Connected Persons do not possess Inside Information about the Company.
- (b) **(portfolio)** where the trade is indirect and incidental as a result of the trading being made by a third party (for example, an investment manager) of a managed securities portfolio of the Designated Executive that happens to hold as part of its portfolio securities in the Company, and the Designated Executive is not in a position to influence investment choices in that portfolio; or
- (c) **(dividend reinvestment plan, rights issues, incentive plans etc)** where the trade is the acquisition of securities through participation at any time in:
 - (i) the Company's dividend reinvestment plan on the standard terms and conditions available to all shareholders;
 - (ii) an offer or invitation made by the Company to all or most of its shareholders, such as a rights issue, share purchase plan or share buy-back, including the sale of part or entitlements under a renounceable rights issue;
 - (iii) the Company's long term incentive plans on the standard terms and conditions of the applicable plan, including exercising options or converting convertible securities if the final exercise or conversion date falls in a Blackout Period; or
 - (iv) trading under the Company's non-discretionary trading plan (Programmed Employee Share Acquisition Plan or "PESAP") or



any other non-discretionary plan in place from time to time with respect to the Company's securities, in each case where the Designated Executive has no influence on trading decisions under the PESAP.

The restrictions on trading of Company securities will apply once the acquisition of securities through any of the above plans is completed. Notwithstanding the availability of any exception, the prohibition on insider trading continues to apply.

5. **NOTIFICATION BEFORE TRADING IN COMPANY SECURITIES**

Prior to trading in the Company's securities (either buying or selling), Designated Executives must notify the Relevant Approver of their or their Closely Connected Person's intention to trade and confirm that they and their Closely Connected Person are not in possession of any Inside Information.

The requirement to provide notice of an intention to trade in the Company's securities does not apply to the exercise of any security that has vested in accordance with any incentive plan resulting in the holding of a listed security in the Company. However, the requirement does apply to the trading of the resulting listed securities once they have been issued or acquired.

Notification after Trading in Company Securities

After a Designated Executive or their Closely Connected Person (as applicable) has completed any trade in the Company's securities, the Designated Executives must as soon as possible and in any event no later than two business days (of such trade occurring):

- (a) notify the Company Secretary of the trade occurring; and
- (b) in the case of a director 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 ASX.

The Company Secretary will procure that the Company complies with the ASX Listing Rule 3.19A requirement to notify the ASX of any change in a notifiable interest held by a director of the Company. The ASX notification will include whether the change in notifiable interest occurred during a Blackout Period where prior written approval was required and, if so, whether prior written approval was provided, together with the date of that approval. The Company Secretary will maintain a register of all trades and holdings in Company securities by Designated Executives and their Closely Connected Persons.

6. **HEDGING TRANSACTIONS**

Consistent with section 206J of the Corporations Act, members of key management personnel and their closely related parties (as defined in the Corporations Act) are prohibited from entering into transactions or arrangements that limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

7. **SHORT-SELLING AND MARGIN LENDING TRANSACTIONS**

A Designated Executive must not engage in short-selling in respect of the Company's securities or enter into margin lending or other secured financing arrangements in respect of Company Securities.