

## Share Trading Policy– Macquarie Telecom Group Limited

### 1. Statutory prohibitions

The Australian Corporation Act imposes a number of obligations and duties in relation to dealing in securities by insiders. The law in summary provides that an insider must not:

- a) Deal in securities of an entity whilst in possession of Confidential Price Sensitive Information relating to the entity that is not generally available;
- b) Procure any other person to Deal in those securities; or
- c) Communicate the Confidential Price Sensitive Information to any person who he/she knows or ought reasonably to know will make use of the information for the purpose of dealing or procuring others to deal in those securities.

The penalties for breach of the statutory prohibitions can be either criminal or civil or both.

- a) criminal penalties can be either a fine of up to A\$200,000 or imprisonment for five years or both.
- b) Civil penalties are a fine of up to A\$200,000 for an individual

### 2. Macquarie Telecom's Share Trading Policy

In order to guard against the misuse of price sensitive information, the Board of Macquarie Telecom has established guidelines relating to the Board, Senior Managers and other employees dealing in the company's shares.

Those guidelines are as follows:

1. Directors, senior managers and other employees are prohibited from dealing in shares during the following two "blackout periods":
  - from 1 July to the date of announcement of the full year results
  - from 1 January to the date of announcement of the half-year results
2. Outside these blackout periods trading in shares will be permitted. Directors, senior managers and other employees have the responsibility to advise the appropriate officer of any trading outside these blackout periods. The identity of the appropriate officer will be determined as follows:

#### Person Wishing to Trade

Chairman

Directors

Senior Managers

Other Employees

#### Appropriate Officer

Chairman of the Audit Committee

Chairman

Company Secretary

No advice required

"Senior Managers" means managers who regularly report to the Board and attend Board meetings.

3. Directors, Senior Managers and Other Employees should not deal in Macquarie Telecom shares during a blackout period unless Exceptional Circumstances exist. Exceptional Circumstances means severe financial hardships or other circumstances considered to be exceptional, including a court order or court enforceable undertakings in a bona fide family settlement to transfer Macquarie Telecom shares or some other overriding legal or regulatory requirements to transfer Macquarie Telecom shares.
4. Dealings inside a blackout period are to be decided for Directors (other than the Chairman) by the Chairman, for the Chairman by the Audit Committee Chairman and for the Senior Managers and Other Employees by the Chief Executive Officer in each case in their sole discretion and in each case notified to the Company Secretary.
5. Any prior written clearance to trade in Exceptional Circumstances must specify the duration of such clearance and must be in writing (which includes email).
6. The issue of shares or the grant or exercise of options under share incentive schemes is not deemed to be dealing in Macquarie Telecom shares. The subsequent sale of shares is, however, a dealing which is subject to this policy.

The Board takes the matter of dealing in Macquarie Telecom's shares by Directors and Senior Managers seriously and expects full compliance with this policy. Failure to comply with it by any Director, Senior Manager or Other Employee may result in termination of employment or other disciplinary action.