

KINGFISH LIMITED

SECURITIES TRADING POLICY (UPDATED 8 APRIL 2010)



KINGFISH LIMITED – SECURITIES TRADING POLICY

Introduction

This policy applies to all (with such people being *Nominated Persons*):

- directors, officers, agents and employees of Kingfish Limited (*Kingfish*); and
- persons who have held those positions in any previous six month period; and
- trusts and companies controlled by such persons; and
- the Corporate Manager, Assistant Corporate Manager and any portfolio managers in respect of Kingfish (in relation to Kingfish listed securities only); and
- people notified by the Board of Directors from time to time.

The policy provides guidance on avoiding Insider Trading in Kingfish and other listed securities, and outlines the procedures whereby Nominated Persons may trade in Kingfish shares, trade and exercise warrants, and take up shares purchased under the Kingfish Dividend Reinvestment Plan. The policy also outlines the trading rules in relation to securities that are included on the "Restricted List".

The requirements imposed by this policy are separate from, and in addition to, the legal prohibitions on Insider Trading in New Zealand and any other country where the relevant securities may be listed.

If you do not understand any part of this policy or how it applies to you, you should raise the matter with the Kingfish board of directors before dealing with any securities covered by this policy.

Trading in Kingfish shares, and the trading and exercise of any Kingfish warrants, is considered in section 2, below. Issues relating to the Dividend Reinvestment Plan are considered in section 3. Trading in securities on the "Restricted List" is considered in section 4. Finally, trading around significant Kingfish announcements is considered in section 5.

1 General Principles

1.1 The purpose of this policy is to ensure that Nominated Persons are aware of their obligations in respect of Material Information and Insider Trading and to ensure compliance with relevant securities legislation. Compliance with this policy is mandatory, as non-compliance could have an adverse effect on Kingfish and its shareholders.

1.2 If any person (including any Nominated Person) possesses Material Information in relation to Kingfish, it is illegal for that person to:

- 1.2.1 trade in Kingfish's securities;
 - 1.2.2 advise or encourage another person to trade or hold Kingfish's securities;
 - 1.2.3 advise or encourage another person to advise or encourage another person to trade or hold Kingfish's securities;
 - 1.2.4 pass on the Material Information to anyone else (an offence known as Tipping) – including colleagues, family or friends – knowing (or where the person ought to have known) that the other person will use that information to trade, continue to hold or advise or encourage someone else to trade, or hold, Kingfish's securities.
- 1.3 The prohibitions in paragraph 1.2 apply regardless of how the person learns of the Material Information and regardless of why the person is trading.
- 1.4 The prohibition on Insider Trading applies not only to information concerning Kingfish's listed securities. If a person has Material Information in relation to listed securities of another issuer (for instance, a Kingfish portfolio company), the person must not do any of the things listed in paragraph 1.2 in respect of such securities.
- 1.5 Nominated Persons should also pay particular attention to information obtained concerning unlisted companies, and should also exercise caution in situations such as takeover bids for companies in which Kingfish is invested.
- 1.6 Nominated Persons may not direct or otherwise arrange a transaction relating to Kingfish securities under the name(s) of his or her spouse or children, or through a trust, when the director could not, under this policy, engage in that transaction in his or her own name. Where the context requires, a reference to Nominated Person shall include the spouse and/or children of a Nominated Person.
- 1.7 New Zealand securities legislation provides for substantial penalties in respect of Insider Trading and Tipping.
- 1.8 It is a legal requirement that directors of Kingfish comply with the Securities Markets Act 1988 directors and officers disclosure regime, and any legislation that may amend these requirements, and that directors comply with applicable NZX Listing Rules concerning disclosure. Serious penalties may apply in the event of non-compliance.

2 Procedures for Trading in Kingfish Shares and Warrants, and the Exercise of Warrants

- 2.1 A Nominated Person may never trade, directly or indirectly, in:
- 2.1.1 Kingfish listed securities, if the Nominated Person has any Material Information at the time that those listed securities are traded; or

2.1.2 the listed securities of any other entity about which the Nominated Person has Material Information.

2.2 The Nominated Persons, even if they do not have any Material Information at the time, may only trade Kingfish listed securities during the period, and in accordance with the procedures, specified in clause 2.3. The Nominated Persons may trade Kingfish listed securities outside this period only with the written permission of two directors of Kingfish obtained in accordance with clause 2.4.

2.3 Subject to the general principle that a Nominated Person may never trade whilst in possession of Material Information or where otherwise prohibited under this Policy, Nominated Persons may trade in Kingfish listed securities during the period commencing immediately after Kingfish's weekly disclosure of its net asset value (NAV) to the NZX and ending at the close of trade two days following this disclosure of Kingfish's most recent NAV (the *Trading Window*).

If a Nominated Person wishes to trade in Kingfish listed securities during a Trading Window, he or she must give written notice to Kingfish of his or her intention to do so, which notice must be signed and dated and be in the form attached as Appendix 1.

Upon receipt of written notice from a Nominated Person, not less than two directors of Kingfish will consider the notice and, if reasonably satisfied as to the truth of the statements that are contained in the notice, may consent in writing to the transaction.

For the avoidance of doubt, the Nominated Person giving written notice of an intention to buy or sell Kingfish listed securities may not be one of the consenting directors to the transaction.

Where consent is given to the transaction a copy of the written consent notice shall be sent to all other directors as soon as possible. Where consent has been withheld, all directors should be notified immediately.

2.4 A Nominated Person may only trade outside of the Trading Window with the written permission of two directors of Kingfish obtained in accordance with the following procedure:

- the Nominated Person must not, at the time of trade, be in possession of, nor have access to, any Material Information and adequate measures must be in place to ensure that the Nominated Person will not gain access to Material Information;
- the Nominated Person should apply in writing to Kingfish's board of directors. Such application should state that they do not have access to any Material Information, what measures are in place to ensure that they will not get access to Material Information, the nature of the proposed transactions and the reason for wanting to trade outside the Trading Window;

- on being reasonably satisfied that the applicant does not have, or have access to, Material Information, that adequate measures are in place to protect that person from access to Material Information, and that the applicant's reasons for wanting to trade outside the Trading Window are valid, two Kingfish directors may approve, and sign-off, the proposed transaction;
 - for the avoidance of doubt, the Nominated Person giving written notice of an intention to buy or sell Kingfish shares may not be one of the consenting directors to the transaction.
- 2.5 With respect to the exercise of any Kingfish warrants, a Nominated Person may exercise warrants before the expiry of any warrant exercise date, provided that:
- 2.5.1 at the time of exercise that Nominated Person does not have, or have access to, any Material Information; and
- 2.5.2 the Nominated Person completes such applications and certifications as Kingfish's board of directors may require.

3 Procedures for Dividend Reinvestment Plan

- 3.1 Before electing to receive Kingfish shares as part of the Kingfish Dividend Reinvestment Plan, a Nominated Person must give written notice to Kingfish of his or her intention, which notice must be signed and dated and be in the form attached as Appendix 2. The notice must be received prior to the record date for the dividend.
- 3.2 Provided proper notice is given to Kingfish in accordance with clause 3.1, the Nominated Person may acquire listed securities under the Dividend Reinvestment Plan at any time. Kingfish's consent is not required.

4 Procedures for Trading in Restricted Securities

- 4.1 As a general rule, a Nominated Person may not trade, directly or indirectly, in the shares of any other listed company about which the Nominated Person has Material Information (however acquired).
- 4.2 In particular, a Nominated Person may not trade in securities that are included on the Kingfish "Restricted List". The "Restricted List" reflects those securities that:
- the Manager is actively seeking to buy or sell or considering for investment, and the Nominated Person is aware of this; or
 - in the opinion of the Manager, should be on the restricted list for any reason.

- 4.3 The Manager will, in a timely fashion, email to Nominated Persons details of any securities to be included on the restricted list.
- 4.4 To reiterate, Nominated Persons should pay particular attention to information obtained concerning unlisted entities, and should also exercise caution in situations such as takeover bids for entities in which Kingfish has invested, even if the securities of the entities concerned are not present on the "Restricted List".

5 Trading around Significant Kingfish Announcements

- 5.1 Without limiting the foregoing, from the time a Nominated Person becomes aware that Kingfish is to make a public announcement that may materially affect Kingfish's share price, that Nominated Person may not trade in Kingfish securities.
- 5.2 In addition, in the period following the making by Kingfish of such a public announcement, a Nominated Person may not trade in Kingfish securities until the pricing effect, if any, of the announcement has been absorbed by the market. A delay of at least one trading day from the making of the announcement should be allowed.

6 Definitions

- 6.1 *Material Information*, in respect of Kingfish, is information relating to Kingfish that is not generally available to the market which would have a material effect on the price of Kingfish's listed securities if the information were generally available to the market.
- 6.2 *The Manager* refers to Fisher Funds Management Limited.
- 6.3 *Trading* includes buying or selling or otherwise trading any listed securities, or otherwise agreeing to do so, whether as principal or agent, but it does not include the subscription for, or the issue of, new securities.

Appendix 1

Request For Consent To Buy Or Sell Kingfish Limited's Ordinary Shares and/or Warrants

Kingfish Limited
Level 2
95 Hurstmere Road
Takapuna
AUCKLAND

For: The Board of Directors

1 Your Description

Name: _____

Address: _____

Office or Position: _____

Employer: _____

2 Description of Securities

Type/Class: _____

Number: _____

3 Type of Proposed Transaction

Description: Purchase/Sale/Subscription/Gift/Receipt/Other (specify):

Will the transaction be conducted on the New Zealand Stock Market?

Yes/No

If "No", how will the transaction be conducted:

Likely date of transaction (e.g. not before [date], not after [date]):

Reasons for the transaction: _____

4 Material information known to me

5 Representations

I hereby acknowledge that Kingfish is not encouraging or advising me to trade or hold securities and does not provide any securities recommendation and declare:

5.1 The decision to conduct the proposed transaction has **not** been made on the basis of information, and I do not possess information:

5.1.1 which would have a material effect on the price of Kingfish's securities if it were generally available to the market; and

5.1.2 which is not generally available to the market.

5.2 If this notice relates to a proposed purchase or acquisition of Kingfish's securities, I do not intend to sell the securities within six months of their purchase or acquisition.

5.3 The securities are to be sold or purchased in my own name or in the name of or on behalf of my spouse or children.

5.4 The transaction will occur during the next Trading Window (as that term is defined in Kingfish's Securities Trading Policy).

5.5 I know of no reason to prohibit me from trading in Kingfish's listed securities.

6 Request

I request Kingfish's consent to the proposed transaction.

I certify that the details given above are complete, true and correct

Signature

Date

**KINGFISH LIMITED
CONSENT TO PROPOSED TRANSACTION**

DATE:

Kingfish Limited hereby consents to the proposed transaction described above.

Director

Director

Copies of this consent will be given to all members of the Board as soon as possible.

Appendix 2

Notice of Intent to take up Shares under the Kingfish Dividend Reinvestment Plan

Kingfish Limited
Level 2
95 Hurstmere Road
Takapuna
AUCKLAND

For: The Board of Directors

1 Your Description

Name: _____

Address: _____

Office or Position: _____

Employer: _____

2 Description of Securities

Type/Class: _____

Number: _____

3 Type of Proposed Transaction

Description: Purchase/Sale/Subscription/Gift/Receipt/Other (specify):

Will the transaction be conducted on the New Zealand Stock Market?

Yes/No

If "No", how will the transaction be conducted:

Likely date of transaction (e.g. not before [date], not after [date]):

4 Material information known to me

5 Representations

I hereby acknowledge that Kingfish is not encouraging or advising me to trade or hold securities and does not provide any securities recommendation and declare:

5.1 The decision to conduct the proposed transaction has **not** been made on the basis of information:

5.1.1 which would have a material effect on the price of Kingfish's securities if it were generally available to the market; and

5.1.2 which is not generally available to the market.

I certify that the details given above are complete, true and correct

Signature

Date