



# Director and Employee Share Trading Policy

## 1 OBJECTIVES

To outline the policy in relation to trading in ICSGlobal shares or related derivatives (together described as “securities”) by ICSGlobal Directors, officers, employees and contractors.

## 2 REQUIREMENTS IMPOSED BY LAW

The laws relating to insider trading contained in the Australian Corporations Law apply to all dealings in securities of Australian companies, irrespective of the location of the person dealing in the securities. Breach of insider trading laws is a criminal offence. Large fines and/or imprisonment can be imposed for breach.

In general terms, the law prohibits people from dealing in securities or getting other people to deal for them (such as a spouse, parent, child or close associate), during any time that they are aware of information which is not available to the public and which would materially affect the security's price or the value of the security if it became known. It also prohibits telling other people the information where that person knows or ought reasonably to know that the other person is likely to deal in the securities (known as “tipping”).

The overriding responsibility of ensuring compliance with the law rests with each individual.

## 3 POLICY ON TRADING IN THE ICSGLOBAL'S SECURITIES

### 3.1 WHO DOES THIS POLICY APPLY TO?

This policy applies to the Directors, employees and contractors of ICSGlobal. This policy is to apply, so far as is reasonably practical, to their associates, such as spouses, children, family trusts and companies.

### 3.2 WHAT TYPES OF TRANSACTIONS ARE COVERED BY THIS POLICY?

This policy applies to both the sale and purchase of any securities of ICSGlobal. As at the date of this policy, the only securities on issue are ICSGlobal Ordinary Shares.

### 3.3 WHAT TYPES OF TRANSACTIONS ARE NOT COVERED BY THIS POLICY?

This policy does not apply to the following transactions:-

- transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the entity) where the assets of the fund or other scheme are invested at the discretion of a third party;
- where a restricted person is a trustee, trading in the securities of the entity by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;
- undertakings to accept, or the acceptance of, a takeover offer;

- trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- a disposal of securities of the entity that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement. The trading policy should also set out the rules that are applicable to key management personnel with respect to entering into agreements that provide lenders with rights over their interests in the entity's securities; and,
- the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the entity has been in an exceptionally long prohibited period or the entity has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so.

## 4 GUIDELINES

Directors are further required to discuss their intention to trade in the Company's securities with the Chairman prior to trading. Employees and contractors must discuss their intention to trade shares with the Managing Director or Chief Financial Officer prior to trading. Consideration will be given in these discussions to any special circumstances (eg financial hardship).

Directors, employees or contractors must not trade in the shares of any other entity if inside information on such entity comes to the attention of the party by virtue of holding office as a

Director of the Company or acting as an employee or contractor of the Company.

In addition to complying with the law, the following guidelines are to be observed by Directors and employees of ICSGlobal:

- Securities may be purchased or sold during the two week period immediately following the release of ICSGlobal's, half-yearly and final results ("results announcements") (subject to observing the additional approval requirements set out below).
- Securities should not be purchased or sold during the two week period preceding any results Announcements, unless, giving regard to exceptional circumstances, prior written approval has been received from the Chairman.
- Securities should not be purchased or sold preceding any material Australian Stock Exchange announcement by ICSGlobal, if the employee is aware that it is likely that such an announcement will be made.
- Securities should not be purchased or sold for the purpose of short term speculation.
- Securities may be purchased or sold at other times (subject to observing the additional disclosure requirements set out below).

## 5 ADDITIONAL DISCLOSURE REQUIREMENTS

- Directors of ICSGlobal must notify the chairman of their intention to deal in ICSGlobal securities.

- The Chairman must notify the Chairman of the Audit Committee of his/her intention to deal in ICSGlobal securities.
- All direct reports of the Chief Executive Officer & Managing Director must notify him/her of the intention to deal in ICSGlobal securities.
- All other staff should notify the company secretary of his/her intention to deal in ICSGlobal securities.
- All Directors and staff should notify the company secretary once the proposed trading has occurred

## **6 INDIVIDUAL'S RESPONSIBILITY**

The fact that the intention to deal in ICSGlobal Securities has been disclosed does not absolve the individual from complying with the law, which must be the overriding consideration in deciding whether or not a sale or purchase can be made.

## **7 INTERNAL REPORTING REQUIREMENTS**

The Australian Securities & Investment Commission (ASIC) conducts a surveillance program of all Australian listed corporate entities. Under the program, ASIC may request information from the directors about the extent of trading by people connected with the Company during any period of unexplained price or volume movement.

Accordingly, each director and employee, must provide to the company secretary on an ongoing basis, information regarding any trading by them (or by their associates, such as spouse, family trusts etc.) of ICSGlobal Securities. The relevant information must be provided immediately following any purchase or sale of ICSGlobal securities, and is in addition to the notification requirements set out above.

Directors are reminded of their obligations under Section 205G of the Corporations Law, which requires a director who buys or sells shares in a Company of which they are a director, to notify the Australian Stock Exchange within 3 working days.