

SHARE TRADING POLICY

Licensee:	Aurora Funds Management Limited
AFSL Numbers:	222110
Registered Address:	Suite 613, Level 6 / 370 St Kilda Road, Melbourne VIC 3004
Principal Place of Business:	Suite 613, Level 6 / 370 St Kilda Road, Melbourne VIC 3004

Policy Approver	Board of Directors
Policy Owner	Compliance Manager
Policy Delegate	Compliance Manager
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Policy Review Cycle	Annually

1. INTRODUCTION

1.1 Background

Aurora Funds Management Limited (“the Company”) is the responsible entity of a number of registered managed investment schemes (“Funds”) listed on the Australian Securities Exchange (“ASX”). Trading of the Funds securities is governed by, amongst other things, the *Corporations Act 2001* (“Corporations Act”) and the ASX Listing Rules.

The provisions regulating the trading of securities on the ASX are intended to ensure that the stock market is kept fully informed of relevant information for all listed entities so that all investors are able to make informed investment decisions when acquiring or disposing of securities. The provisions also provide that people in possession of “inside information” about their own company or listed trust (or about another entity) must not use that information to trade in the relevant securities or to communicate that information to others.

It is therefore important that employees exercise due care in the timing of any dealings in securities and ensure that at all times they comply with the law in connection with trading in securities on behalf of themselves or the Funds.

1.2 Purpose

This Policy establishes when, and under what circumstances, persons associated to the Company may buy or sell units in the Funds. The purpose of this policy is:

- To assist directors and employees avoid conduct known as “insider trading”;
- To protect the Company against potentially damaging adverse inferences being drawn that its directors or employees may have engaged in unlawful activity, or acted for their personal benefit or for the benefit of the Funds, using information not available to the public;
- To enable the Company to comply with its obligations under securities legislation and ASX Listing Rules.

1.3 Scope

This Policy applies only on market trading in the Funds, and also in any financial products/derivatives that are issued or created over the Funds by third parties, or securities noted on the “Restricted Securities List” (collectively the “Restricted Securities”), and trading in associated products.

2. INSIDER TRADING

2.1 What is “Insider Trading”?

The Corporations Act contains three distinct, but related, offences of insider trading. The offences prevent a person in possession of “inside information” from the following actions:

- trading in the relevant securities;
- procuring another person to trade in the relevant securities; and/or
- communicating the inside information to another person who is likely to trade in the securities or procure someone else to trade.

2.2 What is “Inside Information”?

Inside information is regarded as being information:

- that a person possesses which is not generally available to the public and which the person knows or reasonably ought to know is not generally available; and
- a reasonable person would expect that if generally available to the public, the information might have a material effect on the price or value of the securities.

3. RESPONSIBILITIES

The following roles have responsibility under this Policy:

- The Aurora Executive Directors, with the Compliance Manager, have responsibility for ensuring that all employees are aware of their obligations under and for overseeing compliance with this Policy.
- The Aurora Executive Directors are responsible for advising of all Investment Funds and Securities that should be on the Restricted Security List.
- The Compliance Manager is responsible for providing employees and Designated Persons training in respect of this Policy and personal trading generally.
- The Compliance Manager is responsible for receiving pre-trade notifications Designated Persons and is responsible for administering the pre-trade approvals.
- The Compliance Manager is responsible for reviewing employee trading records as appropriate.
- The Compliance Manager is responsible for periodically notifying Designated Persons of their obligations in relation to pre-trade protocols under the Policy.
- The Compliance Manager is responsible for granting any exemptions under this Policy and seeking approval from the Aurora Executive Directors and / or Board as appropriate.
- Employees are responsible for familiarising themselves with this Policy and ensuring their compliance with it.

4. POLICY DETAILS

4.1 Designated Persons

The persons in paragraphs (a) to (d) below are referred to in this policy as “Designated Persons” and include:

- (a) Executive Directors and the company secretary of the Company;
- (b) all employees of the Company with access to trading details of the Funds;
- (c) any other person who is notified that they are considered a “Restricted Person” by the Chief Executive Officer and / or the Company Secretary; and
- (d) in relation to any person above, any of the following “Related Persons”:
 - their spouse;
 - any of their children;
 - their nominee, including an investment manager managing funds on their behalf;
 - a trust of which they, any member of their family, or any family controlled company, are the trustee or beneficiary;
 - a person in partnership with them or any of their Related persons mentioned above; and
 - a company which they or their family control

4.1.1 Non-Designated Persons

The persons in paragraphs (a) to (d) below are referred to in this policy as “Non-Designated Persons” and include:

- (a) Non-Executive directors and external Compliance Committee members of the Company;
- (b) all employees of the Company without access to trading details of the Funds;
- (c) any other person who has no direct access to trading details but supplies a material service to the Company; and

- (d) in relation to any person above, any of the following “Related Persons”:
- their spouse;
 - any of their children;
 - their nominee, including an investment manager managing funds on their behalf;
 - a trust of which they, any member of their family, or any family controlled company, are the trustee or beneficiary;
 - a person in partnership with them or any of their Related persons mentioned above; and
 - a company which they or their family control

4.2 General Rules

Designated Persons must not deal in the Restricted Securities when they are in possession of price sensitive information relating to the Restricted Securities which has not been made public. Non-designated persons must not deal in the products issued by the Managed Schemes of which the Company is the Responsible Entity during the Blackout period defined at 4.3.

4.3 Blackout Periods

Designated Persons must not deal in the Restricted Securities when they are in possession of price sensitive information.

Designated Persons (and Non-Designated Persons for products issued by the Company) are prohibited from trading in Restricted Securities, and may not procure others to trade (including on their behalf), during the following “Black-Out Periods”:

- for a period of two (2) weeks before the public release of the Funds annual and half-yearly results to the ASX, up to the commencement of the first trading day after such release;
- for a period of two (2) weeks before the issue of a disclosure document, eg. Product Disclosure Statement, up to the commencement of the first trading day after such release; and
- any other Black-Out Period notified by the Compliance Manager.

4.4 Prior Written Clearance

Provided, that the Designated Person is not in possession of any Inside Information and that the trading occurs outside of the Blackout Periods, a Designated Person who wishes to trade in Restricted Securities must follow the process described below:

- Before any Designated Persons deals in Restricted Securities, they must first obtain approval from the Board Chairperson (or other Director not involved in the transaction if the Chairperson is unavailable). Designated persons must not deal in securities of Restricted Securities until approval has been given, evidenced in writing;
- The Chairperson (or their delegate) will advise the Designated Person in writing on whether consent to the proposed trade has been granted; and
- Upon the execution of a trade, the Designated Person must, as soon as is practicable, provide the Compliance Manager with details of the trade who will update the employee trading register.

5. TRADING RULES

These general trading rules apply to all Designated and Non-Designated Persons (“Representatives”) of Aurora in respect of their own personal trading in Financial Products and for personal trading by their Related Parties in Financial Products:

- Representatives must not trade in Financial Products or recommend others to trade in Financial Products on the basis of Inside Information or Confidential Information;
- Representatives must not put their own interests, or the interest of Aurora itself, ahead of those of Aurora’s clients;
- Representatives must not engage in any trading activity in Financial Products which may damage Aurora’s reputation with its clients, the regulators or the general public;
- Representatives must not make use of their position or information acquired by virtue of their position to gain – directly or indirectly – an improper advantage for themselves or for any other person;
- Representatives must not do indirectly what they are prohibited from doing directly;
- Representatives must not base investment decisions on the trading activity (or proposed trading activity) of Aurora;
- Representatives must not contravene Relevant Laws;
- Designated Persons must not engage in a Short-Term Trading (unless granted an exemption by the Compliance Manager);
- Non-Designated Persons must not trade in Financial Products which they know – or ought reasonably to know – that employees who are Designated Persons are precluded from trading;
- Representatives must adhere to any directions provided by the Compliance Manager or Aurora Executive Director regarding this Policy, including requirements to attend training; and
- All representatives must keep adequate Trading Records, for the purposes of verifying compliance with this Policy.

6. TRADING WINDOWS

Provided the Designated Person is not aware of price sensitive information, or subject to other Trading Restrictions (section 5), the Designated Person may trade Restricted Securities upon receiving the prior written approval from the Non-Executive Director/Chairperson.

6.1 Exceptions to General Rule

This Policy does not apply in the following circumstance:

- dealing in a managed securities portfolio where the Designated Person is not in a position to influence a choice of the portfolio;
- dealing under a distribution reinvestment plan where the Designated Person has given a standing instruction to reinvest distributions;
- where there is no change in beneficial interest in the securities, where trading occurs via investments in a scheme or other arrangement where the investment decisions are exercised by a third party, where the restricted person has no control or influence with respect to trading decisions, or where the trading occurs under an offer to all or most of the security holders of the entity; and
- with prior approval where the Designated Person is not in possession of inside information and is in severe financial hardship or there are other exceptional circumstances.

7 CONSEQUENCES FOR BREACHES OF THIS POLICY

Any breaches of this Policy will be treated seriously and may give rise to disciplinary action. Any Designated Person who becomes aware of a violation of this Policy should immediately report the violation to the Compliance Manager.

Failure to comply with this policy is considered grounds for termination of employment.

8 REVIEW OF POLICY

The Board will review this policy as often as the Board requires and make any changes it determines necessary or desirable.

9 ACCESS TO THE POLICY

Any questions in relation to this Policy should be directed to the Company Secretary.