



# SPRINGS ROAD PROPERTY LIMITED (SPR)

## FINANCIAL PRODUCT TRADING POLICY AND GUIDELINES

Adopted by the Board of Directors on: 17 August 2021

Review Date: October 2023

### Policy Statement

SPR is committed to complying with all legal and statutory requirements. This policy applies to all directors and employees of SPR or SPR's management company, FSS Management Limited (**FSS**), in their capacity as directors and/or employees of SPR, FSS or a related company (**Interested Parties**).

For the purposes of this policy a "director" will include:

- a person occupying the position of director SPR or FSS;
- a person in accordance with whose directions or instructions a director of SPR or FSS may be required to or is accustomed to act;
- a person who exercises or is entitled to exercise or who controls or is entitled to control the exercise of powers which, apart from the constitution of the company, would fall to be exercised by the board of SPR or FSS;
- a person to whom a power or duty of the board has been directly delegated by the board of SPR or FSS (with that person's consent or acquiescence), or who exercises the power or duty with the consent or acquiescence of the board of SPR or FSS; and
- a person in accordance with whose directions or instructions a person referred to in one of the points above may be required or is accustomed to act in respect of his or her duties and powers as a director of SPR or FSS.

For the purposes of this policy an "employee" will include:

- any person who has entered into an employment agreement with SPR or FSS while that employment agreement is in effect; and
- any person who has entered a contract for service with SPR or FSS while that contract for service is in effect, if SPR or FSS has specifically included in that contract for service that the person shall be bound by this policy.

### Restrictions on share dealing by Interested Parties

The company assumes that an Interested Party may have information in his or her capacity as a director or employee of the company or a related company, which is:

- information that would not otherwise be available to him or her; and
- material to an assessment of the value of shares or other financial products issued by the company or a related company.

For this reason, an Interested Party may acquire or dispose of shares or financial products only if:

- in the case of an acquisition, the consideration given for the acquisition is not less than the fair value of the shares or financial products; or
- in the case of a disposition, the consideration received for the disposition is no more than the fair value of the shares or financial products; and
- written approval of the acquisition or disposition have been given by the board of directors of SPR.

Fair value of shares or financial product will be determined based on all information known to the director or employee or publicly available at the time.

### **Disclosure of share dealing by Interested Parties**

If an Interested Party wishes to acquire or dispose of shares or other financial products that Interested Party must notify the board of directors of his or her intentions and provide evidence that the consideration for such acquisition or disposal is for fair value.

The board of directors shall consider the notification made by the Interested Party and either approve or deny the acquisition or disposal in writing within 5 working days of receiving the notification. The board of directors will provide an Interested Party with its reasoning for such approval or denial

If an acquisition or disposition is denied the Interested Party shall not complete the proposed transaction.

If the acquisition or disposition is approved the Interested Party must:

- disclose to the board the relevant number and class of shares, the nature of the Interested Party's interest, the consideration paid or received, a copy of the board's written approval of the transaction and the date of acquisition or disposal; and
- ensure that the particulars disclosed to the board are recorded in the company's interest register held by SPR.

### **Liability**

If an Interested Person acquires or disposes of shares or financial products in contravention to this policy the board of directors may refuse the registration of any transfer of shares on the basis that the transfer is not accompanied by such evidence as the board may reasonably require to establish the right of the transferor to make the transfer (in accordance with the company's constitution).

Nothing in this policy is intended to relieve a director of the restrictions placed upon him or her by section 149 of the Companies Act 1993. To the extent such restrictions in section 149 of the Companies Act 1993 apply above and beyond this policy a director is required to adhere to such restrictions in all respects.