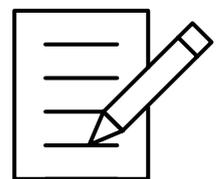
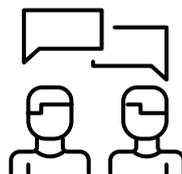
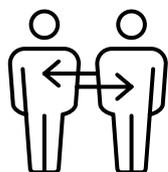
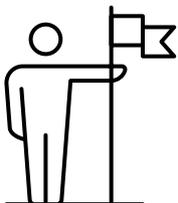
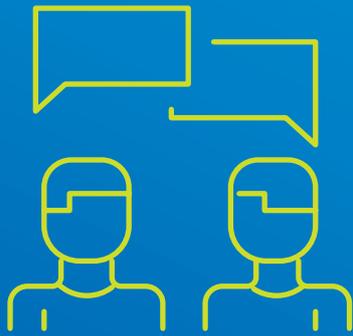




# Share Trading Policy





PART ONE:

# PURPOSE AND APPLICATION

## 1.1 PURPOSE

This Policy sets out AusNet Services' guidelines on, and establishes procedures for, dealing in AusNet Services' Securities by Relevant Persons (as defined below). A key purpose of this Policy is to assist Relevant Persons to comply with their legal obligations relating to dealing in AusNet Services' Securities, including by restricting the opportunity for Relevant Persons to trade when they may be in possession of non-public, price sensitive information.

This Policy is also designed to preserve AusNet Services' reputation in the investment market and minimise the chance of the creation of any perception or suspicion that Relevant Persons are able to take advantage of their position.

In this Policy:

- **Shares** means ordinary shares
- **Securities** includes Shares, options, derivatives, managed investment products and other financial products or instruments that are able to be traded on a financial market.

## 1.2 POLICY APPLICATION

The Policy applies to AusNet Services Ltd and its subsidiaries (**AusNet Services or Company**).

This policy also applies to:

- (a) all Directors and other officers of AusNet Services;
- (b) all executives and senior management of AusNet Services;
- (c) all other employees of AusNet Services; and
- (d) all contractors engaged in AusNet Services' Head Office at Freshwater Place, Melbourne and other contractors who are informed by AusNet Services that this Policy applies to them due to the nature of their work,

and their Connected Persons (collectively, **Relevant Persons**).

Connected Persons include:

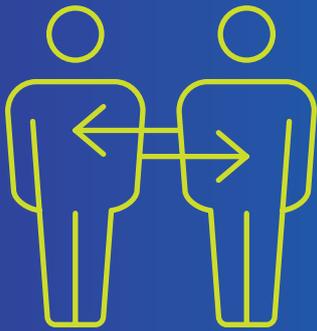
- a spouse, partner or dependent child or step-child;
- a relative residing with the Relevant Person;
- other family member who the Relevant Person may be expected to influence, or be influenced by, in relation to Dealings in AusNet Services' securities; and
- companies, trusts, self-managed and other super funds, partnerships and other entities that the Relevant Person, or any of the above-mentioned persons, control or significantly influence.

Relevant Persons must take all reasonable steps to ensure that their Connected Persons are aware of the requirements under, and comply with, this Policy. Where this Policy requires your Connected Persons to do an act (for example provide a notification or obtain approval), you must do that act on behalf of your Connected Persons where it is reasonably practicable to do so.

For the purposes of section 1.2(d), all contractors engaged in AusNet Services' Head Office at Freshwater Place, Melbourne, and other contractors to whom this Policy is intended to apply, must be provided with a copy of this Policy as part of their induction process and each such contractor must provide a written acknowledgement that they will comply with this Policy.

This Policy also applies to:

- other companies' Securities if a Relevant Person has inside information; and
- products or arrangements which operate to limit the economic risk of holding AusNet Services Securities.



PART TWO:

# THE INSIDER TRADING PROHIBITIONS

## 2.1 THE INSIDER TRADING PROHIBITIONS

If a Relevant Person has “inside information” (as defined in paragraph 2.2 below) relating to AusNet Services and the Relevant Person knows, or ought reasonably to know, that the information is “inside information” (as defined in paragraph 2.2 below), that person must not:

- (a) apply for, buy, sell or otherwise deal in AusNet Services’ Securities or enter into an agreement to do so; or
- (b) advise, encourage, incite, induce or otherwise procure another person (for example, a family member, friend, family company or trust) to apply for, buy, sell or otherwise deal in AusNet Services’ Securities or enter into an agreement to do so; or
- (c) directly or indirectly communicate, or cause to be communicated, that information to another person if the Relevant Person knows or ought reasonably to know that the other person would or would be likely to use the information to engage in the activities specified in paragraphs 2.1(a) or (b) above.

These general prohibitions are overriding obligations and apply at all times.

In addition, Relevant Persons should seek to ensure that third parties (for example, external advisers) who come to possess inside information preserve its confidentiality and do not trade whilst in possession of that information. This will usually be achieved by means of a written confidentiality agreement.

## 2.2 WHAT IS “INSIDE INFORMATION”?

Inside information is information relating to AusNet Services which is not generally available (as defined in paragraph 2.3 below) but would, if it were generally available, be likely to have a material effect (increase or decrease) on the price or value of AusNet Services’ Securities (judged by the expectations of a reasonable person).

Information is considered to be likely to have a material effect on the price or value of AusNet Services’ Securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to apply for, buy, sell or otherwise deal in AusNet Services’ Securities.

Inside information can include matters of speculation or supposition, matters which are insufficiently definite to warrant being made known to the public and matters relating to the intentions or likely intentions of a person.

Examples of possible inside information include:

- information regarding a material increase or decrease in AusNet Services’ financial performance from previous results or forecasts, such as changes to profit results and dividends;
- a proposed material business or asset acquisition or sale, merger or takeover;
- the damage or destruction of a material operation of AusNet Services;
- proposed material legal proceedings to be initiated by or against AusNet Services;
- outcomes of regulatory price reviews and any appeals of regulatory price reviews;
- regulatory action or investigations undertaken by a government authority;
- the launch of a material new business or the cessation or winding up of a material part of the business;
- a proposal to undertake a new issue of securities or major change in financing; or
- a major incident involving the electricity or gas distribution or electricity transmission networks of AusNet Services, or those connected to them.

The list above is not intended to be exhaustive.

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## 2.3 WHEN IS INFORMATION “GENERALLY AVAILABLE”?

Information is “generally available” if:

- (a) it consists of readily observable matter;
- (b) it has been made known in a manner that would, or would be likely to, bring it to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed; or
- (c) it may be deduced, concluded or inferred from the above.

For example, information will be generally available if it has been released to the ASX or published in an Annual Report, prospectus and/or product disclosure statement, and a reasonable period of time has elapsed after the information has been disseminated.

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## 2.4 CONSEQUENCES OF BREACHING THE INSIDER TRADING PROHIBITIONS

A breach of the insider trading prohibitions could subject Relevant Persons (or their associates) to criminal and civil liability under Australian law.

A breach of the law or non-compliance with this Policy will also be regarded by AusNet Services as serious misconduct and may lead to disciplinary action, including dismissal.



PART THREE

# DEALING IN AUSNET SERVICES' SECURITIES

## 3.1 TRADING WINDOWS

Relevant Persons may apply for, buy, sell or otherwise deal in AusNet Services' Securities during a trading window, which is the period of four weeks commencing from the second trading day following:

- (a) the announcement of AusNet Services' half-yearly results;
- (b) the announcement of AusNet Services' annual results; or
- (c) the holding of AusNet Services' Annual General Meeting,

except where:

- (d) the Relevant Person has inside information relating to AusNet Services; or
- (e) AusNet Services has inside information and has, prior to or during the trading window, notified Relevant Persons that they may not deal in AusNet Services' Securities during all or part of that period;
- (f) the Relevant Person is otherwise restricted from doing so under the terms of the document, instrument or arrangement described in paragraphs 4.1, 4.2 or 4.3; or
- (g) the Board, in its absolute discretion, cancels a trading window or specifies an alternative period.

## 3.2 ADDITIONAL REQUIREMENTS FOR DESIGNATED PERSONS

### (a) Approval

Each Director, the Executive Leadership Team and their Direct Reports ("Designated Persons") will need to obtain prior approval before any dealing in AusNet Services' Securities.

Approval must be obtained by a Designated Person as follows:

Designated Person Seeking Approval	Approver
Directors (including the Managing Director)	Board Chairman
Board Chairman	Chairman of the Audit & Risk Management Committee (in consultation with the Managing Director)
Executive Leadership Team and their Direct Reports	Managing Director (in consultation with the Company Secretary)

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## 3.2 ADDITIONAL REQUIREMENTS FOR DESIGNATED PERSONS CONTINUED

### (b) Approval Procedure

A request for approval must be made in writing by sending an email to the Company Secretary. The request must include confirmation that the Designated Person is not in possession of any inside information. A request will generally be answered within 48 hours.

If approval to deal in AusNet Services' Securities is granted, the dealing must be completed within three ASX trading days of the approval.

If before carrying out the dealing, the Designated Person comes into possession of inside information, that person must not carry out the dealing notwithstanding that it has been approved.

Approval to undertake a dealing in AusNet Services' Securities is intended as a compliance monitoring function only and is not an endorsement of the proposed dealing. Designated Persons remain responsible for their own investment decisions and their compliance with insider trading laws and this Policy.

An approval to deal can be withdrawn if new information comes to light or if there is a change in circumstances.

Approval can be given or refused at the discretion of the Approver, without giving reasons. If approval to trade is refused, the Designated Person seeking the clearance must keep that decision confidential. A decision to refuse a dealing in AusNet Services' Securities is final and binding on the Designated Person seeking that approval.

### (c) Confirmation of completed dealings

Once any dealing in AusNet Services' Securities has been completed, the following Designated Persons must make the following notifications:

- (i) Directors - notify the Company Secretary in the event of any change in their securityholding within three business days of that change to enable AusNet Services to comply with applicable timeframes under the ASX Listing Rules for notifying changes in Directors' securityholding.
- (ii) Executives who are deemed to be Key Management Personnel (KMP) - must notify the Company Secretary the holding name, the HINs or SRNs of their holdings (if available), and the holdings of their associates, to enable AusNet Services to put in place an alert service with AusNet Services' share registry for AusNet Services to be notified of and verify any change in those holdings.

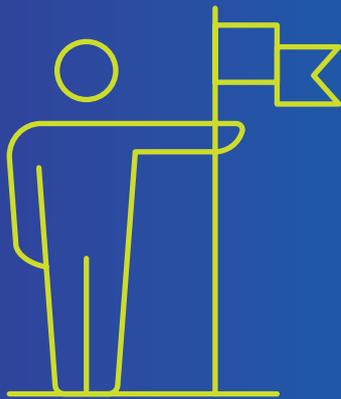
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## 3.3 DEALING DURING CLOSED PERIODS IN EXCEPTIONAL CIRCUMSTANCES

Closed periods are those periods that are not trading windows. In exceptional circumstances a Relevant Person, who is not in possession of inside information, may apply to deal in AusNet Services' Securities during a closed period.

Exceptional circumstances may include severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.

Relevant Persons must follow the same approval process as set out in section 3.2 except that Relevant Persons who are not Designated Persons must seek approval from the Company Secretary. The Company Secretary will consult with the Managing Director prior to making a decision.



PART FOUR:

## OTHER RESTRICTIONS

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## 4.1 LIMITING ECONOMIC RISK – HEDGING

Relevant Persons must not enter into transactions or arrangements that operate to limit the economic risk of unvested entitlements to AusNet Services' Securities including under equity-based remuneration schemes, except with prior written clearance. In addition, Relevant Persons are not permitted to hedge against entitlements which have vested that are still subject to disposal restrictions, such as a holding lock.

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## 4.2 SPECULATIVE OR SHORT TERM TRADING

Relevant Persons may not enter into transactions or arrangements to trade in AusNet Services' Securities which involve the following activities or terms and conditions:

- (a) short-term trading, in which AusNet Services' Securities are acquired and sold within the same trading window; or
- (b) short selling, in which AusNet Services' Securities are borrowed and sold with an intention to acquire them back in the future.

The prohibition in section 4.2(a) does not restrict the sale of AusNet Services' Securities acquired under an AusNet Services' employee equity plan. However, any dealing of AusNet Services' Securities acquired under such plans is subject to this Policy.

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## 4.3 MARGIN LENDING PROHIBITED

Relevant Persons may not enter into transactions or arrangements to trade in AusNet Services' Securities which involve margin lending and other secured financing arrangements over AusNet Services' Securities.

Examples of such transactions may include:

- (a) entering into a margin lending arrangement in respect of AusNet Services' Securities;
- (b) transferring AusNet Services' Securities into an existing margin loan account; and
- (c) selling AusNet Services' Securities to satisfy a call pursuant to a margin loan.

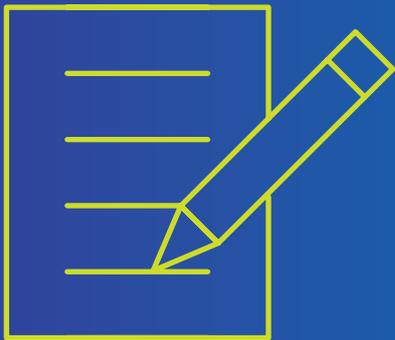
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## 4.4 DEALING IN SECURITIES IN OTHER LISTED ENTITIES

While, in general, Relevant Persons are free to deal in securities in other listed entities, the prohibitions on insider trading extend to dealings in the securities of other listed entities with which AusNet Services has a close relationship (including AusNet Services' customers, contractors or business partners) where Relevant Persons possess inside information in relation to those other entities.

Relevant Persons may, due to their role with AusNet Services, come to possess inside information. For example, where a Relevant Person is aware that AusNet Services is about to enter into a major transaction or arrangement with another listed entity (such as a client, contractor, supplier, customer, generator or retailer), they should not deal in either AusNet Services' Securities or the securities in that other entity.

AusNet Services may from time to time extend this Policy by specifying that Relevant Persons are also restricted from dealing in the securities of specific listed entities with which AusNet Services has a close relationship.



PART FIVE:  
**EXEMPTIONS**

## 5. EXEMPTIONS

(a) Subject to insider trading laws (which include the insider trading prohibitions stated in section 2 of this policy), the following dealings are excluded from the trading restrictions in section 3 (but not sections 4.1, 4.2 and 4.3):

- (i) dealings which do not result in a change in beneficial control of AusNet Services' Securities (for example, transferring a personal holding of AusNet Services' Securities to a personal superannuation fund);
- (ii) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in AusNet Services' Securities) where the assets of the fund or other scheme are invested at the discretion of a third party (for example, managed investment schemes, listed investment companies, exchange traded funds, or similar investments funds);
- (iii) a disposal of AusNet Services' Securities arising from a scheme of arrangement or acceptance of a takeover offer;
- (iv) applying for or acquiring AusNet Services' Securities under an employee equity plan operated by AusNet Services (including through the exercise of options or rights under an options or rights plan). However, any subsequent dealing of AusNet Services' Securities acquired under such plans is subject to this Policy; or
- (v) 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 or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the AusNet Services Ltd Board. This includes deciding whether or not to take up the entitlements and sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.

(b) Directors and executives deemed as KMP who trade in accordance with this section must notify the Company Secretary in accordance with section 3.2(c);

# Further information

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## QUESTIONS OR FURTHER ADVICE

If you have any questions or require further advice regarding this Policy or its application, please contact the Company Secretary.

## CHANGES TO THIS POLICY

This Policy has been adopted by the Board of AusNet Services Ltd. Any amendment to this Policy must be approved by the Board of AusNet Services Ltd, and if required by the Listing Rules, such changes will be published on the ASX.

It is intended that this Policy will be regularly reviewed to ensure compliance with the Corporations Act, the ASX Listing Rules, and corporate governance best practice.



## SCHEDULE OF REVISIONS

Revision	Date	Details of Change
1	12/12/2005	Approved by SP AusNet Board
2	19/03/2008	Approved by SP AusNet Board
3	19/11/2008	Approved by SP AusNet Board
4	02/09/2010	Approved by SP AusNet Board
5	19/09/2011	Approved by SP AusNet Board
6	18/09/2012	Approved by SP AusNet Board
7	09/09/2014	Approved by AusNet Services Board
8	27/09/2016	Approved by AusNet Services Board
9	19/09/2018	Approved by AusNet Services Board
10.	27/10/2020	Approved by AusNet Services Board

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**Approver:** AusNet Services Board

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**Date of last review:** October 2020

**Date for next review:** October 2022