



WDS LIMITED
WDS PERSONNEL SHARE TRADING POLICY

1. INTRODUCTION

The *Corporations Act* contains provisions which prohibit a person in possession of material, non-public information relating to a company from dealing in any way with shares, options or other securities issued by that company or issued or created over the company's securities by third parties (Securities).

The WDS Personnel Share Trading Policy (Policy) sets guidelines designed to protect WDS and Personnel from intentionally or unintentionally breaching these Laws.

This Policy applies to all Directors, senior executives, employees, contracts and consultants (collectively, Personnel) of the WDS Group.

2. THE LAW

The principal insider trading prohibition in Australian law is contained in section 1043A of the *Corporations Act*.

Section 1043A prohibits a person (an Insider) who is in possession of information relating to WDS that is not generally available but, if the information was generally available (see paragraph 3), a reasonable person would expect that information to have a material effect (see paragraph 4) on the price or value of WDS Securities (Material Non-Public Information) from:

- (a) applying for, acquiring, disposing of or entering into an agreement to apply for, acquire or dispose of WDS Securities;
- (b) procuring another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of WDS Securities; or
- (c) directly or indirectly communicating the Material Non-Public Information to another person when the Insider knows, or ought reasonably to know, that the other person would or would be likely to:
 - (i) apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of WDS Securities; or
 - (ii) procure another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of WDS Securities.

3. AVAILABLE INFORMATION

Information relating to WDS would be considered to be generally available after it has been released to the Australian Securities Exchange (ASX) and the ASX has fully disseminated that information to the market.



4. INFORMATION HAVING A MATERIAL EFFECT ON WDS SECURITIES

A reasonable person would be taken to expect information to have a material effect on the price of WDS Securities if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to acquire or dispose of WDS Securities.

5. DETERMINING MATERIAL NON-PUBLIC INFORMATION

Determining what is Material Non-Public Information is subjective. It would, as an indication, most likely include (but not be restricted to) the following types of information:

- material changes in WDS' financial forecasts or expectations;
- a declaration of a dividend or a decision that a dividend not be declared;
- the making of a share, option or debt issue and the under or over subscription of that issue;
- exogenous events in the financial markets or the mining, pipeline constructions and maintenance services industries, which affect WDS' business etc;
- proposed acquisitions, mergers, sales, joint ventures or takeovers;
- information about WDS' business plans, investment proposals or asset purchases or sales;
- regulatory decisions or industrial actions that may affect WDS' operations;
- the occurrence of an environmentally related incident;
- the threat, commencement or settlement of any material litigation or claim;
- an agreement between WDS (or a related party or subsidiary) and a Director (or related party of the Director);
- a change in accounting policy adopted by WDS;
- a proposal to change WDS' auditors; and
- the health or capacity of any Director.

6. INSIDER TRADING POLICY

The confidentiality of Material Non-Public Information must be strictly maintained within WDS by all persons who have access to that information, regardless of title or position. No Personnel shall disclose such information, except on a need-to-know basis, inside or outside of WDS.



7. PERSONNEL IN POSSESSION OF MATERIAL NON-PUBLIC INFORMATION

Personnel must not purchase or sell WDS Securities while in possession of Material Non-Public Information.

Personnel in possession of Material Non-Public Information must not cause or procure a third party to deal in the Securities of WDS.

8. SENIOR EXECUTIVES & DIRECTORS' DEALING IN WDS SECURITIES

Trading Windows

Senior Executives (being direct reports to the Group Managing Director/Chief Executive Officer, and those persons' direct reports) and Directors are routinely in possession of Material Non-Public Information (which, if generally available would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell WDS Securities). As such, they (or any family member or associate over whom they have influence) are prohibited from dealing in WDS Securities unless such trading occurs during a nominated "Trading Window".

"Dealing in WDS Securities" includes but is not limited to buying, selling and transferring WDS Securities.

Unless the Board otherwise directs, in its absolute discretion, Trading Windows will be opened at the following times:

- (a) for a period of 4 weeks following the public release by WDS of its annual and half year results to the ASX (commencing on the second trading day after such release);
- (b) for a period of 4 weeks following the WDS Annual General Meeting (commencing on the second trading day after the AGM); and
- (c) during any offer period (for long as it remains open under a disclosure document (prepared in accordance with Chapter 6D of the Corporations Act and released to the ASX) issued by WDS offering Securities).

Notice of Intent to Deal in WDS Securities

Senior Executives and Director (or any family member or associate over whom they have influence) are prohibited from dealing in WDS Securities without providing the Group Managing Director/Chief Executive Officer (and the Chairman in the case of the Group Managing Director/Chief Executive Officer) with prior written notice of their intent to deal in WDS Securities. The notice must include a statement that they do not believe they are in possession of any Material Non-Public Information. A copy of the notice will be sent to the Company Secretary for the official file.

Directors and Senior Executives must confirm with the Group Managing Director/Chief Executive Officer (or the Chairman, as appropriate) that the trading has occurred. A copy of the confirmation will be sent to the Company Secretary for the official file.

The Company Secretary will notify the Board of all trades by the Senior Executives as soon as reasonably practicable.



Hedging Transactions

Executives are not permitted to enter into transactions with Securities (or any derivative thereof) in associated products which limit the economic risk of any unvested entitlements under any equity-based remuneration schemes offered by WDS.

9. BREACH OF INSIDER TRADING POLICY

Notwithstanding the provisions of disciplinary action contained in General Principles, failure to comply with this Insider Trading Policy by any WDS Personnel constitutes cause for immediate dismissal/termination of engagement by WDS.

In addition, a breach of the prohibitions contained in the *Corporations Act* is a criminal offence punishable by imprisonment for up to five years, a fine of up to \$220,000, or both.