



**FOLEY WINES LIMITED**  
(“FWL”, “the Company”)

**INSIDER TRADING CONSIDERATIONS FOR ALL DIRECTORS AND EMPLOYEES**

**DIRECTORS’ POLICY STATEMENT ON FINANCIAL PRODUCT DEALING**

***Introduction and Purpose***

The Financial Markets Conduct Act 2013 (Act) prohibits trading by any person in quoted financial products of a listed issuer with information which is not generally available to the market and which is price sensitive information. “Insider Trading” is the description given to this trading activity. The purpose of the Act in this respect is to promote fair, orderly and transparent financial products markets.

This policy is designed to ensure compliance with the Act and consistency with its purpose. This reduces the likelihood of the exposure of FWL and related parties to allegations of trading in breach of the Act’s prohibitions.

The purpose of this policy statement is to specify the approved procedures to be followed by any director, senior managers and employee, and their related parties and associates, who intends to trade in any financial products issued by the Company.

In this policy:

“*Director*” is a Director of FWL or its subsidiaries;

“*Senior manager*” is any person who is concerned or takes part in the management of the Company’s business and reports directly to the FWL Board or to a person who reports directly to the Board; and

“*Trade*” includes buying or selling listed financial products, or agreeing to do so, whether as principal or agent, but it does not include subscription for, or the issue of, new financial products.

Under the policy no trades shall be permitted or shall occur during the defined “trading black-out” periods.

The underlying purpose of the policy is to ensure:

- all directors, senior managers and employees are aware that it is not lawful to trade, directly or indirectly, in financial products issued by the Company, or certain other companies, if they have inside information,
- adherence to the Company’s and directors’ obligations under the NZX Listing Rules (to which the directors have subscribed on behalf of the Company), the Companies Act 1993, the Financial Markets Conduct Act 2013, together with the Institute of Directors in New Zealand Best Practice for New Zealand Directors;
- the Company adopts “best practice” in relation to all corporate governance issues;
- the Company maintains integrity with its shareholders and the market generally.

***Monitoring of Policy***

The Company will monitor the financial products trading of directors, employees and related parties as part of the administration of the policy. Strict compliance with this policy is a condition of employment/appointment. Strict compliance with this policy is also a condition of employment, and engagement of advisers and contractors.

## **GENERAL LEGISLATIVE & CONTRACTUAL CONSIDERATIONS RELATING TO MATERIAL INFORMATION**

### **1 Fundamental Rule – Insider trading is prohibited at all times**

If you possess “material information” (refer to definition below) then it is illegal for you as an “information insider” to

- Trade restricted financial products;
- Advise or encourage others to trade or hold restricted financial products; or
- Pass on material information to anyone else knowing that other person will use the information to trade, continue to hold or advise or encourage someone else to trade, or hold, the Company’s financial products.

These prohibitions apply regardless of how you learn of the information and regardless of why you are trading;

They also apply to information in relation to listed financial products of another issuer. If a person has ‘material information’ about that issuer not disclosed publicly that person must not trade in those financial products;

The offence, called “Insider trading” can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party, or the Company, for any loss suffered as a result of illegal trading;

2 ‘Material Information’ is information that is not generally available to the market; and if it were generally available to the market, would have a material effect on the price of the Company’s financial products;

3 Information is generally available to the market if it has been released as an NZX announcement under the Company’s Continuous Disclosure Policy, or if investors can readily obtain the information by observation, industry expertise or other means;

Information includes rumours, matters of supposition, intentions of a person, or the Company, and information which is insufficiently definite to warrant Continuous Disclosure (see separate Policy Statement);

4 This Policy does not apply to:

- A public float because the public will have access to the same information through a registered prospectus;
- Acquisitions and disposals by gift or inheritance;
- Acquisitions through an issue of new financial products, such as an issue of new shares on the exercise of options, under a rights issue, or a dividend reinvestment plan;

5 Confidential or inside information obtained by a director, senior manager or employee in the course of employment by the Company must not be used for personal advantage nor passed to persons outside the Company without the express authorisation of the Chairman, or a Board approved sub-Committee, under a signed confidentiality agreement. Anyone dealing with third parties or external advisers must ensure they keep information confidential. For the avoidance of doubt, confidential information also includes information held by the Company about another company especially if that company is also a listed entity;

6 The legislation provides that any director, senior manager or employee, and any adviser to the Company, who has inside information may not trade, including buying or selling financial products in the Company whether directly or indirectly through an associated person (parent, child, spouse or trust);

7 Nor may a director, senior manager or employee directly or indirectly encourage others to buy or sell financial products in the Company or pass inside information to others whom they know will or may be likely to buy or sell financial products in the Company or encourage others to do so. Passing of such inside information is called “tipping”;

8 New Zealand legislation imposes serious criminal penalties and civil liabilities on persons who trade with knowledge of inside information or who tip others;

- 9 In addition, insider trading and tipping are activities that will put employees in breach of their employment contract conditions. The Company will take appropriate disciplinary action against any employee found to be trading on inside information or tipping;
- 10 Short term trading in the Company's financial products is discouraged since this can be a key indicator of insider trading. Therefore to reduce the risk of an allegation of insider trading any director, senior manager or employee seeking to trade the Company's financial products will be required to confirm no intention to sell financial products within six (6) months following a purchase;
- 11 As required under the Financial Markets Conduct Act 2013 and in order to meet NZX reporting requirements, this Policy survives for six (6) months following cessation of a directorship or employment by the Company.

## **DIRECTORS' POLICY STATEMENT ON FINANCIAL PRODUCT DEALING – RESTRICTIONS & PROCEDURES**

### ***Definition***

For the purposes of this policy a person has a "relevant interest" in the financial products issued by the Company if, in relation to those financial products, that person:

- 1 Is a beneficial owner of the financial products;
- 2 Has the power to exercise or control the exercise of the right to vote in respect of those financial products;
- 3 Has the power to buy or sell the financial products, or control the buying or selling of the financial products by another person;
- 4 May, at any time, have one of the above powers by virtue of a trust, agreement, power of attorney or other arrangement or understanding.

In certain circumstances the parent, child or spouse of a director, senior manager or employee may have or be deemed to have a relevant interest in a financial product dealing transaction and should also be aware of the legal implications of undertaking trades not complying with this policy.

### ***Policy***

1. Upon appointment a Director or Senior manager (defined in the Financial Markets Conduct Act 2013 (Disclosure of relevant interests in quoted financial products by directors and senior managers of listed issuers) as a person who is not a Director but occupies a position that allows that person to exercise significant influence over the management or administration of the Company (for example, a chief executive or a chief financial senior manager)) must disclose to the Board and the NZX their relevant interests in the form of an Initial Disclosure Notice (Attachment 1) within the prescribed period of five (5) trading days of their appointment;
2. Before trading in any financial products issued by the Company, the director, senior manager or employee must give written notice to the Board of his or her intention to trade per the Attachment 2 form; **provided** the trade will not occur during a "**trading black-out**" period;
3. Any director, senior manager or employee is prohibited from trading in the Company's financial products during the following "trading black-out" periods from
  - 31 December until after the release of the Company's half-year results to the NZX;
  - 30 June until after the release of the Company's full-year results to the NZX; and
  - Thirty (30) days prior to release of a product disclosure statement for a general public offer of financial products by FWL.

4. The written notice must be signed and dated and contain full details of the proposed transaction including:
  - Full name and position of notifier;
  - The number of financial products and the price at which the notifier proposes to buy or sell the financial products;
  - In the case of a purchase that no sale is intended within six months;
  - A statement that the decision to trade is not being made on the basis of any material information not generally available to the market is held by the notifier;
  - A statement that the notifier believes the transaction will be at fair value;
5. On receiving the notice, the Company, acting through the Board, or a delegated Committee of the Board, must consider the request contained in the notice. If reasonably satisfied as to the truth of the statements required to be made in the notice, the Company may consent to the transaction;
6. The Company's consent must be given in writing and arrangements must exist to ensure that copies of the consent are distributed to all directors of the Company. Consent may be withdrawn at any time and shall be deemed to be automatically withdrawn if the person becomes aware of material information prior to trading
7. The financial products must be traded not later than ten (10) trading days after the consent of the Company is given;
8. In the event the intended buy or sell transaction is not completed within ten (10) trading days the notifier should advise the Chairman and/or Executive Director/Chief Executive Officer (CEO) forthwith of the progress of the transaction and re-confirm the balance of the buy or sell order;
9. Issue and Exercise of Share Options:

The Board shall seek to ensure the Issue of any Share Options will conform to this policy statement and occur prior to the December "trading black-out period" in each year, together with any other relevant conditions; Whilst Exercise of Share Options may occur at any time after the designated vesting period each year, as defined in the Option Offer document, for up to the maximum proportion for each relevant vesting period – any subsequent sale of ordinary financial products arising from vesting of such Share Options shall comply with the Policy above;
10. All directors, senior managers and employees must make full disclosure to the Company *each time* they acquire or dispose of a relevant interest in financial products or options issued by the Company within two (2) working days of the transaction taking place.

All such disclosures shall be advised per the Attachment 3 form. It is the individual's responsibility to ensure compliance with any disclosure obligations under Subpart 6 of the Financial Markets Conduct Act 2013 (Disclosure of relevant interests in quoted financial products by directors and senior managers of listed issuers). The forms to be completed under the legislation are also available on the NZX website at: <https://map.nzx.com/static/forms>;
11. The Chief Financial Officer (CFO) will maintain the Company's Interests Register, including the above applications and consents, and will obtain separate annual verification of all Directors' relevant shareholding interests (as defined above) as at 30<sup>th</sup> June each year;
12. As required under the Financial Markets Conduct Act 2013 any purchase or sales of ordinary shares, share options or rights by a Director, Senior manager or former Director or Senior manager of the Company within six (6) months of ceasing to hold office will be notified by the CFO immediately to the Board and then disclosed to the NZX in the form of an Ongoing Disclosure Notice (Attachment 3) within the prescribed period of five (5) trading days.

## **General**

Whilst adherence to this Policy provides some protection to the individual director, senior manager or employee, under New Zealand law the onus remains for the individual to ensure he/she only does so in circumstances where he/she does *not* hold material (insider) information about the Company not generally available to the market – see also the accompanying "Continuous Disclosure of Material Information" Policy Statement.

For this reason, a former director, senior manager or employee would be wise to consider not trading in the Company's financial products until after the first "trading black-out period" after ceasing direct involvement with the Company.

**If in doubt, don't trade:** The rules and procedures contained in this Policy do not replace your legal obligations. The boundary between what is and what is not in breach of the law is not always clear. Sometimes behaviour that you consider to be ethical actually may be insider trading. If in doubt, don't trade.

### ***Policy Statement Review***

This Policy will be reviewed annually; and, in any event, forthwith whenever there are changed circumstances - such as changes in relevant Securities legislation or regulation relating to Financial Product Dealing or upon revisions to the NZX's Corporate Governance Code or Listing Rules covering these matters.

This Policy is authorised to be posted on the Company's Investor website.

**INITIAL DISCLOSURE NOTICE**

**Disclosure of Directors and Senior managers Relevant Interests**

Sections 297(1) and 298(1), Financial Markets Conduct Act 2013

To NZX Limited; and	
Name of listed issuer:	Foley Wines Ltd
Date this disclosure made:	
Date on which issuer listed or appointment made:	

Director or senior manager giving disclosure

Full name:	
Name of listed issuer:	
Name of related body corporate (if applicable):	
Position held in listed issuer:	

Summary of relevant interest (excluding specified derivatives)

Class of quoted financial product:	
Nature of relevant interest:	
Number held in class:	
Current registered holder:	

**Summary of specified derivatives relevant interest (if applicable)**

Type of derivative:	
Class of underlying financial products:	
<b>Details of derivative</b>	
The notional value of the derivative (if any) or the notional amount of underlying products (if any):	
A statement as to whether the derivative is cash settled or physically settled:	
Maturity date of the derivative (if any):	
Expiry date of the derivative (if any):	
The price specified in the terms of the derivative(if any):	
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	

*For that derivative,-*

Parties to the derivative:	
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or senior manager:

Date of signature:


or

Signature of person authorised to sign on behalf of director or senior manager:

Date of signature:

Name and title of authorised person:


**Notes**

Use this form to disclose the relevant interests that a director or senior manager of a listed issuer has in quoted financial products of the listed issuer or a related body corporate or a specified derivative. The disclosure must be made within 5 trading days of—

(a) the listing of the public issuer; or

(b) the person's appointment as a director or senior manager.

## FOLEY WINES LIMITED

## Request to Trade Financial products or Securities

To: The Board of Directors of Foley Wines Limited ("FWL")

I .....[*name of Director or Employee*], a director/employee of FWL disclose that I intend to trade in financial products issued by the company or a related company (as defined in section 2(2) of the Companies Act 1993) such financial products or other securities being a "relevant interest" as defined in section 146 of that Act and being described and request the consent of the Company as follows:

**The number and type of financial products or securities to be *acquired/disposed of* are:**

**Company/related company:** [*specify whether FWL or a related Company*]  
**Trade:** [*specify whether intend to Buy or Sell*]  
**Number:** [*specify number of securities or financial products*]  
**Type of Transaction** [*specify whether trade on market or if not details of the off-market transaction and by type of securities or financial products*]  
**Price:** [*specify price at which intend to acquire/dispose*]

**I declare that I do not hold information which:**

- Is not generally available to the market; and
- Would have a material effect on the price of the Company if it were generally available to the market;

- 1 I believe the transaction will be at fair value;
- 2 In the event of a purchase I do not intend to dispose of the financial products within six (6) months;
- 3 I confirm that on consent being granted the financial products or securities will be registered with a Share Broker for trading or with Computershare Investor Services for off-market transfers within ten (10) trading days after such consent being received; and
- 4 I know of no reason to prohibit me from trading in the Company's financial products and certify that the details given above are complete and true and correct.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

The Company hereby consents/does not consent to the proposed transaction. Any consent is conditional on the proposed transaction being completed within 10 trading days of the date of this consent, and in compliance with the Company's Share Trading Policy Statement.

Name:.....Date:.....



**ONGOING DISCLOSURE NOTICE**

**Disclosure of Directors and Senior managers Relevant Interests**

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and
Name of listed issuer:
Date this disclosure made:
Date of last disclosure:

Foley Wines Ltd

Director or senior manager giving disclosure

Full name(s):
Name of listed issuer:
Name of related body corporate (if applicable):
Position held in listed issuer:


**Summary of acquisition or disposal of relevant interest (excluding specified derivatives)**

Class of affected quoted financial products:
Nature of the affected relevant interest(s):
<b>For that relevant interest-</b>
Number held in class before acquisition or disposal:
Number held in class after acquisition or disposal:
Current registered holder(s):
Registered holder(s) once transfers are registered:


**Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)**

Type of affected derivative:
Class of underlying financial products:


**Details of affected derivative-**

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
A statement as to whether the derivative is cash settled or physically settled:
Maturity date of the derivative (if any):
Expiry date of the derivative(if any):
The price specified in the terms of the derivative (if any):
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:


*For that derivative,-*

Parties to the derivative:
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:


Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:

**Details of transactions requiring disclosure-**

Date of transaction:

Nature of transaction:

Name of any other party or parties to the transaction (if known):

The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:

Number of financial products to which the transaction related:

If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details—

Whether relevant interests were acquired or disposed of during a closed period:

Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:

Date of the prior written clearance (if any):

**Summary of other relevant interests after acquisition or disposal:**

Class of quoted financial products:

Nature of relevant interest:

*For that relevant interest,-*

Number held in class:

Current registered holder(s):

*For a derivative relevant interest,-*

Type of derivative:

**Details of derivative,-**

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):

A statement as to whether the derivative is cash settled or physically settled:

Maturity date of the derivative (if any):

Expiry date of the derivative (if any):

The price's specified terms (if any):

Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:

*For that derivative relevant interest,-*

Parties to the derivative:

If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.

Signature of director or senior manager:

Date of signature:

or

Signature of person authorised to sign on behalf of director or senior manager:

Date of signature:

Name and title of authorised person:

**Notes**

Use this form to disclose all the acquisitions and disposals by a director or senior manager of a listed issuer, or of a related body corporate, or in specified derivatives. The disclosure must be made within—

(a) 20 working days after the first acquisition or disposal disclosed in this notice if the acquisitions or disposals are of a kind referred to in section 297(2)(a) of the Financial Markets Conduct Act 2013; or

(b) in any other case, 5 trading days after the first acquisition or disposal disclosed in this notice.