

SEEK LIMITED
ACN 080 075 314
SHARE TRADING POLICY

1 Introduction

- 1.1 The ordinary shares of Seek Limited (“**Seek**”) are listed on the ASX. Seek aims to achieve the highest possible standards of corporate conduct and governance.
- 1.2 The purpose of this share trading policy is to ensure that all employees and that Officers (as defined in Section 7 of this policy) and their associates are aware of the legal restrictions in dealing in Seek’s shares, options or other securities while such a person is in possession of unpublished price sensitive information concerning Seek.
- 1.3 The policy recognises that it is illegal for a person to deal in Seek’s securities when he or she is in possession of unpublished price sensitive information. This is regardless of whether the terms of this policy have been complied with.
- 1.4 This policy shall be distributed to all employees and Officers and it is the responsibility of each employee and Officer to comply with this policy. Any non-compliance with this policy will be considered by SEEK as serious misconduct.
- 1.5 Definitions to assist in the interpretation of this policy are set out in Section 7 of this policy.

2 Insider Trading

- 2.1 A person engages in insider trading if that person *deals in securities* of a relevant entity while possessing information that is:
 - (a) not *generally available*; and
 - (b) that information may have a material effect on the price or value of the relevant entity’s securities; and
 - (c) the person knows, or ought reasonably to know, that the information is not generally available and, if it were, it might have a material effect on the price or value of the entity’s securities.

Information is considered to be likely to have a *material effect* on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities. This type of information is commonly referred to as “price sensitive information”.

- 2.2 The prohibition against insider trading applies to:
 - (a) direct trading in Seek’s securities;
 - (b) procuring another person to trade in Seek’s securities; or

- (c) communicating price sensitive information to another person who is likely to trade in Seek's securities.

2.3 Insider trading is a criminal offence, punishable by substantial fines and/or imprisonment. Seek may in certain circumstances also be liable if an employee or Officer or their associates engages in insider trading. Insider trading may also attract civil liability, including liability to pay compensation to those who suffer loss or damage as a result of the insider trading.

3 Permitted dealing by Officers

3.1 Trading Window

Officers (and their associates) may only deal in Seek's securities:

- (a) with the prior written approval of the Chairman of Seek or in the event that the Officer is not a director, with the prior written approval of one of the Joint CEO's (obtained using the Application Form attached to this policy); **and**
- (b) if the Officer is not, at the time of the proposed dealing, in possession of any price sensitive information,

during the following periods:

- (c) within the six week period commencing 24 hours after Seek releases its half yearly results to the ASX;
- (d) within the six week period commencing 24 hours after Seek releases its full year results to the ASX;
- (e) within the period commencing 24 hours after Seek lodges its annual report with the ASX through to one month after the holding of Seek's Annual General Meeting.

3.2 Dealing outside the "trading windows"

The Chairman or Joint CEO's will only give approval to deal in Seek's securities outside the "trading windows" set out in Clause 3.1 above in exceptional circumstances (eg. in the case of serious financial hardship). If an Officer wishes to apply for approval to deal outside these trading windows, the Officer will still need to comply with Clause 3.1.

3.3 Employee Share Plans

The acquisition of shares through the employee share plans, is exempt from the terms of this policy. The policy terms will apply to any subsequent dealing of those shares acquired through the employee share plans.

3.4 Employee Option and Performance Rights Plans

Options may be converted to shares (at any time approved by the Board) and be exempt from the terms of this policy. This exemption applies to all employee Option Plans and Performance Rights Plans, approved by the Board. The policy terms will apply to any subsequent dealing of those shares acquired through the option plans.

3.5 Securities

The Company permits designated officers to trade in financial products and associated products issued or created over the Company's securities by third parties. Trading is only permitted under the terms of the Policy.

3.6 Unvested Securities

The Company prohibits designated officers from entering into transactions in associated products which operate to limit the economic risk of security holdings in the company over unvested entitlements.

4 Communication of information to others

An Officer must not, directly or indirectly, communicate information which is not generally available in relation to Seek, to another person if the Officer knows, or ought reasonably to know, that the other person would be likely to deal in Seek's securities.

5 Dealing by others

If an Officer is prohibited from dealing in Seek's securities, that Officer must (so far as is consistent with his or her duties of confidentiality to Seek) prohibit any dealing in Seek's securities by any "associate" of that Officer. "Associate" is, for the purpose of this policy, defined in Section 7 of this policy.

6 Securities in other companies

Insider trading also applies to dealings in securities of another company if an Officer possesses "insider information" in relation to that other company.

7 Definitions

7.1 Definitions

In this policy:

"**ASX**" means Australian Stock Exchange Limited.

“**associate**” of an Officer includes a person who the Officer proposes to act in concert with, either formally or informally including, without limitation, members of the Officer’s family and entities, such as companies and trusts, controlled by the Officer.

“**Joint CEO**” means Seek’s Joint Chief Executive Officers.

“**dealing**” includes:

- (a) any application for acquisition or disposal of any securities;
- (b) entering into an agreement to apply for, acquire or dispose of any securities; and
- (c) the grant, acceptance, acquisition, disposal, exercise or discharge of any option or other right or obligation to acquire or dispose of securities,

but does not include a decision to participate in the Seek Dividend Reinvestment Plan.

“**generally available**” in relation to information, means any such information which:

- (a) is readily observable;
- (b) has been made known in a manner which is likely to bring it to the attention of persons who commonly invest in securities provided that a reasonable period for that information to be disseminated has elapsed since it was made known; or
- (c) consists of deductions, conclusions or inferences made or drawn from information falling under either paragraphs (a) or (b) above.

“**Officers**” means:

- (a) the Directors of Seek;
- (b) the members of the Seek executive team;
- (c) the members of Seek’s Senior Management Development Programme, as *nominated by the Joint Chief Executive Officers.*; and
- (d) any other Seek employees who have regular access to confidential financial information relating to Seek as specified from time to time by the Joint CEO’s.

“**securities**” includes, without limitation:

- (a) ordinary shares;
- (b) partly paid shares;
- (c) preference shares;
- (d) hybrid securities;
- (e) debentures;
- (f) legal or equitable rights or interests in (a) to (e) above; and
- (g) any derivatives including but not limited to options in respect of any of (a) to (e) above.

8 Further assistance

Any Officer who is unsure of the nature of the information that they have in their possession and whether they may deal in Seek's securities, should contact the Chairman, Joint CEO's or the Company Secretary.