



Trading Policy

nib holdings limited ACN 125 633 856 and all related entities within the nib Group (“nib Group”) or (“nib”)

Dated 28 July 2020

Contents

1 Purpose	3
1.1 Scope of this document.....	3
1.2 Who does the trading policy apply to?	3
1.3 Further advice	3
2 The Corporations Act	3
2.1 The insider trading prohibitions	3
2.2 What is Inside Information?.....	4
2.3 When is information generally available?	5
2.4 What are the consequences if you breach the insider trading prohibitions?	5
3 The nib Group trading policy	5
3.1 What does this trading policy apply to?	5
3.2 General prohibitions	5
3.3 Closed periods	6
3.4 Prior notification	6
3.5 Confirmation	7
3.6 Trading with permission	7
3.7 Extension of trading policy	7
4 Prohibitions	7
4.1 Dealing in financial products issued over NHF Securities by third parties	7
4.2 Limiting economic risk.....	8
4.3 Margin Loans and other secured financial arrangements.....	8
4.4 No short term or speculative trading or short selling.....	8
5 Confidential information	9
6 Notifying interests and updating registers	9
7 Employment and monitoring of compliance	9
8 Review and publication of this policy	9
9 Where can I obtain further information?	10
Schedule 1 – Notification Form to Deal in NHF Securities	11
Schedule 2 – Notification Officers.....	12
Schedule 3 - Acknowledgment by Employee/Director.....	13
Schedule 4 – Permitted dealings	14

1 Purpose

1.1 Scope of this document

This document summarises the law relating to insider trading and sets out the trading policy of the nib Group on buying and selling securities of the nib Group including shares, options, derivatives, managed investment products and superannuation products (“**Securities**”) of nib holdings limited (“**NHF**”).

1.2 Who does the trading policy apply to?

The Board of Directors of nib has adopted this trading policy which applies to all “**Key Management Personnel**”, being Directors, the Company Secretary, the Chief Executive Officer (CEO), the direct reports of the CEO (excluding executive assistants) and such other persons as the Company Secretary nominates (each a “**Key Management Person**”). This policy also applies to all employees within the nib Group as specifically identified in this policy (“**Employees**”).

It is important to remember that although this trading policy only applies to the persons specified above, the insider trading prohibitions set out in the Corporations Act 2001 (Cwlth) (“**Corporations Act**”) and discussed in Part 2 below, apply to **all** persons at **all** times (including members of your family).

1.3 Further advice

If you do not understand the summary of the law relating to insider trading set out below or this trading policy, or if you are confused as to whether the law applies to you, please contact the Company Secretary on 02 4914 1829 or company.secretary@nib.com.au. You may wish to seek your own professional legal advice before dealing in NHF Securities.

2 The Corporations Act

2.1 The insider trading prohibitions

If you have Inside Information (as defined in paragraph 2.2 below) relating to the nib Group it is illegal for you to:

- (a) deal in (that is, apply for, acquire or dispose of) NHF Securities or enter into an agreement to do so; or
- (b) procure another person to apply for, acquire or dispose of NHF Securities or enter into an agreement to do so; or
- (c) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs (a) or (b) above.

These prohibitions apply equally to the application for, grant, exercise or transfer of an option over NHF Securities.

It is also illegal to trade in the securities of other entities if you have Inside Information about those entities. This includes suppliers, contractors and customers.

It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from nib to constitute Inside Information.

You cannot avoid the insider trading prohibition by arranging for a member of your family or a friend to deal in NHF Securities nor may you give "tips" concerning Inside Information relating to nib to others, including customers.

WARNING: The Insider Trading ban applies to everyone (not just Key Management Persons) and applies at all times.

2.2 What is Inside Information?

Inside Information is information relating to any company which is not generally available but would, if the information were generally available, be likely to have a material effect on the price or value of the securities of that company ("**Inside Information**"). Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.

Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in securities.

Examples of Inside Information in relation to nib could be:

- (a) the financial performance of nib against its budget;
- (b) changes in nib's actual or anticipated financial condition or business performance;
- (c) changes in the capital structure of nib, including proposals to raise additional equity or borrowings;
- (d) proposed changes in the nature of the business of nib;
- (e) changes to the Board of Directors or significant changes to the other Key Management Personnel;
- (f) an undisclosed significant change in nib's market share;
- (g) likely or actual entry into, or loss of, a material contract;
- (h) material acquisitions or sales of assets by nib;
- (i) a proposed dividend or other distribution or a change in dividend policy; or
- (j) a material claim against any entity within the nib Group or other unexpected liability.

2.3 When is information generally available?

Information is generally available if:

- (a) it consists of readily observable matter or deductions;
- (b) it has been brought to the attention of investors through an announcement to ASX Limited (“**ASX**”) or otherwise brought to the attention of investors in securities, and a reasonable period has elapsed since it was announced or brought to investors’ attention; or
- (c) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.

Examples of possible readily observable matters are:

- (a) a change in legislation which will affect nib’s ability to make certain types of investments; or
- (b) a severe downturn in global securities markets.

2.4 What are the consequences if you breach the insider trading prohibitions?

As well as reputational damage for both you and nib, breach of the insider trading laws may subject you to:

- (a) criminal liability - penalties include heavy fines and imprisonment;
- (b) civil liability - you can be sued by another party or nib for any loss suffered as a result of illegal trading activities; and
- (c) civil penalty provisions – the Australian Securities and Investments Commission may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation.

Breach of the law or this trading policy or both will also be regarded by nib as serious misconduct which may lead to disciplinary action or dismissal.

3 The nib Group trading policy

3.1 What does this trading policy apply to?

This trading policy applies to all information relating to NHF Securities.

3.2 General prohibitions

If you possess Inside Information concerning NHF Securities, you must not:

- (a) deal in NHF Securities or enter into an agreement to do so;
- (b) procure another person to do anything specified in paragraph (a); or

- (c) pass on that information to anyone who is likely to engage in the activities specified in paragraphs (a) or (b) above.

These general prohibitions are overriding obligations and apply at all times, despite all other terms of this trading policy.

3.3 Closed periods

In addition to ensuring compliance with the prohibitions on insider trading, as set out in this policy, Key Management Personnel must also not deal in NHF Securities during the following Closed Periods:

- (a) the period from the close of trading on 31 December each year, up to 24 hours after the nib Group's half-year results announcement is released to the market following its lodgement with ASX;
- (b) the period from the close of trading on 30 June each year, up to 24 hours after the nib Group's annual results announcement is released to the market following its lodgement with ASX;
- (c) for 28 days before, to the start of trading on the first trading day after, nib's annual general meeting;
- (d) for 28 days before a prospectus, cleansing notice or similar disclosure document is lodged by nib with ASX; and
- (e) any extension to a Closed Period, and any additional period, as specified by the Board of Directors.

3.4 Prior notification

If Key Management Personnel propose to deal in NHF Securities (which includes entering into an agreement to deal) they must first:

- (a) complete and forward a "**Notification Form to Deal in NHF Securities**" in the form of Part A of Schedule 1 to the "**Notification Officer(s)**" (as defined in Schedule 2); and
- (b) receive confirmation in the form of Part B of Schedule 1, signed by the Notification Officer(s) in their discretion, to allow them to deal in NHF Securities.

The notification must state that the proposed dealing in NHF Securities is not as a result of access to, nor the receipt of, Inside Information.

Notification of any dealing in NHF Securities under this paragraph and the completion of Part B of the Notification Form to Deal in NHF Securities does not constitute approval of the dealing by or on behalf of the nib Group.

A confirmation allowing a dealing expires 5 days from its date, unless it specifies a different expiry date.

Even if confirmation of a dealing is granted, a Key Management Person remains personally responsible for their own investment decisions and assessing whether the Insider Trading ban applies to them.

3.5 Confirmation

In addition to providing advance notice under paragraph 3.4, Key Management Personnel must confirm in writing to the relevant Notification Officer(s) when the dealing in NHF Securities has occurred, the number of NHF Securities affected and the relevant parties to the dealing, no later than 2 working days after the dealing in NHF Securities has occurred.

3.6 Trading with permission

If there are:

- (a) exceptional circumstances (to be determined with regard to the ASX Listing Rules and ASX Guidance Note 27); and
- (b) the person concerned declares that they do not possess any Inside Information,

then approval may be given by the Notification Officer in their discretion to allow a Key Management Person to deal during a Closed Period. Any such approval must be obtained in advance. It cannot be given after the event.

A dealing for which approval is given remains subject to the notice requirements of paragraphs 3.4 and 3.5.

Certain types of dealing are excluded from the operation of part 3 of this policy and may be undertaken at any time (subject to the Insider Trading ban). They are listed in schedule 4 and are permitted primarily on the basis that the trading is passive, restrictive, outside of the individual's control or there is no underlying change in beneficial owner.

3.7 Extension of trading policy

The Board of Directors may also from time to time extend this trading policy by specifying that Employees are also restricted from dealing in the Securities of other specified companies with which nib may have a close relationship.

3.8 Participation in share plans

Key Management Personnel may not suspend, withdraw from or vary his or her participation in a share plan during a Closed Period, except where he or she does so for the purpose of ensuring that he or she does not breach this policy and/or the insider trading provisions of the Corporations Act.

4 Prohibitions

4.1 Dealing in financial products issued over NHF Securities by third parties

Key Management Personnel are not permitted to deal at any time in financial products designed to track, hedge or in any other way take a position associated with the future value of NHF Securities, including options, warrants, futures or other financial products issued over NHF Securities by third parties such as banks and other institutions. The grounds for this include that the terms of such financial products may require NHF Securities to be sold during a Closed Period or when the Key

Management Person possesses Inside Information. This restriction does not extend to other funding arrangements where NHF Securities may be included as security (see paragraph 4.3).

4.2 Limiting economic risk

Key Management Personnel are not permitted to enter into transactions in products associated with NHF Securities which operate to limit the economic risk of their security holding in NHF (eg hedging arrangements). This extends to any hedging arrangements or other such transactions in respect of rights under an incentive plan.

Subject to the law, Key Management Persons must not enter into transactions or arrangements with anyone which could have the effect of limiting the exposure of the person to risk relating to an element of the person's remuneration that:

- (a) has not vested in the person; or
- (b) has vested in the person but remains subject to a holding lock.

Examples of prohibited arrangements:

- a put option on incentive remuneration;
- a short position on shares that forms part of the incentive remuneration. A short position is a position in relation to shares in a listed company where the quantity of the shares that a person has is less than the quantity of the shares that the person has an obligation to deliver; and
- an income protection insurance contract in which the insurable risk event affects the financial value of remuneration or equity or an equity-related instrument for the Key Management Person.

Examples of arrangements that are not prohibited:

- an income protection insurance contract in which the insurable risk event is death, incapacity or illness of any of the key management person; and
- a foreign currency risk arrangement.

4.3 Margin Loans and other secured financial arrangements

4.3.1 Key Management Personnel are prohibited from entering into or maintaining a margin loan over NHF Securities issued by NHF.

4.3.2 Key Management Personnel are permitted to enter into or maintain other secured financial arrangements over NHF Securities issued by NHF subject to Board approval being obtained.

4.4 No short term or speculative trading or short selling

Key Management Persons must not engage in short selling of NHF Securities.

NHF encourages Key Management Persons to be long term investors in nib.

Key Management Persons must not engage in short term or speculative trading in NHF Securities or in derivative or other financial products issued over or in respect of NHF Securities. Short term means a term of less than a 6 month period.

5 Confidential information

All Employees must treat sensitive, non-public information (“**Confidential Information**”) about nib as confidential and belonging to the nib Group. Employees must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required. Employees must avoid inadvertent or indirect disclosure of Confidential Information. Even within the nib Group, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential. Be careful that conversations are not overheard in elevators, aeroplanes or other public places. Do not leave Confidential Information on conference tables, desks or otherwise unguarded; and take whatever steps which are reasonably necessary to keep Confidential Information from being disclosed, except as authorised or legally required.

6 Notifying interests and updating registers

The Company, its Directors and Company Secretary will comply with requirements regarding notifying Directors’ interests and updating company registers including:

- disclosure obligations under the ASX Listing Rules (such as under ASX Listing Rules 3.1 and 3.19A);
 - notifying ASIC of a substantial shareholding or change to that holding (under section 671B the Corporations Act);
 - for notifications, requests and clearances under this policy; and
 - for Directors’ material personal interests and standing notices (under Ch 2D div 2 of the Corporations Act).
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7 Employment and monitoring of compliance

All new and current Employees will be required to complete an “**Acknowledgment by Employee/Director**” (in the form of Schedule 3). All directors and Employees will be required to provide this completed form to the Company Secretary.

8 Review and publication of this policy

The nib Group’s Board of Directors will review this policy every two years (or more often if required by law). This policy may be amended by resolution of the Board of Directors.

A copy of the nib Group’s trading policy will be distributed to all Employees and directors (present and future) and will also be available on the nib website. It is the responsibility of each such person to comply with this policy.

9 Where can I obtain further information?

If you require any further information or assistance, or are uncertain about the application of the law or this trading policy in any situation, please contact the Company Secretary at company.secretary@nib.com.au or on (02) 4914 1829.

Approved by the Board on 28 July 2020.

Schedule 1 – Notification Form to Deal in NHF Securities

Part A - For completion by Key Management Person

Name of Key Management Person	
Description of Securities (ie number of Securities)	
Nature of agreement/dealing (sale/purchase/subscription)	
Proposed date of transaction (ie completion date)	

I confirm that:

- (a) I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of NHF Securities; and
- (b) the transaction in NHF Securities described above does not contravene the trading policy of the nib Group dated 30 July 2020.

Signed:

Dated:

Part B - For completion by Notification Officer

I confirm that I am not aware of any circumstances pursuant to which the Key Management Person named above is, or is likely to be, in possession of unpublished information which, if generally available, might materially affect the price or value of NHF Securities.

Name:

Title:

Signed:

Dated:

The completed form is to be sent to the Company Secretary or other applicable Notification Officer(s).

Schedule 2 – Notification Officers

In this policy the relevant Notification Officer(s) for each of the Key Management Personnel is as set out in the table below:

Key Management Person	Notification Officer(s)
Chairman	Managing Director or Chairman of the Audit Committee
Managing Director/ Chief Executive Officer	Chairman
Non-Executive Directors	Chairman
Company Secretary	Managing Director
All other Key Management Personnel	Company Secretary

Schedule 3 - Acknowledgment by Employee/Director

I have read and understood the document entitled Trading Policy and agree to be bound by and to comply with the Trading Policy as amended or replaced from time to time.

Signed:

Name:

Business Unit:

Dated:

Please return completed form to the Company Secretary.

Schedule 4 – Permitted dealings

In accordance with paragraph 3.6, the following types of dealing are excluded from the operation of part 3 of this policy and may be undertaken at any time (except if this would breach the Insider Trading ban - see part 2):

- (a) (superannuation) transfers of securities which are already held in a superannuation fund or other saving scheme in which the Key Management Person is a beneficiary;
- (b) (third parties) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in NHF Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) (other trustees) where a Key Management Person is a trustee, trading in NHF Securities by the respective trust provided the Key Management Person is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the Key Management Person;
- (d) (takeover) undertakings to accept, or the acceptance of, a takeover offer;
- (e) (rights offers, SPPs and DRPs and buy-backs) 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 and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by nib's Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (f) (lender disposal) a disposal of NHF Securities that is the result of a secured lender exercising their rights;
- (g) (incentive scheme) the exercise (but not the sale of NHF Securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed Period and nib has been in an exceptionally long Closed Period or nib has had a number of consecutive Closed Periods and the Key Management Person could not reasonably have been expected to exercise it at a time when free to do so; and
- (h) (trading plan) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this policy and where:
 - (i) the Key Management Person did not enter into the plan or amend the plan during a Closed Period; and
 - (ii) the trading plan does not permit the Key Management Person to exercise any influence or discretion over how, when, or whether to trade.

However, this policy does not allow the Key Management Person to cancel the trading plan or cancel or otherwise vary the terms of their participation in the trading plan during a Closed Period other than in exceptional circumstances.

Trading which comprises the application for, and acquisition (by way of issue) under that application, of NHF Securities by, or by the trustee for, Employees under a superannuation scheme, pension fund or other scheme established solely or primarily for the benefit of Employees is always a permitted dealing and is not subject to the Insider Trading ban.