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# BOARD CONFIDENTIALITY AND SHARE TRADING POLICY

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## 1. GENERAL PRINCIPLES

- 1.1 This policy has been established by the Board of Directors (**the Board**) of Huge Group Limited (**the Company**) to assist it, and where applicable, its subsidiary companies (**the Group**), in respect of legislative and regulatory requirements relating to the treatment of price sensitive information, general commercial information and procedures for trading in the Company's shares.
- 1.2 The Board, and the provisions of this policy, remain subject to the provisions of the Companies Act 71 of 2008 (as amended), the Company's Memorandum of Incorporation (**Mol**), the JSE Limited Listing Requirements (**JSE Listings Requirements**), the Financial Markets Act 19 of 2012 (**FMA**) and the regulations of the Takeover Regulation Panel (**TRP Rules**).
- 1.3 The Board recognises that the principles espoused in the King Code on Corporate Governance 2016 (**King IV**) may impact on the ambit of this policy and the Board aims to apply and uphold these principles.

## 2. MAINTENANCE OF CONFIDENTIALITY

- 2.1 Subject to the legislative and regulatory requirements, all employees of the Group, including the non-executive directors, should maintain the confidentiality of all non-public information and records that are the property of the Group (**non-public information**).
- 2.2 Under no circumstances may an employee of the Group, or any non-executive director, disclose or use such non-public information for any purpose, whether for personal or other gain, or whether done so knowingly or unknowingly.
- 2.3 Should any employee of the Group, or any non-executive director become aware of the fact that non-public information has been disclosed to a third party, then that employee or non-executive director must inform the Chairman or Company Secretary immediately, in order for the appropriate rectifying steps to be taken by the Company.
- 2.4 Any person who ceases to be an employee or non-executive director of the Group remains bound by the terms of this policy and is required to either return or destroy any non-public information in their possession.

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### 3. INSIDER TRADING

- 3.1 A person who, by way of his or her position in or association with the Group, is in possession of material, non-public information regarding the affairs of the Company is considered to be an insider (**insider**). Such information, if made public, would affect an investor's decision with regard to purchasing or disposing of the Company's shares (**inside information** or **price sensitive information**).
- 3.2 Insider trading occurs when a person in possession of inside information utilises that information in deciding to buy, sell or hold a particular share.
- 3.3 Information which is considered to be inside information includes, but is not limited to:
- 3.3.1 Financial results;
  - 3.3.2 Cash flow projections;
  - 3.3.3 Potential merger and/or acquisition activities;
  - 3.3.4 Significant product developments;
  - 3.3.5 Outcomes of current litigation;
  - 3.3.6 Changes in key personnel; and
  - 3.3.7 Changes in supplier agreements.
- 3.4 An insider who knows that he or she is in possession of inside information and who discloses this information to another person will be guilty of committing an offence. However, if an insider can show, on a balance of probabilities, that the information was disclosed in the proper performance of his or her employment, office or profession, in circumstances unrelated to dealing in any shares and that the information was disclosed at the same time to be inside information.
- 3.5 Any situation where trading is believed to have occurred as a result of the possession of inside information may result in an investigation by the Financial Services Board, in which event the matter will be addressed by an Official Representative, as defined in the Investor Relations Policy.

### 4. CAUTIONARY ANNOUNCEMENTS

- 4.1 Paragraphs 3.5 to 3.8 of the JSE Listing Requirements set out the procedures to be followed by the Company in respect of managing confidential information and the appropriate release of such information into the public domain, any breaches of

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confidentiality and circumstances under which Cautionary Announcements should be released.

- 4.2 The Company is obliged to release on the Stock Exchange News Service (**SENS**) any price sensitive information as soon as it becomes aware of the existence of such information and the necessary confidentiality cannot be maintained.
- 4.3 In instances where the release of such information envisaged in clause 4.2 above would not be in the best interests of the Company, the Company may apply to the JSE Limited for a dispensation not to release a Cautionary Announcement. If such information is however subsequently disclosed, knowingly or unknowingly, a Cautionary Announcement must be released immediately.
- 4.4 The JSE Limited cautions against the release of Cautionary Announcements which may not be required, or the use of a “bland” Cautionary Announcement, which may cause speculation in the market and contravene the FMA.

## 5. TRADING IN THE COMPANY' SHARES

- 5.1 No directors of the Company, its major subsidiaries or the Company Secretary, or their associates (as defined by the JSE Listings Requirements and for the purpose of this paragraph 5, defined as **Directors**) may trade:
  - 5.1.1 from the date of the financial year end up to the date of earliest publication of the preliminary report, abridged report, or provisional report;
  - 5.1.2 from the date from the expiration of the first six-month period of a financial year up to the date of the publication of the interim results;
  - 5.1.3 from the date of publication of the second interim results, in cases where the financial period covers more than twelve months; and
  - 5.1.4 during any period when an issuer is trading under a cautionary announcement.

### **(closed period)**

- 5.2 In addition to a closed period, no Directors may trade during any period when there exists any matter which constitutes price sensitive information in relation to the shares of the Company (whether or not the person had knowledge of such information) (**prohibited period**).
- 5.3 An associate is defined by the JSE Listings Requirements as:

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- 5.3.1 an individual's immediate family, being the individual's spouse and minor children;
  - 5.3.2 trustees of a trust or the trust of which the individual or the individual's immediate family (taken together) is a beneficiary or have the ability to control 35% or more of the votes, appoint 35% or more of the trustees or change 35% or more of the beneficiaries;
  - 5.3.3 a company, close corporation or discretionary subject over which the individual or the individual's immediate family exercises control of 35% or more of the voting rights; or
  - 5.3.4 a company that is a subsidiary, holding company or subsidiary of the holding company.  
**(associate or associates)**
- 5.4 The permission of the Chairman of the Board must be obtained in writing prior to any trade in the shares of the Company being affected by an employee or Director. A copy of the Chairman's permission must be sent to the Company Secretary for record purposes. In the absence of the Chairman of the Board, the Chairman of the Audit Committee may provide such permission.
  - 5.5 Notification of all trades effected by the Directors must be provided to the Company Secretary within three days of the trade having occurred. Details of the trade must be published on SENS within twenty-four hours of such advice being provided to the Company.
  - 5.6 For the purposes of clarity, associates are not required to obtain permission to trade unless the Director has "control" over that Associate (e.g. minor child). However, details of any trade by an Associate must be provided to the Company Secretary and published as set out in 5.4 above.
  - 5.7 Where the Chairman of the Board wishes to trade in the shares of the Company, permission must be granted by the Chairman of the Audit Committee.
  - 5.8 Permission to trade in the shares of the Company will not be granted to Directors during a closed or prohibited period. Employees (other than Directors as defined in paragraph 5.1) of the Company, who are not in possession of inside information, may be granted permission to trade during closed periods.