

STAFF GUIDELINES FOR DEALING IN SECURITIES

Policy Number: RMP03

1. INTRODUCTION

The purpose of these guidelines is to:

- Explain the type of conduct in relation to dealings in securities that is prohibited under the Corporations Act, which is applicable to all employees and contractors of Peet Limited (Peet) and any related body corporate; and
- Establish a best practice procedure relating to buying and selling securities that provides protection to both Peet and employees against the misuse of unpublished information which could materially affect the value of securities.

Peet aims to achieve the highest possible standards of corporate conduct and governance. Accordingly, the Board of Directors considers that compliance with this policy is essential to ensure that the highest standards of conduct are being met by all employees of Peet.

Peet also wishes to ensure that any perception of executives or employees dealing in shares when they should not do so, is avoided.

Any non-compliance with these guidelines will be regarded as serious misconduct which may entitle Peet to terminate the employment of any employee found to be in breach.

2. POLICY

This policy applies to:

- all directors of, and contractors to, Peet or any related body corporate (as defined in the *Corporations Act*);
- all employees of Peet or any related body corporate (as defined in the *Corporations Act*); and
- their associates (collectively Employees).

2.1 Window period

Employees, other than directors or senior management, may buy or sell Peet's shares on the ASX in the period of 60 days commencing immediately following:

- The announcement of half-yearly results;
- The announcement of annual results; or
- The holding of the Annual General Meeting,

EXCEPT where an Employee is in possession of price sensitive information or where Peet is in possession of price sensitive information and Peet has, during the "window" set out above, notified the Employee that they may not buy or sell shares during all or part of any such period.

Employees may also BUY Peet's shares on the ASX in the period of 7 days commencing from the day of listing of the shares (following the issue of a prospectus).

Employees, other than directors or senior management, may also buy or sell Peet's shares during the period that Peet has a current prospectus or other form of disclosure document on issue pursuant to which persons may subscribe for shares.

If you are not sure whether you should buy or sell Peet's shares during this time please consult with the Company Secretary.

2.2 Other periods

Outside of the "window" period, all Employees, other than directors or senior management, must receive clearance for any proposed dealing in Peet's shares on the ASX by informing and receiving approval from the Managing Director prior to undertaking a transaction.

It is intended that a request will be answered within 48 hours.

2.3 Directors and senior management

During all periods, directors and senior management must follow the procedure below for any proposed dealing in Peet's shares on the ASX:

- A director of Peet (including the Managing Director) must notify the Chairman and Company Secretary prior to undertaking a transaction;
- The Chairman must notify the Board or the next most senior director, prior to undertaking a transaction;
- Senior management must notify the Managing Director prior to undertaking a transaction.

It is intended that a request will be answered within 48 hours.

Unless there are unusual circumstances, as determined by the Board, approval will not be given to enable directors and senior management to trade in Peet's shares outside the "windows" specified in 2.1.

2.4 Short term dealing

Employees may not deal in Peet's securities on a "short-swing" basis, except in circumstances of special hardship, with the Managing Director's approval. That is, Employees may not buy and sell securities within a three month period. In addition, Employees may not enter into any other short term dealings (for example, forward contracts) except with the approval of the Managing Director.

2.5 Employee Share Option Plan

Options held pursuant to the Peet Limited Employee Share Option Plan may be exercised at any time in accordance with the rules of the Plan, unless the Employee is in possession of price sensitive information.

In addition, any dealings in shares acquired upon exercise of options must only occur in accordance with this policy.

2.6 Employee Share Acquisition Plan or Deferred Employee Share Plan

Any dealings in shares (following cessation of restrictions over the shares) acquired pursuant to the Peet Limited Employee Share Acquisition Plan or the Peet Limited Deferred Employee Share Plan must only occur in accordance with this policy.

2.7 Hedging of Unvested Securities

It is a condition of these Guidelines that no schemes are entered into by directors or any employee that specifically protect the value of unvested shares, options and performance rights granted under any equity-based remuneration plans.

3. DEALING IN SECURITIES

3.1 Summary of prohibited conduct

The Corporations Act prohibits “insider trading”.

Under the Corporations Act, a person is prohibited from dealing in securities where:

- The person possesses information which is not generally available to the public; and
- That information may have a material effect on the price of securities of the relevant entity; and
- The person knows or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the price of securities.

In addition, a person with inside information must not procure another person to deal in Peet’s securities nor communicate the information (directly or indirectly) to another person who the person believes may deal (or procure someone else to deal) in Peet’s securities.

The key concepts are discussed in more detail below.

3.2 Relevant terms

3.2.1 Securities

The definition of securities in the Corporations Act is very broad. Securities include:

- Ordinary shares;
- Preference shares;
- Options;
- Debentures; and
- Convertible notes.

It also extends to items relating to securities issued by Peet (for example, warrants and other derivative products).

3.2.2 Dealing in securities

Dealing in securities is a broad concept and covers more than simply buying or selling shares. It extends to exercising options over shares and entering agreements to buy or sell securities.

That is, under this policy and the law, the prohibition on dealing means that you are not permitted to:

- Buy or sell;
- Enter into an agreement to subscribe for, buy or sell, securities,

where you possess information that is not generally available and which a reasonable person would expect to have a material effect on the price or value of those securities.

If you possess price sensitive information that is not generally available, you are also prohibited from:

- Procuring any other person to deal in those securities; or
- Directly or indirectly communicating the information to another person who you believe is likely to deal in, or procure another to deal in, those securities.

Procuring means enticing, encouraging, persuading, causing or securing another person to do something. For the purposes of these provisions procuring includes inciting, inducing or encouraging an act or omission.

For example you cannot ask or encourage family members to deal in securities when you possess price sensitive information, and you should not communicate price sensitive information.

Directors and senior management (i.e. the Managing Director, his direct reports, the Peet Company Secretary and other senior executives, as defined by the Managing Director from time to time), will customarily be privy to price sensitive information that is not generally available.

Accordingly, directors and senior management should ensure that they do not deal in Peet's securities when they or Peet possess 'inside information' (even during a 'window' as set out above).

In general, other employees will be free to deal in Peet's securities during the window period, unless otherwise notified by the Company.

3.2.3 *Information that is generally available*

Information is "inside" if it is not generally available but which, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of a security.

Information is considered to be "generally available" if:

- It consists of readily observable matter; or
- It has been made known in a manner likely to bring it to the attention of investors in securities of corporations of that kind and a reasonable period for dissemination of that information has elapsed; or
- It may be deduced, inferred or concluded from the above.

That is, information will be "generally available" if it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the investing public and a reasonable period of time has elapsed after the information has been disseminated in one of these ways.

3.2.4 *Material Effect on the Price of Securities*

Information is considered by the Corporations Act to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

It is not possible to list all of the information that may be material, however, the following type of information would be likely to be considered to have a material effect on Peet's share price:

- Information regarding a material increase or decrease in Peet's financial performance from previous results or forecasts;
- A proposed material business or asset acquisition or sale;
- The damage or destruction of a material operation of the Peet group;
- Proposed material legal proceedings to be initiated by or against Peet;
- Regulatory action or investigations undertaken by a government authority;
- The launch of a material new business; or
- A proposal to undertake a new issue of shares or major change in financing.

3.2.5 *Information*

For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

3.3 **Relationship to the Continuous Disclosure Regime**

The Corporations Act and the ASX Listing Rules require Peet to immediately release to the ASX any information concerning Peet which may reasonably be expected to have a material effect on the price or value of Peet's securities, subject to limited exceptions.

As a result of the operation of the continuous disclosure regime, usually all material price sensitive information will be generally available. However, there are limited circumstances in which disclosure is not required. In these situations there may be people with "inside information" who would breach the insider trading prohibition if they dealt in securities at that time.

Specifically, the ASX Listing Rules do not require disclosure where:

- A reasonable person would not expect the information to be disclosed; and
- The information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- One or more of the following applies:
 - It would be a breach of law to disclose the information
 - The information concerns an incomplete proposal or negotiation;
 - The information comprises matters of supposition or is insufficiently definite to warrant disclosure (e.g. the effect of an event on Peet has not yet been quantified)
 - The information is generated for internal management purposes of the entity (e.g. internal management accounts or an internal management report); or
 - The information is a trade secret.

Although information does not need to be disclosed under the Listing Rules, Employees may possess "inside information". If a person deals in Peet's securities at a time when that person is aware of information which, but for a carve-out to the Listing Rules, would need to be disclosed to the market, that person will be in breach of the insider trading provisions.

4. SECURITIES IN OTHER COMPANIES

Whilst in general you are free to deal in shares in other listed companies, the prohibited conduct under the *Corporations Act* includes dealings in securities of Peet as well as of other listed companies with which Peet may be dealing (such as Peet's customers or joint venture partners) where an Employee possesses "inside information" in relation to that other company.

That is, if you are aware of information that is not generally available but which, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of a security, you should not deal in the securities of the companies that it affects. For example, where you are aware that Peet is about to sign a major agreement with another company, you should not buy shares in either Peet or the other company.

5. PENALTIES

A person who commits a breach of the insider trading provisions could be subject to criminal liability (substantial fines and/or imprisonment may be imposed) or civil liability (substantial pecuniary penalties can be imposed).

In addition, a person who contravenes or is involved in a contravention of these provisions may be liable to compensate any person who suffers loss or damage because of the conduct.

In the case of a body corporate, the commitment of an offence under the insider trading provisions is also punishable by substantial fines.

6. DEFENCES

The *Corporations Act* sets out several defences for conduct which would otherwise breach the insider trading prohibition. These defences are complex and, in general, will not apply to you. On this basis, you should not deal in Peet securities until you have received the required approval from the relevant person in paragraph 2 above.

Breaches of the insider trading laws have serious consequences for both the employee concerned and Peet. It may also give rise to adverse public scrutiny and media comment. It is therefore important that Employees adhere to these guidelines at all times.

WHO TO CONTACT

It should be noted the approval of the Managing Director, or other Directors will be required for specific activity, however if you are in any doubt regarding the process, or your proposed dealing in securities, you should contact the Company Secretary.