



TREASURY
WINE ESTATES

Share Trading Policy

1. Introduction

The Board of directors of Treasury Wine Estates Limited (the **Company**) 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. This policy prohibits insider trading.

Further, a perception of insider trading in Company Shares could undermine the integrity of the market and prejudice the reputations of the persons concerned and those associated with them, including the Company itself. The purpose of this policy, which has been adopted by the Board, is to:

- create awareness of the restrictions under law and this policy on dealing in Company Shares and to establish governance procedures for dealing in Company Shares to prevent the misuse, or perception of misuse, of Inside Information;
- provide guidance to directors, members of the Executive Leadership Team (**ELT**) and all other employees of the Company and its controlled entities (together, **TWE**) if they are contemplating dealing in Company Shares; and
- minimise the possibility of concerns arising in relation to the directors, members of the ELT and other employees dealing in Company Shares.

2. Legal restrictions on dealing in Company Shares

2.1 Who does this policy apply to?

This policy applies to:

- all directors;
- members of the ELT;
- employees of the Company who have been notified by the Chief Legal Officer or Company Secretary that they have, or have access to, information that is or may become Inside Information (**Restricted Employees**); and
- all other employees of TWE,

collectively referred to as **TWE People** or individually as a **TWE Person**.

For each TWE Person this policy also extends to:

- their spouse/de facto partner and dependent children who are living in the same household as the TWE Person (**direct family members**); and
- companies, trusts and entities which are controlled by the TWE Person or their direct family members.

Every TWE Person has an individual responsibility to ensure that they comply with the law relating to insider trading and this policy. Any clearance to deal in Company Shares provided under this

policy is not an endorsement by the Company or any Company officer of any dealing. Individuals remain responsible for their own investment decisions and compliance with the law.

2.2 General prohibition against insider trading

A TWE Person who possesses Inside Information regarding Company Shares must not do any of the following:

- deal in Company Shares;
- procure, encourage, incite or induce another person to deal in Company Shares; or
- directly or indirectly communicate (or 'tip') Inside Information, or cause the Inside Information to be communicated, to any other person who is likely to deal in Company Shares or procure another person to do so.

A TWE Person cannot do any of these things on their own behalf, or through a direct family member or through an entity or trust controlled by the TWE Person or their direct family members. This is the law as applied by the *Corporations Act 2001* (Cth) (**Corporations Act**).

2.3 Penalties

A breach of the law relating to insider trading can have serious consequences, including individual criminal and civil liability, substantial fines and potentially imprisonment.

Any non-compliance with this policy will be regarded as serious misconduct. Employees may be subject to disciplinary action, which may include termination of employment.

3. Policy for dealing in Company Shares

3.1 Absolute prohibition applicable to all TWE People

No TWE Person may deal in Company Shares at any time if that person is in possession of Inside Information regarding Company Shares.

Where a TWE Person is unsure as to whether they are in possession of Inside Information they should discuss the matter with the Company Secretary or the Deputy Company Secretary, or in the case of a director, with the Chairman.

3.2 Dealing by TWE People

- (a) Subject to law, TWE People may only deal in Company Shares:
- during trading windows, being periods determined by the Board from time to time (**Trading Windows**), which ordinarily are:
 - a six week period commencing on the day after the announcement of the Company's full year results;
 - a four week period commencing on the day after the announcement of the Company's half year results;
 - a two week period commencing on the day after the Company's Annual General Meeting; and
 - a period commencing on the day after the issue of a prospectus offering Company Shares (or a document containing equivalent information) and ending on the day the offer closes;
 - if they are not in possession of Inside Information regarding Company Shares at the relevant time; and
 - for directors, ELT members and Restricted Employees only – after complying with the additional requirements set out in section 3.4 below.

- (b) If a TWE Person (other than a director, ELT member or Restricted Employee) needs to deal in Company Shares outside the Trading Windows due to **exceptional circumstances** (see section 3.5(a) below), they must obtain prior clearance from the Company Secretary before dealing in Company Shares. The TWE Person must provide in writing to the Company Secretary:
- details of the exceptional circumstances;
 - confirmation that they do not possess Inside Information regarding Company Shares; and
 - if clearance is granted, written confirmation to the Company Secretary as soon as the dealings have taken place, referencing the prior clearance.

3.3 Blackout Periods for directors, ELT and Restricted Employees

- (a) Directors, ELT members and Restricted Employees are prohibited from dealing in Company Shares during the following periods (**Blackout Periods**):
- from 1 July until the day after the announcement of the Company's full year results;
 - from 1 January until the day after the announcement of the Company's half year results;
 - the period commencing two weeks prior to the Company's Annual General Meeting and ending at the close of trading on the Australian Securities Exchange (ASX) on the day of the Annual General Meeting; and
 - any other period that the Board specifies from time to time.
- (b) The Blackout Periods do not restrict participation in Company share plans, or performance option or performance rights plans but do apply in respect of any subsequent dealing in Company Shares to which TWE People become entitled under those plans. Performance options and performance rights should only be exercised outside of the Blackout Periods.

3.4 Additional requirements for dealings by directors, ELT and Restricted Employees

- (a) In addition to complying with dealing requirements set out in section 3.2, directors, members of the ELT and Restricted Employees may only deal in Company Shares after obtaining prior written clearance to deal in Company Shares from the relevant person as set out in the following table:

Person seeking clearance to deal	Person to provide clearance
Director	<ul style="list-style-type: none"> ● Chairman; and ● Chief Executive Officer
Chairman of the Board	<ul style="list-style-type: none"> ● Chairman of the Audit & Risk Committee or Chairman of the Human Resources Committee; and ● Chief Executive Officer
Chief Executive Officer	<ul style="list-style-type: none"> ● Chairman; and ● Chairman of the Audit & Risk Committee or Chairman of the Human Resources Committee
Member of the ELT	<ul style="list-style-type: none"> ● Chairman; and ● Chief Executive Officer
Restricted Employee	<ul style="list-style-type: none"> ● Chief Executive Officer; and ● Chief Financial Officer

- (b) Any director, member of the ELT or Restricted Employee who is seeking clearance should also notify the Company Secretary of the application for clearance. Clearance is at all times subject to law and will not be granted to directors, members of the ELT or Restricted Employees during Blackout Periods.
- (c) If a director, member of the ELT or Restricted Employee needs to deal in Company Shares outside a Trading Window (but not within a Blackout Period) due to **exceptional circumstances** (see section 3.5(a) below), they must obtain prior clearance from the relevant person set out in section 3.4(a) above before dealing in Company Shares, and include in such request for clearance:
 - o details of the exceptional circumstances;
 - o confirmation that they do not possess Inside Information regarding Company Shares; and
 - o if clearance is granted, written confirmation to the Company Secretary as soon as the dealings have taken place, referencing the prior clearance.
- (d) The Company is required by law to disclose dealings in its Company Shares by directors within a prescribed period after they occur, including whether such dealings have occurred during a Blackout Period. In order to facilitate compliance with the Company's disclosure and reporting obligations, each of the directors must provide details of any such dealings in writing to the Company Secretary, where practical in advance of such dealings, and in any case, no more than 2 days after dealing, making reference to the prior clearance.

3.5 Matters relating to dealing by all TWE People

- (a) **'Exceptional circumstances'** for the purpose of this policy include severe financial hardship, or a court order or other legal or regulatory requirement requiring the sale of Company Shares.
- (b) Clearance of a request to deal in Company Shares is not granted as a matter of course and should not be expected. Clearance to trade may be denied for any purpose including matters that may be known to the Company or directors or members of the ELT but not to the person seeking clearance. If clearance to trade is refused, the person seeking the clearance must keep that information confidential.
- (c) If clearance to deal in Company Shares is granted under this policy, the dealing must promptly occur within the time period specified (and, in the absence, 5 business days of clearance being granted).
- (d) The Company may restrict dealing in Company Shares by all or particular employees, members of the ELT or directors, by notice to them.
- (e) In order to avoid any adverse perception, TWE People should ensure that their direct family members are aware of the restrictions in this policy and encourage them to deal in Company Shares in accordance with this policy.
- (f) Employees participating in the Company's employee share, performance option and performance rights plans, and directors participating in a director share acquisition plan, should not deal or make an election to deal in Company Shares to which TWE People become entitled under those plans, except during Trading Windows (for example, TWE People should not make an election to participate in a plan, or sell or otherwise deal in Company Shares, except during a Trading Window). In exceptional circumstances, a TWE Person may seek clearance to make such an election or deal in Company Shares outside a Trading Window in accordance with the clearance procedures set out in this policy.

3.6 Short term dealings

No TWE Person may engage in short term dealing in Company Shares. 'Short term dealing' includes buying and selling Company Shares within a 3 month period, and would cover dealing in Company Shares in a manner which involves frequent and regular trading.

3.7 Derivatives and hedging

- (a) It is against the law for a member of Key Management Personnel or a Closely Related Party of Key Management Personnel to enter into Hedging Arrangements in relation to elements of their remuneration that are unvested, or that have vested but remain subject to a holding lock.
- (b) An employee (including members of the ELT) must not enter into any scheme, arrangement or agreement (including a Derivative) 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.
- (c) Members of the ELT must notify the Company Secretary if they enter into a Derivative or Hedging Arrangement over Company Shares.

3.8 Prohibition on margin loan arrangements

No director or member of the ELT may enter into a margin loan or similar funding arrangement to acquire any Company Shares.

3.9 Exclusions for dealing in Company Shares

Subject to law and to section 2.2 which prohibits insider trading, the following dealings in Company Shares are not subject to the restrictions in this policy:

- a transfer of Company Shares where the beneficial interest in the Company Shares does not change, such as a transfer into a superannuation fund in which the individual is a beneficiary;
- the acceptance of a takeover offer or dealing as a participant in a scheme of arrangement; or
- a dealing pursuant to a corporate action (such as a share purchase plan, a dividend reinvestment plan or an issue of rights under a rights issue), where the plan that determines the timing and structure of the offer has been approved by the Board. However TWE People are only permitted to join, withdraw from or vary participation in a dividend reinvestment plan outside a Blackout Period.

4. Broader application of the law

4.1 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.

4.2 Shares of other companies

Directors, members of the ELT 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, ELT member or employee of TWE. For example, if a TWE employee was

aware that the Company was about to sign a major deal with another company (such as a supplier or customer), they could not deal in Shares of either company.

4.3 Other countries

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

5. Company contacts

If a TWE Person has any questions in relation to this policy or wishes to discuss a proposed dealing in Company Shares, or is unsure whether they possess Inside Information in relation to Company Shares, they should contact the Company Secretary or Deputy Company Secretary.

6. Review of this policy

This policy is subject to annual review by the Board.

7. Access to this policy

This policy is available for viewing by any employee on the Company intranet and by any other person on the Company's website. Any material update to the policy will be promptly circulated to directors, the ELT and TWE employees.

8. Terminology

8.1 What are 'Shares'?

'Shares' include shares, options, rights, debentures, bonds, derivatives, interests in a managed investment scheme that are able to be traded on a financial market, over-the-counter products including contracts for difference and any other financial products covered by section 1042A of the Corporations Act.

8.2 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 Shares of any company, including the Company.

8.3 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.

8.4 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 invest in 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.

8.5 What is 'deal' or 'dealing' in Shares?

'Deal' or 'dealing' in Shares is a very broad concept including:

- acquiring, selling, transferring, converting, 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.

8.6 Who are 'Restricted Employees'?

'Restricted Employees' are employees of TWE who have been notified by the Chief Legal Officer or Company Secretary that they have, or have access to, information that is or may become Inside Information (including due to their role at the Company or due to their involvement from time to time in certain confidential Company transactions), and accordingly are bound by the restrictions and prior written clearance requirements described in this policy.

8.7 Who are 'Key Management Personnel'?

'Key Management Personnel' has the meaning given to it in the applicable Australian Accounting Standards.

8.8 Who is a 'Closely Related Party'?

'Closely Related Party' has the meaning in section 9 of the Corporations Act.

8.9 What is a 'Hedging Arrangement'?

'Hedging Arrangement' is an arrangement that would have the effect of limiting exposure to risk and includes, but is not limited to, arrangements referred to in *Corporations Regulation* 2D.7.01(1).

9.0 What is a 'Derivative'?

'Derivative' has the meaning set out in section 761D of the Corporations Act (eg warrants, exchange traded, and over-the-counter options, and contracts for difference).