

# Contango MicroCap Limited

## Trading Policy – 31 December 2010

### 1. Purpose

1.1 The shares of Contango MicroCap Limited (**Company**) are listed on Australian Securities Exchange Limited (**ASX**).

1.2 This policy outlines:

- A. when directors, senior management and other employees of the Company may deal in Company Securities;
- B. when directors, senior managers and other employees of the Company may deal in listed securities of another entity (because they may obtain inside information about another entity's listed securities while performing their duties for the Company).

### 2. Defined terms

In this policy:

**Closed Period** is those periods described within Appendix 1 of this Trading Policy

**Company Securities** includes shares in the Company, options over those shares and any other financial products of the Company traded on ASX.

**Inside Information** is information that:

- a) is not generally available; and
- b) if it were generally available, would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of the relevant securities.

**Key Management Personnel (“KMP”)** means a director, employee or person engaged in the management of the Company, including employees of the Company’s investment manager and their related parties.

### 3. What is dealing in securities?

Dealing in securities includes (whether as principal or agent):

- a) applying for, acquiring or disposing of, securities;
- b) entering into an agreement to apply for, acquire or dispose of, securities;
- c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

### 4. When a KMP may deal

A KMP may deal in Company Securities or the listed securities of another entity if he or she does **not** have information he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity.

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**5. When a KMP may not deal**

- 5.1 A KMP may not deal or procure another person to deal in Company Securities or the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity.
- 5.2 A KMP may not deal in Company Securities during any of the Company's Closed Periods.

**6. Trading not subject to this Trading Policy**

The operation of this trading policy excludes the following types of transactions:

- 6.1 where the trading results in no change of beneficial ownership; or
- 6.2 where the KPM has no control or influence with respect to the trading decisions; or
- 6.3 where trading occurs under an offer to all or most of the holders of the Company Securities

**7. Exceptional circumstances**

- 7.1 The Company Secretary may give approval for a KPM to deal in Company Securities in exceptional circumstances where the KPM would not otherwise be able to do so under this policy. The Company Secretary decides whether or not the circumstances are exceptional.
- 7.2 The Company Secretary cannot give their approval under paragraph 7.1 if there is a matter about which there is inside information in relation to Company Securities (whether or not the KPM knows about the matter) when the KPM requests approval to deal in Company Securities.
- 7.3 Where the Company Secretary gives their approval under paragraph 7.1, they must keep a full written record of the reasons for their approval.

**8. Speculative dealing**

A KPM may not deal in Company Securities on consideration of a short term nature.

## **APPENDIX 1 – Closed Periods**

1. Net Tangible Asset (“NTA”) Announcements – the period 3 days prior to the end of month balance date for the announcement of an NTA release required to be made by the Company under the ASX Listing Rules through to the close of trading of ASX 1 day after such an announcement
2. Half-year results – from the close of business concluding the half-year results until close of trading of ASX 2 days following the release of such results.
3. Full-year results – from the close of business concluding the full-year results until close of trading of ASX 2 days following the release of such results.
4. Annual General Meeting (“AGM”) – the period 2 weeks prior to and up to close of trading of ASX 2 days after the Company’s AGM.
5. Extraordinary General Meeting (“EGM”) - the period 2 weeks prior to and up to close of trading of ASX 2 days after any EGM convened by the Company.

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