

# Securities Trading Policy

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## 1 Purpose

To ensure:

- That the directors of APA Ethane Limited, the responsible entity of the Ethane Pipeline Income Fund (**Responsible Entity** and **Fund** respectively) and the other persons to whom this policy applies (see section 2 below) are aware of the legal prohibition against trading in EPX securities (as defined below) and other shares and securities while they are in possession of unpublished price sensitive information, commonly referred to as insider trading;
- That the reputations of the Responsible Entity, the Fund and the persons to whom this policy applies are not adversely affected by the perception of trading in EPX securities at inappropriate times; and
- That the Responsible Entity meets its obligations under the Australian Securities Exchange (**ASX**) Listing Rules with respect to disclosure of directors' holdings of EPX securities and changes in those holdings from time to time.

## 2 Coverage / Scope

The Fund comprises two registered managed investment schemes, Ethane Pipeline Income Trust and the Ethane Pipeline Income Financing Trust, the units in which are stapled and listed on the ASX under ticker symbol "EPX" (**EPX securities**).

This policy applies to dealings with EPX securities by the directors of the Responsible Entity, employees and contractors of the Responsible Entity and of the Fund, and others listed in section 4.2.1.

## 3 Values & Commitments

The Responsible Entity recognises that the persons to whom this policy applies (section 2 above) may wish to own EPX securities, and welcomes them doing so in order to align their investment interests with those of securityholders. However, the Responsible Entity is committed to ensuring that those persons are aware of the legal prohibition against insider trading and do not deal in EPX securities, or create any perception of them dealing in EPX securities, when they should not do so.

## 4 Policy

### 4.1 Prohibition against insider trading

#### 4.1.1 Basic principles

Australia's insider trading laws prohibit certain dealings with respect to publicly traded shares or other securities. In that context, the expression **to deal in** means to apply for, acquire or dispose of securities and the expressions **dealing** and **dealings** have corresponding meanings.

Under the insider trading laws, if you **have price-sensitive information** relating to the Fund which is **not generally available**, it is illegal for you to:

- deal in EPX securities,
- advise, procure or encourage another person to deal in EPX securities, or
- pass on such information to any other person if you know, or ought reasonably to know, that the person is likely to use the information to deal in EPX securities or to procure someone else to do so.

You cannot get around the law by arranging for a member of your family or a friend, or your family trust or superannuation fund, to deal in EPX securities; nor may you give "tips" concerning Fund information to others in the circumstances described above.

Those rules apply to dealing in not only EPX securities, but also shares or other securities of any other company or entity (e.g. a managed investment scheme) about which you may have price-sensitive information.

***It is your responsibility to ensure that you do not do any of these prohibited things, the potential consequences of which are summarised in section 4.1.4.*** If in doubt, you should seek advice by contacting the Company Secretary or by obtaining your own independent advice.

Additional rules, set out in section 4.2 below, apply to the directors of the Responsible Entity and others identified in that section.

#### **4.1.2 What is "price-sensitive information"?**

Price-sensitive information, in relation to the Fund, means information that would, if it was publicly known, be likely to:

- have a material effect (either positive or negative) on the price or value of EPX securities, or
- influence persons who commonly invest in securities in deciding whether or not to deal in EPX securities.

That definition can also be applied to determine what is price sensitive information in relation to companies or entities other than the Fund.

Examples of possible price-sensitive information might include:

- financial performance against budget
- entry into or termination of a material contract
- a material acquisition or sale of assets
- a proposed distribution or a change in distribution policy, or
- a material claim or other unexpected material liability.

#### **4.1.3 When is the information "generally available"?**

Information is generally available if:

- it consists of a readily observable matter, or
- it has been brought to the attention of investors through an announcement to the ASX, and a reasonable period has elapsed since the announcement.

#### **4.1.4 What are the consequences if I breach the insider trading prohibition?**

Breach of the insider trading laws may subject you to:

- criminal liability - penalties include heavy fines and imprisonment
- civil liability - you can be sued by another party or the Fund (or other applicable company or entity) for any loss suffered as a result of illegal trading activities.

Breach of the law or this policy will also be regarded as serious misconduct which may lead to disciplinary action, including your dismissal.

## **4.2 Special rules for Directors, Prescribed Persons and others**

### **4.2.1 To whom this section 4.2 applies**

This section 4.2 applies to:

- the directors of the Responsible Entity (**Directors**),
- the following personnel (**Prescribed Persons**):
  - the Company Secretary of the Responsible Entity,
  - the directors of any companies within the Fund, and
  - other persons specified from time to time by the Chairman, and
- Related Parties (as defined in section 4.2.5) of Directors and Prescribed Persons (see section 4.2.5).

The Company Secretary will maintain a register of Prescribed Persons and will notify relevant individuals of their inclusion on or removal from the register.

### **4.2.2 “Window” periods**

Directors and Prescribed Persons may only deal in EPX securities during the following "window" periods:

- in the period starting on the second business day after the release of the Fund's half yearly results to the ASX, and ending one calendar month later,
- in the period starting on the second business day after the release of the Fund's annual results to the ASX, and ending one calendar month later,
- (if the Fund holds an annual meeting of the unitholders of the Fund) in the period starting on the second business day after the annual meeting, and ending one calendar month later, or
- at such other times as the board of directors of the Responsible Entity permits.

For example: if the Fund releases its full year results on Monday, 25 August, the "window" period starts upon the opening of the market on Wednesday, 27 August and ends on closure of the market on Friday, 26 September.

Dealing in EPX securities by Directors or Prescribed Persons outside those "window" periods is prohibited.

***However, even during a “window” period, a Director or Prescribed Person with price-sensitive information relating to the Fund which is not generally available will be precluded from trading in EPX securities, as explained in section 4.1.***

On or prior to the commencement of any “window” period, the board of directors of the Responsible Entity, with advice from management, will consider whether there is then any price sensitive information that is not generally available which would prevent Directors or Prescribed Persons dealing in EPX securities notwithstanding the opening of the “window” period. The Company Secretary will notify Prescribed Persons if it is determined by the board that they may not deal in EPX securities in a “window” period.

#### **4.2.3 Speculative trading**

Directors and Prescribed Persons must not engage in short-term or speculative trading of EPX securities. While it is impractical to provide a precise definition of short-term or speculative trading in this policy, the guiding principle is that Directors and Prescribed Persons who purchase EPX securities should intend, at the time of acquisition, to continue to hold the purchased EPX securities for at least the next 12 months.

#### **4.2.4 Hedges, derivatives and similar arrangements**

Directors and Prescribed Persons are not permitted at any time (including in any “window” period) to enter into hedges, derivatives or other financial products, instruments or arrangements over or in connection with EPX securities which:

- amount to “short selling” of EPX securities beyond the Director’s or Prescribed Person’s holding of EPX securities;
- operate to limit the economic risk of holding EPX securities; or
- enable the Director or Prescribed Person to profit from a decrease in the market price of EPX securities.

#### **4.2.5 Immediate family members, companies, superannuation funds and trusts**

In this policy, the term **Related Parties** means:

- the spouse (including de facto spouse) or partner of a Director or Prescribed Person, and children of a Director or Prescribed Person who live with them, and
- any company, superannuation fund or trust over which a Director or Prescribed Person has significant influence.

The Responsible Entity is concerned to ensure that Related Parties of Directors and Prescribed Persons do not deal in EPX securities at inappropriate times. While such dealings by Related Parties might occur independently of the relevant Director or Prescribed Person, and without access to any “inside information” concerning the Fund, there is at least a risk that the dealings will be perceived to be inappropriate and possibly damage the reputation of the Fund and the individuals concerned.

However, the Responsible Entity is aware that Directors and Prescribed Persons may not be in a position to exercise control over their Related Parties in respect to dealings with EPX securities, in which case Directors and Prescribed Persons are required to take all reasonable steps to cause their respective Related Parties to comply with this section 4.2 as if they were Directors or Prescribed Persons.

## **4.2.6 Dealings permitted by exception due to exceptional circumstances**

The Chairman may permit dealings in shares or other securities by Directors or Prescribed Persons which this policy otherwise prohibits, but only:

- in exceptional circumstances, and
- if the person concerned declares that he or she does not possess any price-sensitive information.

Exceptional circumstances can only be approved by the Chairman, and include:

- severe financial hardship such as a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant securities;
- a court order, court enforceable undertaking or other legal or regulatory requirement requiring a sale of the relevant securities; or
- other exceptional circumstance as approved by the Chairman.

A request for the Chairman's approval to deal in shares or other securities based on exceptional circumstances must be made in writing (or by email) and sent to the Company Secretary, and must include particulars of the exceptional circumstances on which the request is based and a declaration that the applicant does not possess any price sensitive information.

The Chairman's approval must be obtained in writing (or by email) in advance of the proposed dealing, and the approval will specify the period during which the approval is valid and during which the proposed dealing must take place.

The Fund may be required to notify the ASX whether prior written clearance was obtained.

## **4.2.7 Exclusions**

The restrictions detailed in section 4.2 do not apply to dealings in shares or other securities by Directors or Prescribed Persons, or their Related Parties, in the following circumstances:

- the acquisition of securities issued or acquired as a result of participation in any distribution or dividend reinvestment plan, security purchase plan or entitlement issue available to securityholders generally, or as a result of participation in an employee equity incentive scheme or security plan (note, however, that any subsequent sale of these securities is subject to the restrictions in this section 4.2);
- undertakings to accept, or the acceptance of, a takeover offer;
- transfers of securities where the beneficial interest does not change (e.g. transfer from personal ownership into a self-managed superannuation fund); or
- trading via investments in a scheme or other arrangement where the investment decisions are exercised by a third party and the person to whom the restrictions under this section 4.2 apply has no control or influence with respect to trading decisions,

unless determined otherwise by the board of directors of APA Ethane Limited.

## **4.3 Notification of trades by Prescribed Persons**

If Prescribed Persons acquire or dispose of EPX securities, they must notify the Company Secretary of the details of the trade as soon as reasonably possible after it is made.

A notification form is available from the Company Secretary who will maintain a register of those notifications.

## **4.4 Notification of trades by Directors**

Directors of the Responsible Entity are required to notify the Company Secretary of the details of all acquisitions or disposals of EPX securities by:

- the Directors themselves, or
- any entity (e.g. a company, trust or superannuation fund) or person (e.g. a child or other family member) where the Director, directly or indirectly, has or will have the power to exercise the right to vote attached to the EPX securities or to dispose of the EPX securities, or to control the exercise of either of those powers.

Directors must provide those details to the Company Secretary in sufficient time to allow the Responsible Entity to notify ASX of the trade within five business days, as required by the ASX Listing Rules. That period of five days starts on the date the contract for the trade is made, not the day the trade is settled and paid for (which typically occurs three days after the trade).

In the case of issue of EPX securities to Directors through their participation in a Distribution Reinvestment Plan, the Company Secretary will obtain the relevant details from the securities registry and notify ASX of the details of those issues accordingly.

## **5 Links / interaction with other policies**

Continuous disclosure policy  
Compliance Plan; Part 6.17 Insider Trading

## **6 Attachments**

Nil

## **7 Procedures**

Nil