

TRADING IN SECURITIES POLICY

A. PURPOSE AND SCOPE

The purpose of this policy is to regulate the dealings in securities by directors, directors of major subsidiaries, senior management and the company secretary of AECI in compliance with the Listings Requirements of the JSE Limited.

B. DEFINITIONS

Term	Meaning
<p>“Associate” <i>in relation to an individual, means:</i></p>	<ol style="list-style-type: none"> 1. that individual's immediate family; and/or 2. the trustees, acting as such, of any trust of which the individual or any of the individual's immediate family is a beneficiary or discretionary subject, including trustees of a trust without nominated beneficiaries, but who have been provided with a letter of wishes or similar document or other instruction, including a verbal instruction, naming desired beneficiaries (other than a trust that is either an occupational pension scheme, or an employees' share scheme that does not, in either case, have the effect of conferring benefits on the individual or the individual's family); and/or 3. any company in whose equity securities the individual or any person or trust contemplated in 1 or 2 above (taken together) are directly or indirectly beneficially interested (or have a conditional, contingent or future entitlement to become beneficially interested) and that the individual or any person or trust contemplated in 1 or 2 above are, or would on the fulfilment of the condition or the occurrence of the contingency be, able: <ol style="list-style-type: none"> a) to exercise or control the exercise of 35% or more of the votes able to be cast at general meetings on all, or substantially all, matters; or b) to appoint or remove Directors holding a majority of voting rights at board meetings on all, or substantially all matters; and/or 4. any close corporation in which the individual and/or any member(s) (taken together) of the individual's family are beneficially interested in 35% or more of the members' interest and/or are able to exercise or control the exercise of 35% or more of the votes able to be cast at members meetings on all, or substantially all, matters; <p style="color: red; margin-top: 10px;">For the purpose of 3(a) above, where more than one director of the same listed company is directly or indirectly beneficially interested in the equity securities of another company, then the interests of those Directors and their associates will be aggregated when determining whether such a company is an associate of any one director of such listed company.</p>
<p>“beneficial”</p>	<p>“beneficial” in relation to:</p> <ol style="list-style-type: none"> 1. any interest in a security, means the <i>de facto</i> right or entitlement to receive the income payable in respect of that security and/or to exercise or cause to be exercised any or all of the voting, conversion, redemption or other rights attaching to that security; and 2. any other interest, means the obtaining of any benefit or advantage, whether in money, in kind or otherwise, as a result of the holding of that interest;
<p>“closed period”</p>	<ol style="list-style-type: none"> a) the date from the financial year end, being 31 December, up to the date of earliest publication of the preliminary report, abridged report or provisional report; b) the date from the expiration of the first six month period, being 30 June, of a financial year up to the date of publication of the interim results; and c) any period when AECI is trading under a cautionary announcement;
<p>“company” “AECI”</p>	<p>or AECI Limited;</p>
<p>“director(s)”</p>	<p>for the purposes of this policy all references to a director includes any director and company secretary of AECI as well as any director and company secretary of a major subsidiary;</p>

Term	Meaning
“immediate family”	an individual’s spouse or children;
“JSE”	JSE Limited;
“Listings Requirements”	Listings Requirements of the JSE;
“major subsidiary”	A subsidiary that represents 25% or more of the aggregate share capital and reserves or profits of the company;
“non-beneficial”	Any interest other than a beneficial interest;
“price sensitive information”	unpublished information that, if it were made public, would be reasonably likely to have an effect on the price of AECI’s securities;
“securities”	includes all derivatives, warrants, stocks, shares, debentures, specialist securities, notes, units of stock issued in place of shares, and options on stocks or shares or on such debentures, notes or units, and rights thereto, options on indices of information as issued by a stock exchange on prices of any of the aforementioned instruments, as well as any other instruments declared by the Registrar or Deputy Registrar of Stock Exchanges by notice in the JSE Gazette to be securities, but excluding: <ul style="list-style-type: none"> a) shares in a private company; or b) stocks or shares in a public company that cannot be acquitted or transferred without the consent or approval of the Directors or any representatives of the company, other than such consent or approval required by, under or by virtue of any law, or options on or rights to such stocks or shares; or c) bankers acceptances, negotiable certificates of deposit issued by a bank registered under the Banks Act No 94 of 1990, or by a mutual bank registered under the Mutual Banks Act No 124 of 1993, or any other similar short-term instruments designated by the Registrar or Deputy Registrar of Stock Exchanges by notice in the JSE Gazette, or options on or rights to such acceptances, certificates or instruments;
“SENS”	the Securities Exchange News Service; and
“transaction”	includes any sale or purchase of, or agreement to sell or purchase, any securities relating to the company (including but not limited to warrants and other derivatives issued in respect of the company’s securities) and the grant, acceptance, acquisition, disposal, exercise or discharge of any option (including but not limited to options in terms of a share incentive/option scheme) or other right or obligation, present or future, conditional or unconditional, to acquire or dispose of securities, or any interest in securities relating to the company and “deal” shall be construed accordingly.

C. THE JSE LISTINGS REQUIREMENTS

AECI is required to announce the details of all transactions (including off-market transactions) in relation to dealings in securities, by or on behalf of directors and company secretaries.

“**Dealing**” encompasses transactions in securities effected by or on behalf of:

- a director and company secretary (held directly, indirectly, beneficially or non-beneficially);
- a director and company secretary of a major subsidiary of AECI (a “major subsidiary” is one which represents 25% or more on consolidation of the aggregate share capital and reserves or the profits of the company);
- any associate of the foregoing; and
- any independent entity in terms of which any of the foregoing may derive a beneficial or non-beneficial interest now or in the future.

D. PROCEDURE TO BE FOLLOWED

1. Request for clearance to deal

1.1 **Directors and company secretaries**

Directors and company secretaries may not deal in securities without first advising the Chairman or the Chief Executive Officer (“CEO”), or failing either of them, the Chief Financial Officer (“CFO”) appointed as the other appropriate director designated for this purpose, and after receiving written clearance from the CEO or CFO.

1.2 **CEO and CFO**

The CEO and the CFO may not deal in securities without first advising the Board, or failing the Board, the Chairman, appointed as the other appropriate director designated for this purpose and after receiving written clearance from the Board or from the Chairman.

2. The request for clearance must be in writing and takes the form of the **Appendix** attached hereto, entitled “Dealing in securities by directors”. This form must be completed in full and signed by the director or chairman seeking clearance to deal, and it must also be signed by the relevant directors mentioned in clause 1.1 and 1.2 above indicating that such clearance has been granted.

3. A written record is maintained by AECI comprising of the receipt of any advice of request for clearance and of any clearance given.

4. Written confirmation that such advice and clearance have been recorded is given to the director concerned and also filed in the office of the company secretary.

5. The information relating to the director’s dealings must be disclosed by the director to the company secretary without delay and, in any event, within 24 hours after dealing.

6. The company, in turn, is obliged to disclose this information to the JSE in the form of a SENS announcement within 24 hours of receipt of such information (within 48 hours of the trade). Such information is communicated to the JSE via the company’s appointed designated advisors.

7. **Should the announcement be released later than 48 hours from the date of the transaction on SENS, the JSE has the authority to impose a private or public penalty and/or censure on the director and AECI, individually or jointly to the maximum of R1 million as a penalty for late disclosure and/or incomplete information.**

8. Circumstances for refusal

Clearance may not be given during:

- A “closed period”; or
- A **prohibited period**, i.e. any period where there exists any matter which constitutes unpublished price sensitive information in relation to AECI’s securities (*whether or not the director has knowledge of such matter*).

9. Dealings by associates of directors and investment managers/brokers

9.1 A director must prohibit any dealings in securities relating to the company during a closed period:

(a) by or on behalf of any associate of his/hers; and/or

(b) any investment manager dealing on his/her behalf or on behalf of any person associated with him/her where either he/she or any person associated with him/her has funds under management with that investment manager, whether or not on a discretionary basis.

9.2 For the purposes of clause 9.1 (a) above, a director must advise all his/her associates in writing:

(a) of the name(s) of the company(s) of which he/she is a director; and

- (b) of the closed periods during which they cannot deal in the specific company's securities; and that they must advise him/her immediately after they have dealt in securities relating to the company(s) in order for him/her to comply with the above requirements.
- 9.2 For the purposes of clause 9.1 (b) above, a director must advise his/her investment managers in writing:
- (a) of the name(s) of the company(s) of which he/she is a director; and
 - (b) that they may not deal in any securities relating to a company(s) of which he/she is a director unless they obtain his/her express consent in writing.

E. OTHER

This policy will be reviewed on an annual basis.

Approved and adopted by the Board on 26 November 2008