



DEALING IN SECURITIES AND INSIDER TRADING GROUP POLICY	
Policy owner	Company Secretariat
Version	2
Review and recommend	Nomination and Governance Committee
Final Approval	The Board
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DEALINGS IN SECURITIES AND INSIDER TRADING GROUP POLICY

1. POLICY STATEMENT

- 1.1 The JSE Limited and the Financial Markets Act 19 of 2012 (“**FMA**”) have stipulated requirements regarding dealing in Securities of companies listed on the JSE and prohibitions on dealing in Securities in certain circumstances.
- 1.2 Redefine Properties Limited (“**the Company**”) and its employees are committed to comply with these requirements and the purpose of this policy is to ensure such compliance.

2. DEFINITIONS

- 2.1 Associate in relation to a Director, means that Director’s associates (as such term is defined in the JSE Listings Requirements from time to time, a copy of which definition, as at the date of adoption of this policy, is attached as Annexure B)
- 2.2 Beneficial in relation to:
- any interest in a security, means the de facto right or entitlement to directly receive the income payable in respect of that security and/or to exercise or cause to be exercised, in the ordinary course of events, any or all of the voting, conversion, redemption or other rights attaching to that security;
 - any other interest, means the obtaining of any benefit or advantage, whether in money, in kind or otherwise, as a result of the holding of that interest; and/or
 - in respect of the interests described in 1 and 2 above, means the de facto right or entitlement to dispose or cause the disposal of the company’s securities, or any part of a distribution in respect of the securities.
- 2.3 The Company Designated Persons Redefine Properties Limited and its subsidiary companies means all members of the Company’s board of directors, executive and management committees, and all employees.
- 2.4 Director means any director and / or the Company Secretary of the Company



2.5	Executive Management	Prescribed officers and other executive management members of the Company including Directors of major associate companies and excluding Executive Directors of the Company.
2.6	Inside Information	means specific or precise information which has not been made public and which is learned or obtained as an Insider and, if it were made public, would be likely to have a material effect on the value or price of any security listed on a regulated market;
	Insider	means a person who has Inside Information; (2.5.1) through being a director, employee, or shareholder of the Company to which the inside information relates; or having access to such information by virtue of employment, office, or profession; or
2.7		(2.5.2) where such person knows that the direct or indirect source of the information was a person contemplated in clause 2.5.1 above;
2.8		
	JSE	means JSE Limited
2.9	Material	means information that, if omitted or misstated, could influence the economic decisions of users and includes a change in, or constituent of, a particular factor that may be regarded in the circumstances as being material and that, as a rule of thumb, would normally be equal to or exceed 10%
2.10		
	Person	includes a partnership and any trust
2.11	Price sensitive information	means unpublished information that is specific or precise, which if it were made public, would have a material effect on the price of the Company's Securities
2.12	Securities	in relation to the Company, means those "securities" (as such term is defined in the FMA) issued by it from time to time, including, without limitation, Company shares, share options, bonus shares and performance shares.
	SENS	means the Stock Exchange News Service

3. JSE LISTINGS REQUIREMENTS



- 3.1 Dealings in Securities include the transactions set out in Annexure A.
- 3.2 Dealings relate to Securities held beneficially (whether directly or indirectly) or similarly by a Director or the Company Secretary. Dealings in Securities also include dealings by a Director's Associate, or by a Director and Company Secretary of a major subsidiary company of Redefine.
- 3.3 A Director may not deal in Securities without first advising the Company in advance and obtaining written clearance to deal (see further paragraph 6 below).
- 3.4 A Director may not deal in any Securities during a closed period (as defined below) or when he/she is in possession of any unpublished price sensitive information in relation to those Securities or where clearance to deal is not given.
- 3.5 Clearance to deal may not be given to a Director during any prohibited period (see further paragraph 5 below).
- 3.6 The JSE may waive the requirement to receive clearance before trading in situations where the Director has no discretion in the transaction. The JSE must be consulted for a prior ruling in these cases.
- 3.7 The Company Secretary will maintain a written record of all requests by Directors for clearance and any clearance given. Written confirmation must be given to the Director concerned that such requests and any clearance given have been recorded.
- 3.8 The Company must announce by means of a SENS announcement, the information stipulated in the JSE Listings Requirements in relation to any Director's dealings in Securities or, where a waiver has been granted by the JSE (as contemplated above), the announcement must explain the reasons why the Director has no discretion in the Transaction (see paragraph 6 below).
- 3.9 A Director must advise all of his/her associate in writing that they must notify him/her immediately after they have dealt in any Securities in order for him / her to to make appropriate disclosure as required by the JSE Listings Requirements.
- 3.10 A Director must advise his/her investment manager in writing that they may not deal in any Securities unless they obtain his/her express prior consent in writing.

4. **FINANCIAL MARKETS ACT 19 of 2012**

- 4.1 The FMA regulates, among other things, insider trading.



- 4.2 There is an obligation on all persons to do a personal review of all information they may have and to be very sensitive about how such information is used.
- 4.3 In particular, an Insider who knows that he/she has Inside Information is prohibited from:
 - 4.3.1 dealing in Securities for his/her own account or for any other person;
 - 4.3.2 disclosing Inside Information to another person; and
 - 4.3.3 encouraging or causing another person to deal, or discouraging or stopping another person from dealing, in Securities of the Company.
- 4.4 In addition, a person is prohibited from dealing for an Insider, directly or indirectly or through an agent, in Securities where he/she knows that such person is an Insider.
- 4.5 The onus of observing the obligations imposed by the FMA remains that of each Designated Person personally.
- 5. **PROHIBITED AND CLOSED PERIODS**
 - 5.1 Clearance to deal in Securities will not be given during a prohibited period. A prohibited period in terms of this policy and procedure means:
 - 5.1.1 A closed period refers to:
 - 5.1.1.2 Closed periods are from the last day of the month at the end of a reporting period (i.e., the expiry of the first 6 months of the financial year) or of the financial year (i.e., the expiry of the financial year end) up to the date of earliest publication of the Company's results on SENS, both days inclusive, or as otherwise determined by the Board.
 - 5.1.1.3 When major transactions (e.g.: takeovers, mergers, reorganisations, acquisitions or disposals of strategic investments, rights offer) are being negotiated and a public announcement is imminent, the Board or one of the designated advisors will determine that the Company is in a prohibited period and that Designated Persons may not deal in the Company's securities.
 - 5.1.1.4 Any period when Redefine is trading under a cautionary announcement.
 - 5.1.2 Any other period when there exists any other matter, which constitutes unpublished price sensitive information in relation to the Company's securities (whether or not the Designated Person has knowledge of such matter).
 - 5.2 The overriding principle is that of the Designated Person taking personal responsibility for not dealing in Securities when he/she is in possession of price sensitive information. If and when closed periods are announced the obligation rests upon each individual to determine how he/she is affected.



6. POST EMPLOYMENT AND DIRECTORSHIP.

6.1. In the event that the employment of an Insider terminates while they possess, or reasonably believe they may possess, material non-public information pertaining to their relationship with Redefine, the prohibition on trading based on such information as outlined in this Policy, and in accordance with relevant insider trading laws and regulations, shall remain in effect until such time as the information becomes public or ceases to be material.

7. PROCEDURES TO BE FOLLOWED

7.1 Directors and the company secretary of a listed company:

7.1.1 Prior written clearance for a Director to deal in Securities must be obtained from the Chairman of the Company ("Designated Director"), except in respect of a Designated Director's own dealings where prior written clearance for the Designated Director to deal in Securities must be obtained from any one of the following Chairmen: Remuneration Committee or Audit Committee subject to engagement with the CEO.

7.1.2 In the event that the Designated Director is not available for a prolonged period, such clearance may be obtained from the Audit Chairman subject to engagement with the Chief Executive Officer.

7.1.3 An Associate of a Director does not require prior written clearance to deal in Securities (subject to 7.3 below).

7.1.4 A Director must provide the Company Secretary, immediately after conclusion of any dealings (including dealings by his/her Associate), with all dealing details required by the JSE Listings Requirements to enable a SENS announcement to be published in accordance with the timing provisions of the JSE Listings Requirements.

7.1.5 A statement has to be made in the SENS announcement as to whether permission had been obtained for the transaction being reported on.

7.2 Executive Management

7.2.1 Prior written clearance for Executive Management to deal in Securities must be obtained from the Chief Executive Officer. In the event that the Chief Executive Officer is not available for a prolonged period, such clearance may be obtained from the Chief Finance Officer.

7.2.2 Declaration of closed periods:

Directors and Designated Persons of the Company will not be allowed to deal during closed periods.



7.3 An associate of a Director requires prior written clearance to deal in Securities where the Director can legally prevent the trade from taking place.

8. **PENALTIES AND FINES**

8.1 Penalties for contravening the applicable legislation and regulatory requirements are severe and include:-

8.1.1 The liability arising from insider trading as imposed by the FMA from time to time.

8.1.2 The Financial Sector Conduct Authority may also institute civil proceedings for payment of any profit made or loss avoided, plus a possible penalty of three times such amount, plus interest and legal expenses.

8.1.3 In addition, where the JSE finds that the Company or any of the Company's directors have contravened or failed to adhere to the provisions of the JSE Listings Requirements, the JSE may, in accordance with the provisions of the FMA and without derogating from its powers of suspension and/or removal:

8.1.3.1 censure the Company and/or the Company's director(s), individually or jointly, by public or private censure;

8.1.3.2 impose a fine not exceeding such amount as stipulated by the FMA on the Company and/or the Company's director(s), individually or jointly (currently R7.5 million per transgression);

8.1.3.3 disqualify the issuer's director(s) from holding the office of a director of a listed company for any period of time; or

8.1.3.4 issue any other penalty that is appropriate in the circumstances .

9 **CONCLUSION**

9.1 Should you require clarity of any of the above points please contact the Company Secretary.

9.2 The following forms are obtainable from the Company Secretary in relation to dealings in Securities:

9.2.1 Request for clearance to deal in securities.

9.2.2 Form of Declaration of dealings in Securities

9.2.3 Letter of notification to Associates of Directors



Annexure A

Transactions in terms of Dealings in Securities

A transaction in terms of dealings in Securities includes:

1. any sale, purchase, or subscription (including in terms of a rights offer, capitalisation award or scrip dividend) of Securities;
2. any agreement to sell, purchase or subscribe for Securities (irrespective of whether shares or cash flows);
3. any donations of Securities;
4. any dealing in warrants, single stock futures, contracts for difference or any other derivatives issued in respect of Securities. It should be noted that, if shares are sold and the equivalent exposure is purchased through a single stock future or any other derivative, both legs will be deemed to be transactions. The closing out of a single stock future or other derivative is also a transaction. The rolling-over of a single stock future that is merely an extension of an existing position is not a transaction;
5. the acceptance, acquisition, disposal, or exercise of any option (including but not limited to options in terms of a share incentive/option scheme) to acquire or dispose of Securities;
6. any purchase or sale of nil or fully paid letters;
7. the acceptance, acquisition, or disposal of any right or obligation, present or future, conditional or unconditional, to acquire or dispose of Securities; or
8. using securities of the issuer as security, guarantee, collateral or otherwise granting a charge, lien or other encumbrance over the securities of the issuer. A transaction will be deemed to be present at each of the following trigger events –
 - (i) at the time of agreement of such arrangement;
 - (ii) at the time when a right or discretion afforded to a lender is being exercised; and
 - (iii) at the time an existing arrangement is being amended or terminated;or
9. any other transaction that will provide direct or indirect exposure to the share price of the Company. It must be noted that this does not include cash settled share appreciation rights granted to Directors in the ordinary course of business.



Annexure B

Definition of “Associate” as set out in the JSE Listings Requirements

“Associate” in relation to an individual means:

1. that individual's immediate family; and/or
2. the trustees, acting as such, of any trust of which the individual or any of the individual's immediate family is a beneficiary or discretionary subject, including trustees of a trust without nominated beneficiaries, but who have been provided with a letter of wishes or similar document or other instruction, including a verbal instruction, naming desired beneficiaries (other than a trust that is either an occupational pension scheme, or an employees' share scheme that does not, in either case, have the effect of conferring benefits on the individual or the individual's family); and/or any trust, in which the individual and/or his family referred to in 1 above, individually or taken together have the ability to control 35 % of the votes of the trustees or to appoint 35% the trustees, or to appoint or change 35% of the beneficiaries of the trust. Without derogating from the above, the term trust may also be replaced with any other vehicle or arrangement set up for similar purposes to that of a trust; and/or
3. any company in whose equity securities the individual or any person or trust contemplated in 1 or 2 above, taken together, are directly or indirectly beneficially interested, or have a conditional, contingent or future entitlement to become beneficially interested, and that the individual or any person or trust contemplated in 1 or 2 above are, or would on the fulfilment of the condition or the occurrence of the contingency be, able:
 - 3.1 to exercise or control the exercise of 35% or more of the votes able to be cast at general meetings on all, or substantially all, matters; or
 - 3.2 to appoint or remove directors holding 35% or more of the voting rights at board of directors' meetings on all, or substantially all, matters; or
 - 3.3 to exercise or control the exercise of 35% or more of the votes able to be cast at a board of directors' meeting on all, or substantially all, matters; and/or
4. any close corporation in which the individual and/or any member(s), taken together, of the individual's family are beneficially interested in 35% or more of the members' interest and/or are able to exercise or control the exercise of 35% or more of the votes able to be cast at members' meetings on all, or substantially all, matters; and/or
5. any associate, as defined below with reference to a company, of the company referred to in 3 above for the purpose of 3(a) above, where more than one director of the same listed company is directly or indirectly beneficially interested in the equity securities of another company, then the interests of those directors and their associates will be aggregated when determining whether such a company is an associate of any one director of such listed company.



“Associate” in relation to a company (“company”) means:

1. any other company that is its subsidiary, holding company or subsidiary of its holding company; and/or
2. any company whose directors are accustomed to act in accordance with the company’s directions or instructions; and/or
3. any company in the capital of which the company, and any other company under 1 or 2 taken together, is, or would on the fulfilment of a condition or the occurrence of a contingency be, interested in the manner described in 3 above; and/or
4. any trust that the company and any other company under 1 and 2 above, individually or taken together, have the ability to control 35% of the votes of the trustees or to appoint 35% of the trustees, or to appoint or change 35% of the beneficiaries of the trust. Without derogating from the above, the term trust may also be replaced with any other vehicle or arrangement set up for similar purposes to that of a trust.

Definition of “Immediate Family” as set out in the JSE Listings Requirements

Immediate family: an individual’s spouse and children.

Definition of “Spouse” as set out in the JSE Listings Requirements

Spouse in relation to the individual is a person who is in a marital relationship (recognised as a marriage in terms of the laws of any country) with the individual at the time of the transaction, including but not limited to, the individual’s spouse in terms of a same sex, heterosexual or customary union or any marital union acknowledged by any religion or custom.

Definition of “Children”

Children in relation to an individual includes any stepchild, adopted child or illegitimate child, who has not yet attained the age of 18 years, and any person under the guardianship of the individual.

Approved by:	Authorised Signatory	Signature	Date
The Board	Sipho M Pityana, Chairperson		