



KINGSTON WHARVES LIMITED

Security Trading Policy



Security Trading Policy



1. GENERAL PRINCIPLES

- 1.1** It is highly desirable that directors, Senior Executives and managers of Kingston Wharves Limited (the “Company”) (each hereinafter called a “Restricted Person”) should hold securities in the company. However, Restricted persons who wish to buy and sell such securities must first have regard to the statutory provisions of the Securities Act 1993 on insider dealing.
- 1.2** These provisions provide in effect that persons who are, or have been, “associated” with Kingston Wharves Limited as a Restricted Person at any time in the preceding 12 months, **must not** “deal in” stocks, units or other securities in the Company if those persons, by reason of being associated with the Company, are in possession of price-sensitive information in relation to it.
- 1.3** For the purposes of this Policy, “dealing” includes any one or more of the following actions, whether undertaken as principal or agent, and “deal” shall be construed accordingly:
 - 1.3.1** Acquiring or disposing of securities or any interest in securities;
 - 1.3.2** Subscribing for or underwriting securities;
 - 1.3.3** Making or offering to make with any person, or inducing or attempting to induce any person to enter into or to offer to enter into:
 - 1.3.3.1** Any agreement for or with a view to acquiring or disposing of securities or any interest in securities;
 - 1.3.3.2** Any agreement for or with a view to subscribing for or underwriting securities; or
 - 1.3.3.3** Any agreement the purpose or avowed purpose of which is to secure a profit to any of the parties from the yield of securities or by reference to fluctuations in the values of securities; and
 - 1.3.4** Granting, accepting, acquiring, disposing of, exercising or discharging an option (whether by call or put or both) or any other right or obligation, present or future, conditional or unconditional, to acquire or dispose of securities or any interest in securities, provided that:
 - 1.3.4.1** Where the price payable for the securities is fixed at the time of the grant of the option, the dealing is to be regarded as having occurred at the time of grant; and
 - 1.3.4.2** Where the price payable for the securities to be acquired by exercise of an option is to be fixed at the time of the exercise of the option or some other future time, the dealing is to be regarded as having occurred at the time when the price of the securities becomes fixed.
- 1.4** For the avoidance of all doubt, the following categories of dealings are exempted from the provisions of this Policy unless the Restricted Person is in possession of price-sensitive information at the material time:
 - 1.4.1** The exercise of options or rights under an employee share or share option scheme;
 - 1.4.2** The conversion of convertible securities;
 - 1.4.3** The acceptance of entitlements under an issue or offer of securities, where such issue or offer is made available to all holders of a listed company’s securities or to all holders of a relevant class of its securities, on the same terms;



1.4.4 The undertaking to accept, or the acceptance of a take-over offer; and

1.4.5 The undertaking to accept, or the acceptance of securities as part of a merger by way of scheme of arrangement.

1.5 “Price-sensitive information” in this context is information that – (a) is not generally available, and (b) if it were generally available would be likely materially to affect the price of the stock units or other securities in the company.

1.6 The following persons are considered to be **“associated”** with Kingston Wharves Limited for these purposes:

- any director, Senior Executive or manager of the company
- any immediate relative or partner of any director or Senior Executive or manager of the company
- Any company (whether or not within the KWL group) of which a director or Senior Executive or manager of KWL, or an immediate relative or partner of any director or Senior Executive or manager of KWL, is a director or Senior Executive or manager or has control
- any company within the KWL group
- any person who has control of Kingston Wharves Limited
- any immediate relative or partner of any person who has control of Kingston Wharves Limited.

1.5. The following persons are Senior Executives of KWL for the purposes of this policy: the Chief Executive Officer; the Chief Operating Officer; the Chief Financial Officer; and the Corporate Secretary. The directors of the Company may by resolution declare any other employee of the Company to be a Restricted Person for purposes of this Trading Policy either for a definite or an indefinite period of time.

1.6. The following persons are considered to be “Immediate Relatives” for the purposes of the Trading Policy: spouses, parents, brothers, sisters, children, step-children, and spouses of children and step-children.

1.5 The law also provides that if any person has price-sensitive information about **any other public company’s securities** by reason of that person being “associated” with Kingston Wharves Limited, the person **must not** deal in the securities of that other company if the price-sensitive information about those securities relates to an actual or expected transaction involving Kingston Wharves Limited and that other public company (or involving either one of them and the securities of the other).

1.6 Directors, Senior Executives and managers will always be thought to be in possession of more information than can at any particular time be published. Accordingly, they must accept that they cannot at all times feel free to deal in their companies’ securities, even when the statutory provisions would not prohibit them from doing so.

1.7 The Jamaica Stock Exchange (“JSE”)’s Policy Statement on Timely Disclosure provides that the following types of information are material and should be disclosed by listed companies; these therefore could be regarded as examples of price-sensitive information:

- Significant changes in capital structure
- Significant changes in management

Security Trading Policy cont'd



- Major corporate acquisitions or dispositions
- Major changes in corporate objectives
- Changes in corporate structure, such as reorganization, amalgamations etc.
- Significant changes in capital investment plans
- Entering into or loss of significant contracts
- Changes in share ownership that may affect control of the company
- Take-over bids
- Borrowing of a significant amount of funds
- Public or private sale of additional securities
- Significant developments affecting the company's market, products, resources or technology
- Significant litigation
- Major labour disputes
- Significant disputes with major contractors or suppliers

Note that this list is not exhaustive, and information which does not fall within any of the above categories may nonetheless be "price-sensitive information" as defined above.

- 1.8** In order to provide a framework for complying with the statutory requirements above in an orderly manner and to take into account the JSE's Model Code for Securities Transactions by Directors and Seniors Executives of Listed Companies the trading restrictions contained in the remaining sections of this document have been developed and adopted by Kingston Wharves Limited.

Note that compliance with the provisions of this trading policy does not excuse anyone from failing to comply with the statutory requirements outlined above.

Persons must in each case ensure that the statutory requirements are being complied with in their particular circumstances.

2. TRADING RESTRICTIONS

- 2.1** During the following periods (referred to in this Policy as "Black-Out Periods") a Restricted Person shall not purchase any securities of the Company nor should he/she sell any such securities unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met in which case the details of such commitment must be provided to the Secretary:
- 2.1.1** The period commencing from the time price-sensitive information is obtained, up to the date of announcement of the price-sensitive information to the Jamaica Stock Exchange;
- 2.1.2** The period commencing thirty (30) days prior to the due date of the announcement to the Jamaica Stock Exchange of the Company's quarterly results, and ending on the date of the announcement of the quarterly results; and
- 2.1.3** The period commencing sixty (60) days prior to the due date of the announcement to the Jamaica Stock Exchange of the Company's annual results, and ending on the date of the announcement of the annual results.



- 2.2** For the avoidance of all doubt, the periods set out in Schedule 1 to this Policy shall be Black-out Periods.
- 2.3** The same restrictions shall apply to dealings by a Restricted Person in the securities of any other listed company when by virtue of his/her position as a director of his/her own company, he/she is in possession of unpublished price-sensitive information in relation to those securities.
- 2.4** A Restricted Person should in any event not deal in any securities of the Company without first notifying the Chairman and Secretary and receiving acknowledgement. The notification should indicate:
- 2.4.1** The Restricted Person's current holdings of securities in the Company;
 - 2.4.2** The Restricted Person's intention to deal in the securities of the Company; and
 - 2.4.3** Where the dealing is intended to be executed during a "Black-Out Period" (defined below), the reason for the dealing.
- 2.5** A proposed dealing should only be effected after one (1) full market day has elapsed following the above notification being provided to the Company (where "one full market day" means a normal business day on which securities are traded on the Exchange including the day on which the notification is made or given).
- 2.6** The Restricted Person must confirm the execution of the dealing to the Secretary within one full market day thereafter in the case of a dealing executed while a Black-Out period is in effect, and within three (3) full market days in the case of a dealing executed other than during a Black-Out Period, and must advise the Secretary in writing of:
- 2.6.1** The date on which the dealing occurred;
 - 2.6.2** The consideration for the dealing; and
 - 2.6.3** The number of securities involved in the dealing, both in absolute terms and as a percentage of all issued securities of that class.
- 2.7** Where the Secretary is notified that a Restricted Person has executed a dealing in securities of the Company during a Black-Out Period, the Secretary should advise the Jamaica Stock Exchange no later than one full market day following the dealing, and should provide the Exchange with the information set out at Clause 2.7 above.
- 2.8** Where a Black-Out Period is not in effect, the Secretary should advise the Jamaica Stock Exchange of a notified dealing in securities of the Company by Restricted Persons within five (5) days of the execution of the dealing.
- 2.9** A written record will be maintained by the Company to document the fact that the appropriate notification was given and acknowledged and for the Restricted Person concerned to have written confirmation to that effect.
- 2.10** The restrictions on dealings by a Restricted Person contained in this Trading Policy should be regarded as equally applicable to any dealings by the Restricted Person's Immediate Relatives. It is the duty of the Restricted Person to seek to avoid any such dealings at a time when he/she himself/herself is not free to deal.

Security Trading Policy cont'd



- 2.11** Any Restricted Person who acts as trustee of a trust should ensure that his/her co-trustees are aware of the identity of any company of which he/she is a director so as to enable them to anticipate possible difficulties. A Restricted Person having funds under management should likewise advise the investment manager.
- 2.12** Any Restricted Person who is a beneficiary, but not a trustee of a trust which deals in securities of the Company should endeavour to ensure that the trustee notify him after they have dealt in such securities on behalf of the trust, in order that the trustees are aware of the companies of which he is director.
- 2.13** At each meeting of the Board of Directors, the Company Secretary should table a summary of all dealings notified since the last Board Meeting of the Company.
- 2.14** The directors, Senior Executives and managers of the Company shall collectively and individually endeavour to ensure that any employee of the Company or director or employee of a subsidiary company, who, because of his/her office or employment in the Company or a subsidiary, is likely to be in possession of unpublished price-sensitive information in relation to the securities of any listed company, deals in those securities in accordance with the rules set out above.

3. BOARD DECLARATIONS AS TO PRICE SENSITIVE INFORMATION

- 3.1** The Board of Directors of the Company may declare that any particular information is price-sensitive within the meaning of clause 1.3 above, and may require the communication of that declaration on a confidential basis to those directors, Senior Executives, managers or other employees of the Company who it is intended or expected are or will become aware of that information, and may declare such persons to be Restricted Persons.
- 3.2** Restricted Persons who are aware that the Board has issued such a declaration, must not trade (and shall ensure that their Immediate relatives do not trade) in securities of the Company. This prohibition will continue until either:-
 - (i)** The Board communicates that it has cancelled its declaration; or
 - (ii)** The information has on the instructions of the Board been released to the Jamaica Stock Exchange on a non-confidential basis.
- 3.3** All persons must exercise their own judgment as to whether any information of which they are aware and which has not been made the subject of a Board declaration is or is not price-sensitive. No one is entitled to rely merely on the fact that the Board has not made a declaration in relation to particular information as a basis for treating the information as not being price sensitive. The Board of Directors, in exercising judgment as to whether or not particular information is price-sensitive, or as to whether or not to issue a declaration under this section, is not assuming any duty of care or other obligation or liability to any Restricted Person or to anyone else.



4. CONTRAVENTION OF THIS TRADING POLICY

- 4.1 Employees (including Senior Executives and managers) who contravene the provisions of this Trading Policy will be subject to the Company's disciplinary policy.
- 4.2 Where a director contravenes the provisions of this Trading Policy, the matter will be reported to the attention of the Board for appropriate action.

SCHEDULE 1 ANNUAL BLACK-OUT PERIODS

January 1 to March 1 (for publication of Q4 and year-end results)

April 16 to May 15 (for publication of Q1 results)

July 16 to August 14 (for publication of Q2 results)

October 16 to November 14 (for publication of Q3 results)

APPROVED BY THE BOARD

June 22, 2015