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Procedures for dealing in securities by Directors, Officers and Employees of NSX. (“Dealing Rules”)

Revised December 2010

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1. INTRODUCTION

1.1 What is the purpose of these procedures?

The purpose of these procedures is to ensure that NSX and its employees conduct its business in relation to dealing in securities listed on the NSX in accordance with:

- (a) The Corporations Act 2001 (the Act); and
- (b) Conditions of the NSX Australian Markets Licence

NSX employees and directors may have in their possession sensitive commercial information which could materially affect the value of financial products traded on NSX markets or on other markets (where such products are related to products traded on NSX markets), including NSX securities.

The suggestion of insider trading by an employee or director would do great harm to the employee/director and also to NSX irrespective of whether insider trading actually occurs or is proven. The Corporations Act 2001 (Cth) prohibits insider trading in relation to financial products. The provisions are wide ranging and breaches are serious offences.

This document:

- (a) provides an outline of the insider trading and other relevant provisions of the Corporations Act;
- (b) sets out the rules relating to dealings by employees and directors in shares issued by NSX;
- (c) sets out the rules relating to dealings by employees and directors in financial products issued over NSX shares by third parties such as warrants, options and futures; and
- (d) sets out the rules relating to dealings by employees and directors in financial products traded on NSX markets unrelated to NSX shares and financial products traded on other markets which are related to financial products traded on NSX markets.

The Dealing Rules are designed to assist in preventing breaches of the insider trading provisions of the Corporations Act. Ultimately, it is the responsibility of the employee or director to ensure that none of his or her dealings could constitute insider trading.

1.2 What are your responsibilities?

These procedures are intended for all staff, officers, employees and directors of NSX and are relevant to both permanent and temporary members of staff including consultant's, advisers and contractors.

Nothing in these procedures permits you to do anything or omit to do anything that is not in accordance with Australian law, regulation or policy.

1.3 Failure to comply

Compliance with the rules set out in this document is mandatory. Infringement of the insider trading provisions can attract a substantial monetary penalty, imprisonment or both. Failure to comply with the Dealing Rules could have a damaging impact on perception of NSX within the investment community by undermining the credibility of NSX as a market supervisor.

Any employee or director who does not comply with the Dealing Rules set out in this document will be considered to have engaged in serious misconduct which may result in the termination of their engagement by NSX.

2. INSIDER TRADING PROHIBITION

2.1 The nature of the Prohibition

Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, might materially impact the price or value of a financial product to:

- (a) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things); or
- (b) procure another person to trade in,

financial products (collectively referred to as “deal in financial products”).

It is also an offence to “tip” the information to another person with the knowledge that the person could deal in financial products. Accordingly the effect of this section cannot be avoided by simply getting another person to deal on your behalf.

2.2 How You Become Aware of the Information is Irrelevant

It is irrelevant how or in what capacity the person came into possession of the information. This means that s 1043A will apply to any employee or director who acquires “inside information” in relation to a financial product, no matter in which capacity and is prohibited from dealing in that financial product.

2.3 Information Which Might Affect Price Value

The prohibition referred to in Dealing Rules 2.1 and in 4.4 refers to unpublished information which, if generally available, might materially impact the price or value of financial products.

2.4 What Does Information Include?

“Information” includes matters of supposition or speculation and matters relating to the intentions or likely intentions of a person.

2.5 What Information Might Materially Affect Price or Value?

This means information that a reasonable person would expect to have a material effect on the price or value of financial products. A reasonable person would be taken to expect information to have a material effect on price or value if the information would be likely to influence persons who commonly invest in financial products whether or not to do so.

Examples of this type of information which might affect the price or value of NSX shares and shares of listed entities on NSX Markets include:

- (a) proposed changes in the capital structure, capital returns and buy backs of financial products;
- (b) information relating to NSX's financial results;
- (c) a material acquisition, divestment or realisation of assets;
- (d) proposed dividends and share issues;
- (e) changes to the Board;
- (f) possible events which could have a material impact on profits (negatively or positively) e.g, loss of a major customer;
- (g) proposed changes in the nature of the business of NSX;
- (h) notification to NSX of a substantial shareholding; and
- (i) any information required to be announced to the NSX market pursuant to Listing Rules 6.4, 6.5 and 6.5A.

2.6 What does "Unpublished" Mean?

Unpublished for this purpose means that the information is not generally available. Information is generally available if it consists of readily observable matter, or it has been disseminated in a manner likely to bring it to the attention of investors and a reasonable period has elapsed.

3. OTHER RELEVANT CORPORATIONS ACT PROVISIONS

Officers¹ and employees of NSX are subject to the duties set out in sections 182, 183 and 184 of the Corporations Act. Officers of NSX are subject to additional duties outlined in sections 180 and 181 of the Corporations Act.

3.1 No Improper Use of Inside Information (s183 and s184)

An officer or employee, or former officer or employee must not make improper use of information acquired by virtue of his or her position as such an officer or employee to gain, directly or indirectly, an advantage for himself or herself or for any other person, or to cause detriment to NSX.

3.2 No Gain by Improper Use of Position (s182 and s184)

An officer or employee must not make improper use of his or her position as such an officer or employee, to gain, directly or indirectly, an advantage for himself or herself or for any other person, or to cause detriment to NSX.

¹ Includes a director, secretary or executive officer of NSX. An executive officer is a person concerned in, or taking part in, the management of NSX.

3.3 Care and Diligence (s180)

An officer must exercise their powers and discharge their duties with the degree of care and diligence a reasonable person would exercise in the same circumstances.

3.4 Good Faith (s181 and s184)

An officer must exercise their powers and discharge their duties in good faith in the best interests of NSX and for a proper purpose. An officer commits an offence if they are reckless or are intentionally dishonest and fail to exercise their powers and discharge their duties in good faith in the best interests of NSX and for a proper purpose.

4. DEALING IN SHARES ISSUED BY NSX

4.1 No Dealing Permitted During a Non Trading Period

Subject to Dealing Rules 4.2 to 4.9 above, employees and directors are permitted to deal in NSX shares throughout the year except during the following periods:

The commencement of the 5 week period preceding the announcement of:

- (a) the annual results; and
- (b) the half yearly results;

and ending at the end of the day of the announcement.

Each period is referred to as the Non Trading Period. The period where dealing is permitted is called the Trading Period.

4.2 Notice of Non Trading Period

Notice of the commencement and closure of the Non Trading Period will be sent by email to employees and directors. Where an employee or director does not have email access it is the manager's responsibility to inform the employee.

4.3 Requirement to Notify Before Dealing

An employee must not deal in NSX shares without **first**:

- (a) completing and forwarding a Notification Form to Deal in NSX Shares or Shares of NSX Listed Entities [**Attachment A**] with Part A duly completed to the Notification Officer [refer to **Attachment B**]; and
- (b) confirming with the Notification Officer that he or she is prepared to complete Part B of the Notification Form to Deal in NSX Shares.

A director must not deal in NSX shares without **first** consulting and confirming with the Notification Officer [refer to **Attachment B**].

4.4 Prohibition in Dealing While in Possession of Relevant Information

Dealing in NSX shares is subject to the prohibition that an employee or director must not deal in NSX shares:

- (a) at any time when he or she is in possession of unpublished, information which, if generally available, might materially affect the price or value of those NSX shares; and
- (b) on the day the public announcement is made in relation to that matter.

4.5 Prohibition on Active Dealing

Dealing during a Trading Period is subject to the prohibition that an employee and director must not actively deal in NSX shares with a view to deriving profit related income from that activity. “Actively Deal” for this purpose means to deal in NSX Shares in a manner which involves frequent and regular trading activity.

4.6 The Effect of Notification

Notification of any dealing in NSX Shares to the Notification Officer and the completion of Part B of the “Notification Form to Deal in NSX Shares or Shares of NSX Listed Entities” does **not** constitute approval by or on behalf of NSX of the relevant dealing.

However, it is the responsibility of the Notification Officer on receiving a “Notification Form to Deal in NSX Shares or Shares of NSX Listed Entities”, to consider the circumstances of the employee concerned and either to:

- (a) complete Part B of the “Notification Form to Deal In NSX Shares”; or
- (b) direct the employee that the relevant dealing ought not be undertaken.

An employee must comply with the direction given by the Notification Officer.

4.7 Special Approval to Deal During the Non Trading Period

If there are exceptional circumstances, for example a pressing financial commitment, then approval may be given by:

- (a) the General Manager, or if absent the Chief Executive Officer, in their discretion to an employee to deal during the Non Trading Period;
- (b) the Chief Executive Officer, or if absent the Chairman, in their discretion to the General Manager to deal during the Non Trading Period;
- (c) the Chairman, in their discretion to a director to deal during the Non Trading Period;
- (d) the Chairman and the Chairman of the Compliance and Audit Committee, in their discretion to the Chief Executive Officer to deal during the Non Trading Period;
- (e) the Chief Executive Office and the Chairman of the Compliance Committee, in their discretion to the Chairman to deal during the Non Trading Period.

Any such approval must be obtained in advance. It cannot be given after the event. A dealing for which such special approval is given remains subject to Rules 4.3, 4.4, 4.5 and 4.6 above.

The discretion will be applied, taking into account the hardship of the employee or director and weighing this against any perceived detriment to NSX's reputation.

4.8 Confirmation of Dealing that has Occurred

NSX may require an employee to provide confirmation of dealing in NSX financial products by an employee or his/her associate(s). Complete **[Attachment D]** for this purpose.

4.9 Notice of Change to Trading Period or Non Trading Period

The Non Trading Period, as outlined in Rule 4.1, may be extended or shortened or another Non Trading Period may be introduced at any time by direction of the General Manager or the Chief Executive Officer or the Chairman.

Notice of such changes will be specified to employees by email and to directors by email and/or facsimile. Changes to the Non Trading Period or Trading Period are effective immediately upon the giving of such notice. Where an employee does not have email access it is the manager's responsibility to inform the employee. A dealing during any such change remains subject to Rules 4.3, 4.4, 4.5 and 4.6.

4.10 Director Requirement to Report Interests

In accordance with the Procedures and Register Director Interests and the NSX Constitution, directors are required to provide details of all changes to their interest in NSX shares registered in the name of the director or held on behalf of the director, directly or indirectly. The details must be provided as soon as reasonably possible after the date of the change or no later than the timeframe required by the Corporations Act. Complete **[Attachment D]** for this purpose.

4.11 Director Requirement to Report Margin Loans

Directors are required report to the Board margin loans that they have on NSX Limited shares or any other lien that there may be over NSX limited shares.

5. PROHIBITION IN DEALING IN FINANCIAL PRODUCTS ISSUED OVER NSX SHARES BY THIRD PARTIES

Employees and directors are **not** permitted to deal at any time in financial products such as options, warrants, futures or other financial products issued over NSX shares by third parties such as banks and other institutions traded on either NSX markets or any other market. An exception may apply where NSX shares form a component of a listed portfolio or index product.

6. DEALING IN LISTED FINANCIAL PRODUCTS TRADED ON NSX'S MARKETS AND OTHER MARKETS UNRELATED TO NSX SHARES

6.1 Access to Unpublished Information by Employees and Directors

During the performance of an employee's or director's duties, the employee or director may become aware of, or come into contact with, information regarding the activities or potential activities of entities listed on NSX markets that is not publicly available.

Should an employee or director receive or possess such information they are not to make use of that information or enable any other person or party to make use of that information for the purpose of conducting dealings in the listed entity's financial products traded on NSX markets or any other market.

6.2 Policies on Dealing in a NSX Listed Entity's Financial Products

Prior to commencing employment employees and directors must complete an "Acknowledgement of Confidentiality" in which the employee or director acknowledges that he or she will not:

- (a) disclose information in relation to listed entities which is not publicly available; or
- (b) exploit or otherwise use any information which is not publicly available in any dealings an employee or director may make in financial products of listed entities, except in the course of duties or as required by law.

6.3 Requirement to Notify Before Dealing

An employee must not deal in NSX Listed Entity Shares without **first**:

- (a) completing and forwarding a Notification Form to Deal in NSX Shares or Shares of NSX Listed Entities [**Attachment A**] with Part A duly completed to the Notification Officer [refer to **Attachment B**]; and
- (b) confirming with the Notification Officer that he or she is prepared to complete Part B of the Notification Form to Deal in NSX Shares or Shares of NSX Listed Entities.

A director must not deal in Shares of NSX Listed Entities without **first** consulting and confirming with the Notification Officer [refer to **Attachment B**].

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6.4 Prohibition in Dealing While in Possession of Relevant Information

Dealing in Shares of NSX Listed Entities is subject to the prohibition that an employee or director must not deal in Shares of NSX Listed Entities:

- (a) at any time when he or she is in possession of unpublished, information which, if generally available, might materially affect the price or value of those shares; and
- (b) on the day the public announcement is made in relation to that matter.

6.5 Prohibition on Active Dealing

Dealing is subject to the prohibition that an employee and director must not actively deal in Shares of NSX Listed Entities with a view to deriving profit related income from that activity. “Actively Deal” for this purpose means to deal in shares in a manner which involves frequent and regular trading activity.

6.6 The Effect of Notification

Notification of any dealing in Shares of NSX Listed Entities to the Notification Officer and the completion of Part B of the “Notification Form to Deal in NSX Shares” does **not** constitute approval by or on behalf of NSX of the relevant dealing.

However, it is the responsibility of the Notification Officer on receiving a “Notification Form to Deal in NSX Shares or Shares of NSX Listed Entities”, to consider the circumstances of the employee concerned and either to:

- (a) complete Part B of the “Notification Form to Deal In NSX Shares or Shares of NSX Listed Entities”; or
- (b) direct the employee that the relevant dealing ought not be undertaken.

An employee must comply with the direction given by the Notification Officer.

6.7 Confirmation of Dealing that has Occurred

NSX requires an employee or director to provide confirmation of dealing in NSX or NSX Listed Financial Products by an employee or his/her associate(s). Complete **[Attachment D]** for this purpose.

6.8 Director Requirement to Report Interests

In accordance with the Procedures and Register of NSX Director Interests, directors are required to provide details of all changes to their interest in NSX shares or Shares of NSX Listed Entities registered in the name of the director or held on behalf of the director, directly or indirectly.

The details must be provided as soon as reasonably possible after the date of the change or no later than at the next NSX Board Meeting. Complete **[Attachment D]** for this purpose.

7. WAIVING RULES

7.1 Employees

If there are exceptional circumstances, the Chairman, Chief Executive Officer or if absent, Chief Executive Officer or if absent, the General Manager, in their discretion may waive parts of the Dealing Rules, to allow for employees to deal.

7.2 Directors

If there are exceptional circumstance, the Chairman in consultation with the Chief Executive Officer, General Manager and the Chairman of the Compliance Committee, in their discretion may waive parts of the Dealing Rules, to allow directors to deal.

7.3 Hardship

This discretion will be applied, taking into account the hardship of the employee or director and weighing this against any perceived detriment to NSX’s reputation.

8. RELATED PARTIES AND RELEVANT INTERESTS

The restrictions on dealings by an employee or director are equally applicable to any dealings:

- (a) by their spouses or de facto spouses;
- (b) by or on behalf of any dependant under 18 years of age; and
- (c) any other dealings in which, for the purposes of the Corporations Act, he or she is or is to be treated as interested². For example, if an employee or director is a trustee of a trust and is also a beneficiary of the trust, the employee or director must not purchase NSX shares on behalf of the trust.

It is the duty of the employee and director to seek to avoid any such dealing at a time when he or she is himself or herself prohibited from dealing.

9. EMPLOYMENT AND MONITORING OF COMPLIANCE

To promote understanding of the insider trading prohibition, related Corporations Act provisions and NSX policy, a copy of this document will be distributed to all employees and directors (present and future) and will also be available on the NSX intranet site. The induction procedures for new employees and directors must require that a copy of this document be provided to each new employee and director.

All new employees will be required to provide a completed "Form of Acknowledgment" [Attachment C] to the General Manager. All new directors will be required to provide this form to the Company Secretary.

All previous versions of this document provided to employees and directors (present and past) have been replaced by this document dated 1 January 2011. All references to previous versions of the rules in NSX documents including but not limited to, letters of offer, staff codes of conduct and material on the intranet site, are replaced by references to this document dated 1 January 2011.

The General Manager will ensure that the insider trading prohibition and related Corporations Act provisions are drawn to the attention of employees and directors by written memorandum, at least once in every 12 month period.

The Compliance Committee will review, as and when required, NSX's adherence to the procedures set out in this document.

² Section 608 of the Corporations Act set out the rules relating to relevant interests. The basic rule is a person has a relevant interest in securities if they are holding, or controlling the voting or disposal, of such securities, including through trusts, company structures and under agreements, with a number of carve outs for nominee holdings and the like. Section 609 of the Corporations Act sets out the situations not giving rising to relevant interests.

10. GLOSSARY

ASIC	Australian Securities & Investments Commission (ABN 86 768 265 615)
NSX	NSX Limited (ABN 33 089 447 058)
Corporations Act	Means the Corporations Act 2001 (Cth)
Chairman	Chairman of the NSX Board
De facto spouse	A person who (although not legally married to the first person) is living with the first person on a genuine domestic basis
Deal or Dealing	Includes any transaction associated with buying, acquiring, selling, transferring, disposing or converting or agreeing to do, or procuring, inciting or inducing another person or entity to do any of the aforementioned.
Director	Means a director of any company in the NSX Group
Derivatives	Has the meaning given in Section 761D of the Corporations Act and includes futures, exchange-trade options, contracts for difference and warrants.
Employee	Means full-time, part-time, temporary, casuals, consultants, executives, contractors of NSX and its wholly owned subsidiaries
Financial product	Includes: <ul style="list-style-type: none"> ▪ debentures, stocks or bonds issued or proposed to be issued by a government; ▪ shares; ▪ interests in a managed investment scheme; ▪ units; ▪ warrants; ▪ options; ▪ futures; and ▪ any other products that are able to be traded on a financial market.
Notification Officer	Means the persons set out in Attachment B.
Participant	Means: <ol style="list-style-type: none"> (a) a company or partnership that is recognised as and remains recognised as a Participating Organisation by the NSX; or (b) who has not ceased to be a participant; or (c) is a participant on any other financial market or holds an Australian Financial Services Licence and is licenced to transact in the financial product.



The completed form is to be sent to the Company Secretary and a copy sent to the General Manager for inclusion into the Share Transactions Register.



12. ATTACHMENT B – NOTIFICATION OFFICERS

DIVISION	Notification Officer (in their absence their authorised delegate)
Trading Operations	General Manager for all staff excluding self.
Compliance Officer	Chief Executive Officer
General Manager	Chief Executive Officer
Chief Executive Officer	Chairman of Board & Compliance Officer
NSX Directors	Chairman of Board
Compliance & Audit Committee	Compliance Officer
Listing Committee	Chief Executive Officer
Chairman of Board	Chief Executive Officer & Compliance Officer



13. ATTACHMENT C – ACKNOWLEDGEMENT BY EMPLOYEE or DIRECTOR

1. I have read and understood the document titled “Procedures for dealing in securities by Directors, Officers and Employees of NSX” (the “Dealing Rules”).
2. I agree to be bound by and to comply with the Dealing Rules as amended or replaced from time to time.
3. I acknowledge and agree that the Dealing Rules constitute a variation of the terms of my employment.

Name:

Department:

Title:

Signature:**Dated:**

The completed form is to be sent to the Company Secretary and a copy sent to the General Manager for inclusion into the Share Transactions Register.



14. ATTACHMENT D – NOTIFICATION FORM CONFIRMING TRANSACTION HAS TAKEN PLACE IN EITHER NSX SHARES OR SHARES OF NSX LISTED ENTITIES

Date of this notification:	__/__/____
Name of Employee (Department & Job Title)	
Description of Transaction <ul style="list-style-type: none"> ▪ Market Trading Code ▪ Name of Security ▪ Number of Securities ▪ Price or consideration per Security ▪ Transaction Type as either Sale, Purchase , Subscription or Agreement (at transaction completion date)	
Date transaction was completed	__/__/____
Transacting <i>Participant</i>	

Signature:Dated:

The completed form is to be sent to the Company Secretary and a copy sent to the General Manager for inclusion into the Share Transactions Register.