



TREASURY  
WINE ESTATES

# Share Trading Policy

## Treasury Wine Estates

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### 1. Introduction

The board of the Company (the *Board*) considers it essential that the Company and its employees comply with both the law and high ethical standards. It considers “insider trading” to be both illegal and unethical.

Furthermore, a perception of insider trading in Company Shares could undermine the integrity of the market for them and prejudice the reputations of the persons concerned and those associated with them, including the Company itself.

This Share Trading Policy (*Policy*) has been adopted by the Board to:

- Provide guidance to directors of the Company (*Directors*), those employees who report directly to the Chief Executive Officer in a senior management capacity and are members of the executive team referred to as the Wine Leadership Team (WLT) and other employees of the Company and its subsidiaries (the *Group*) if they are contemplating dealing in Company Shares; and
- Minimise the possibility of concerns arising in relation to the Directors, the Wine Leadership Team and other employees dealing in the Company’s Shares.

This Policy is directed at:

- dealing in Company Shares by the Directors, the Wine Leadership Team and other employees;
- dealings through entities or trusts controlled by the relevant person, or in which they have an interest or dealings by their direct family members; and
- encouraging family or friends to so deal.

Any non-compliance with this Policy will be regarded as serious misconduct.

## **2. Legal Restrictions on dealing in Company Shares**

### **2.1 Person to whom this Policy applies**

This Policy applies to:

- All Directors;
- The Chief Executive Officer and the other members of the Wine Leadership Team; and
- All other employees of the Group.

### **2.2 Prohibitions**

Under the Corporations Act, if:

- A person possesses Inside Information; and
- The person knows or ought reasonably to know, that the information qualifies as Inside Information, the person must not (whether as principal or agent):
  - deal in Company Shares; or
  - procure another person to deal in Company Shares; or
  - directly or indirectly communicate the Inside Information, or cause the Inside Information to be communicated, to any other person who they know, or ought reasonably to know, would be likely to deal in the Company Shares or procure another person to do so.

This would include dealing in Company Shares through an entity or trust controlled by the relevant person, or in which they have an interest, a dealing in Company Shares by a direct family member or encouraging family or friends to so deal.

### **2.3 Penalties**

Maximum penalties under the Corporations Act for a breach of “insider trading” provisions are:

- \$220,000 or imprisonment of 5 years or both in the case of a natural person;
- \$1,100,000 in the case of a company; and
- unlimited civil liability.

## **3. Legal Restrictions on dealing in Company Shares**

### **3.1 What are “Shares”?**

“Shares” include shares of any class, notes, options, bonds, derivatives, ADR’s, managed investments and superannuation products and any other financial product able to be traded on a financial market.

### **3.2 What is “Inside Information”?**

“Inside Information” is information that is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on either the price or the value of Company Shares.

### **3.3 When is information “generally available”?**

Information is “generally available” if:

- it consists of readily observable matter; or
- where the information has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in Shares, a reasonable period for it to be disseminated among such persons has elapsed. For example, it has been released to the ASX or published in an annual report or prospectus; or
- it may be deduced, inferred or concluded from information referred to above.

### **3.4 What is a “material effect”?**

“Material effect”, in relation to Inside Information, is where that information would, or would be likely to, influence persons who commonly acquire Shares in deciding whether or not to acquire or dispose of Shares.

Examples of information, that may have a material effect on the price or value of Company Shares when it becomes generally available, include:

- revenue;
- profit forecasts;
- inventory levels;
- vintage intake figures or forecasts;
- items of major capital expenditure;
- borrowings;
- liquidity and cashflow information;
- significant changes in operations;
- management restructuring;
- changes in distribution arrangements;
- litigation;
- impending mergers and acquisitions, reconstructions or takeovers;
- major asset purchases or sales; and
- new product and technology.

### **3.5 What is “dealing in Shares”?**

“Dealing in Shares” is a very broad concept including:

- acquiring or disposing of Shares or options to acquire Shares (eg by buying or selling them or exercising an option);
- applying for Shares (eg pursuant to a rights issue or employee share plan); or
- entering into an agreement to do any of the above.

### **3.6 Who is a “direct family member”?**

A direct family member is:

- the spouse / partner of a Director, a member of the Wine Leadership Team or employee; and
- a dependent child who is under the age of 18 and living in the same household as a Director, a member of the Wine Leadership Team or employee.

## **4. Policy for Dealing in Company Shares**

### **4.1 Absolute Prohibition**

Unless expressly exempted in accordance with section 4.6 of this Policy, no Director, member of the Wine Leadership Team or other employee of the Group may deal in Company Shares at any time (including during a Trading Window see below), if that person is in possession of Inside Information.

Where a Director, member of the Wine Leadership Team or other employee is unsure as to whether they are in possession of Inside Information they should discuss the matter with the relevant contact person listed in Section 6 below.

### **4.2 Dealing by Employees other than Directors and the Group Executive**

Unless they have the prior approval of the Company Secretary (which may be granted in unusual circumstances eg financial hardship), employees, other than Directors and members of the Wine Leadership Team, must not deal in Company Shares, except during the following periods (*Trading Windows*):

- in the period beginning two calendar days after lodgement of the Company’s half year and annual profit announcements with the ASX and concluding one month after that lodgement;
- in the period from lodgement of the Company’s printed annual report with the ASX to 1 month after the holding of the Company’s annual general meeting; and
- during the period when Company Shares can be acquired under a prospectus issued by the Company.

In order to avoid any adverse perception, employees should ensure that their direct family members are aware of these restrictions and encourage them not to deal in Company Shares outside of these periods.

The Company may also restrict dealing in Company Shares during the *Trading Windows* by all or particular employees by notice to them.

If employees wish to trade outside the *Trading Windows* they must obtain prior approval from the Company Secretary. Details of all such *dealings* must be advised in writing to the Company Secretary, making reference to the prior discussion, as soon as they have taken place.

### **4.3 Dealing by Directors and the Group Executive**

Directors and members of the Wine Leadership Team are prohibited from dealing in Company Shares during the following periods (Blackout Periods):

- between 1 July and the opening of the next Trading Window (which will be two calendar days after the lodgement of the annual profit announcement with the ASX); and
- between 1 January and the opening of the next Trading Window (which will be two calendar days after the lodgement of the half year profit announcement with the ASX).

Before any Director or member of the Wine Leadership Team deals in any Company Shares outside the Blackout Periods, they must discuss the proposed dealing with (and obtain approval from):

- the Chairperson, in the case of Directors and the Wine Leadership Team; or
- in the case of the Chairperson, a Director chosen by the Board for that purpose.

Approval is unlikely to be granted for dealings outside of *Trading Windows* (except in unusual circumstances eg financial hardship) and approval will not be granted during the Blackout Periods. In addition, the Company may also restrict *dealing* in Company Shares during the *Trading Windows* by all or particular Directors or members of the Wine Leadership Team by notice to them.

In order to avoid any adverse perception, Directors and members of the Wine Leadership Team should ensure that their direct family members are aware of and abide by these restrictions.

Details of any such dealings must be advised in writing to the Company Secretary, making reference to the prior approvals, as soon as they have taken place.

### **4.4 Short Term and Other Dealings**

No Director, member of the Wine Leadership Team or other employee may deal in Company Shares at any time for short term gain, including buying and selling Company Shares in a 3 month period or using forward contracts, without the approval of the Chairperson or in the case of the Chairperson a Director chosen by the Board for that purpose (which may be granted in unusual circumstances, eg financial hardship).

In addition, an employee (including members of the Wine Leadership Team) must not enter into any scheme, arrangement or agreement (including options or derivative products) under which the employee may alter the economic benefit derived by the employee, in relation to an unvested equity-based incentive award or grant made by the Company to the employee, irrespective of the outcome under that incentive award or grant.

### **4.5 Prohibition on Margin Loan Arrangements**

No Director or member of the Wine Leadership Team may enter into a margin loan or similar funding arrangement to acquire any Company Shares.

## **4.6 Exemption**

The Board may exempt employees of the Group (including the Wine Leadership Team) from the requirement to obtain approval under this Policy, in respect of a specified class of dealings under employee share schemes designated by the Board, where such dealing is otherwise permitted by law.

## **5. Broader Application of the Law**

### **5.1 Application to Other Persons**

The restrictions on insider trading in the Corporations Act apply, not just to employees, but to any person possessing Inside Information, including contractors to the Company or any of its subsidiaries, employees of or contractors to any joint venture entities in which the Company has an interest and advisers to the Company.

### **5.2 Shares of other Companies**

Directors, members of the Wine Leadership Team and other employees are also prohibited from dealing in the Shares of outside companies, about which they may gain inside information by virtue of their position as a Director, Wine Leadership Team member or other employee of the Group. For example, if a Group employee was aware that the Company was about to sign a major deal with another company, they could not deal in Shares of either company.

### **5.3 Other Countries**

In respect of countries other than Australia in which Shares or other securities of the Company are listed or sold, officers and employees may also be subject to the Dealing laws (including insider trading laws) of those countries and the applicable states. This policy applies to all dealings in Company Shares.

## **6. Company Contacts**

If you have any questions in relation to this Policy or should you wish to discuss a proposed dealing in Company Shares, you should contact:

- The Company Secretary, who is currently Paul Conroy. He can be contacted either by phone +61 3 8626 2653 or by email [paul.conroy@tweglobal.com](mailto:paul.conroy@tweglobal.com); or
- if the Company Secretary is unavailable, the Assistant Company Secretary, who is currently Nicole Madden, can be contacted either by phone on +61 3 8626 3312 or by e-mail [nicole.madden@tweglobal.com](mailto:nicole.madden@tweglobal.com)

## **7. Review of this Policy**

This Policy is subject to an annual review by the Board and will be amended (as appropriate).

## **8. Access to this Policy**

This Policy will be available for viewing by any employee of the Group on the Portal and by any other person on the Company's website. The Policy must also be circulated by the Company Secretary to Directors, the Wine Leadership Team and all Group employees as soon as possible after its review each year.

Adopted 24 May 2011