

## 1. PURPOSE

The purpose of this document is to prevent conflicts of interest arising from share trading activities where ASX listed companies provide price sensitive information to SunWater in order to participate in major projects.

It is vital that SunWater’s reputation and integrity in the market place is maintained at the highest standard to meet shareholder, customer and community expectations.

## 2. APPLICATION

This policy is applicable to all SunWater’s employees and contractors, and includes dealings or transactions through or in conjunction with related parties such as immediate family members (including parents, spouses, de facto partners and dependent children).

## 3. KEY DEFINITIONS

Term	Definition
ASX listed companies	SunWater’s major projects frequently involve Australian Stock Exchange (ASX) listed (publically listed) companies who must provide price sensitive information in order to participate in those projects. A contract awarded to a company may be of such a size or significance so as to affect the price of the company’s securities.
Insider Trading	Insider trading occurs under the Corporations Act 2001 when a person possesses price sensitive information not generally available to investors, deals or procures a dealing in listed securities or communicates such information in relation to listed securities to a third party where the third party will, or would be likely to, deal or procure a dealing in those securities.
Price Sensitive Information	Under the Corporations Act, information is price sensitive if a reasonable person would expect the disclosure of that information to have a material effect on the value of listed securities or such a disclosure would be likely to influence investors’ decisions regarding trading in those securities.
Shareholder, Customer and Community Expectations	SunWater’s shareholders, customers and the community will not regard it as commercially or ethically acceptable for SunWater, its employees, contractors or related parties to deal in listed securities of a company at a time when they have access to (or may be expected to have access to) price sensitive information relating to that company through their relationship with SunWater.

## 4. KEY PRINCIPLES

1. In addition to policies requiring employees and contractors to maintain their independence, and to declare conflicts and potential conflicts of interest, prohibited dealings and transactions will ordinarily include new

or additional share investments, or divestments of existing holdings by SunWater employees, contractors and related parties:

- a. In any ASX listed company that contracts commercially with SunWater and the contract/s:
    - requires shareholding Minister approval, ie. the contract/s value (cost or NPV) is greater than \$40 million and any of the following apply:
      - i. the value of the contract/s is significant to the publically listed company's business (operating revenue or assets)
      - ii. the number of shares involved is significant to the total number of shares on issue
      - iii. dealing in the securities is otherwise prohibited by the Corporations Act
    - has, or is in conjunction with a project which has a potentially "company changing" outcome for that company.
  - b. In any ASX listed company with which a potential business deal is under consideration:
    - where a business case has been prepared; or
    - where information generally not publically available has been provided to an employee or contractor (including in a committee or other forum) in connection with the dealand any of the following apply:
    - the value of the deal/s is significant to the publicly listed company's (operating revenue or assets)
    - the number of shares involved is significant to the total number of shares on issue
    - dealing in the securities is otherwise prohibited by the Corporations Act.
  - c. That would, or could be perceived to compromise the employee's or contractor's ability to act in the best interests of SunWater.
  - d. That would, or could reasonably be perceived to compromise the employee's, contractor's or SunWater's integrity or reputation.
2. In relation to existing investments in publically listed companies to which any of the prohibitions in section 1 would otherwise apply, but where there is no intention to further buy or sell, employees and contractors are required to promptly declare their interest to their General Manager or CEO as appropriate.
  3. The above requirements should be interpreted in a manner that is consistent in both form and substance with other relevant SunWater policies and standards, including those noted in the references below.

## 5. FURTHER ASSISTANCE

For assistance or advice on this policy, please contact email [brisbane@sunwater.com.au](mailto:brisbane@sunwater.com.au)

## 6. REFERENCES

SunWater Code of Conduct

SunWater Contracts of Employment

The Corporations Act Insider Trading process