

7 DEALINGS IN PLC FINANCIAL SOLUTIONS LIMITED SECURITIES

PLC Financial Solutions Limited is a publicly listed company, whose shares & securities are traded on the Australian Stock Exchange (ASX code “**PLC**”). By law trading rules apply and there are certain “Black Out” periods, when Directors and key staff are prohibited from trading in the Company’s shares and securities. This restriction also applies to Directors and management of operating subsidiaries. Specifically, these trading restrictions also apply to Directors and key management of the Company.

The purpose of this document is to summarise the Company’s Policy in relation to:

- (a) the law which prohibits **Insider Trading** and communication of insider knowledge; and
- (b) the “Black Out” periods, which restrict dealings in the Company’s shares and securities by Directors and Key management.

Policy – Insider Information

Whenever a person has Insider Information which may affect the value of shares & securities, they must not:

- (a) deal in those securities; or
- (b) communicate the information to anyone else.

This rule applies regardless of how the inside information was obtained. It applies not only to the Company’s securities but also to insider knowledge relating to other operating entities within the Group (including FEI Investments), as well as other publicly listed companies on the Australian Stock Exchange.

This policy applies to all Directors, executive employees, contractors and consultants, as well as their spouse or partner (marriage or de facto) and dependents under the age of eighteen (18) years old. If the Director or executive employee is a trustee of a trust and is also a beneficiary of the trust, the policy and application of law will also extend to the trust.

The **SECURITIES** covered by this policy includes all possible securities including fully paid Ordinary Shares, Options, Performance Rights, Convertible Notes and any other derivatives and other financial products which may be issued by the Company.

Inside Information might include:

- Proposed changes in the capital structure, capital returns and buy backs of financial products;
- Information relating to the Company or FEI Investments financial performance or financial results;
- Material changes in the Company or FEI Investments financial forecasts or expectations;
- Knowledge of acquisition, divestment or realisation of assets;
- Proposed dividends and share issues;
- Knowledge of Private Share Placements;
- Changes to the Board;
- Possible events which could have a material impact on profits (negatively or positively);
- Proposed changes in the nature of the business of the Company or FEI Investments; and
- Notification to the Company of a substantial shareholding;

In very broad terms Insider Trading will be committed, when a person:

- (a) deals in the Company’s securities whilst possessing any of the above information ahead of the general public; or
- (b) communicates any of the above information to another person knowing, that the other person will or could likely use the information to deal in or procure someone else to deal in the Company’s securities.

Dealings in the Company's Securities by Directors and management

For the purpose of this policy, dealing in the Company's Securities includes buying and selling any listed shares or securities in the Company.

Prohibited Periods

In order to prevent the occurrence of dealing in the Company's securities during times when a Directors and management have or may have access to inside information, the Company has created Prohibited Periods.

Prohibited Periods for the purposes of this Trading Policy are defined as:

- (a) the one month trading immediately leading up to the day of the announcement of the Company's
 - i) Half-yearly Results (Appendix 4D), and
 - ii) Annual Yearly Results (Appendix 4E), and
 - iii) any Disclosure document offering securities in the Company, and for the two (2) trading days after these Announcements are released to ASX; and
- (b) the two (2) weeks trading immediately leading up to the day of the announcement of the Company's Quarterly Cash Forecast (Appendix 4C)
- (c) the five (5) trading day period prior to the anticipated release of price sensitive information or results.

In simplistic terms, the Company will release financial updates to the market every six months, based on ASX reporting requirements:

- a) **Financial Year-end** results for the period ending 30th June must be released to the ASX by 30th September
The month of **September** therefore considered as a **prohibited trading period**.
- b) **Financial Half Year** results for the period ending 31st December must be released by 28th February
The month of **February** is therefore considered as a **prohibited trading period; and**
- (c) **Quarterly Cash Report**, will prohibit trading for the last two (2) weeks of April; July; October; January.

and at any time a person holds insider knowledge they are prohibited from trading in the Company's securities until that knowledge becomes public in the market.

During these Prohibited Periods no trading in the Company's Securities may occur.

In rare occasions, the Chairman can review specific circumstances based on prescribed information and statements from the person and issue a "notice to deal" after assessing any perceived detriment to the Company's reputation or risk to a stable market for the Company's securities (see detailed policy requirements).

I have read the policy and agree to be bound by it

Signature

Position

Date

APPENDIX

1) Chairman “Notice to Deal”

The request for a “Notice to Deal” must include a statement that the Key Management Personnel (KMP) does not believe they are in possession of any Inside Information and are not involved in short term or speculative dealing in FEI securities.

The notice to deal must include:

- (a) the name of the KMP and Related Party (if applicable);
- (b) whether the interest in the Company’s Securities held by the KMP was direct or indirect (and if it was indirect, the circumstances giving rise to the interest);
- (c) the date of the proposed Dealing;
- (d) the amount to be paid or received for the Securities;
- (e) the number of Securities held by the KMP, directly and indirectly, before and after the proposed trading in Securities; and
- (f) whether there are exceptional circumstances - severe financial hardship which means a KMP has a pressing financial commitment that cannot be satisfied otherwise than by selling the Company’s securities or there is a court order requiring the sale or transfer of the Company’s securities

Approval will be applied taking into account the circumstances of the KMP, the number of securities to be acquired and weighing this against any perceived detriment to the Company’s reputation or risk to a stable market for the Company’s securities.

The KMP must confirm with the Company Secretary that the dealing has occurred, within three (3) business days. A copy of all purchase confirmations must be sent to the Company Secretary for the official file.

2) ASX Disclosure Obligations

Directors:

The acquisition or sale of the Company’s securities by a Director of the Company must be disclosed to the ASX under Listing Rule 3.19A within five (5) business days of the transaction taking place. The details of the dealing must be provided to the Company Secretary as soon as possible after the dealing to allow the Company Secretary adequate time to complete and release the documentation to the ASX on the Director’s behalf.

Details of any changes in Directors’ interest in the Company’s securities must be noted in the Board minutes of the next meeting.

Substantial Shareholdings:

Restricted persons with a substantial shareholding in the Company’s securities (ie more than 5% of the issued capital) are also required to comply with the substantial shareholding notification provisions of the Corporations Act 2001 when there is a change in their holding. In this instance a notice must be provided to the ASX and to the Company in the prescribed form within two (2) business days of the change.

Policy History

Last review: -

Review frequency: Annually or as required

Prepared: September 2018