



## MCBRIDE PLC

# GUIDELINES ON INSIDER DEALING

**COMPLIANCE WITH THESE GUIDELINES AND RELEVANT LEGISLATION IS MANDATORY.**

**NON-COMPLIANCE MAY RESULT IN DISCIPLINARY ACTION, INCLUDING WHERE APPROPRIATE DISMISSAL. NON-COMPLIANCE WITH THE LEGISLATION IS A CRIMINAL OFFENCE.**

### 1. INTRODUCTION

The Company's Shareholders and the Board encourage all directors and employees to take a personal interest in the Company's progress: acquiring ordinary shares through an option scheme or by purchase on the stock market represent ways of doing so. (NB The Company is prevented by legislation from assisting such purchase or giving financial advice.)

As the Company's ordinary shares are listed with the UK Listing Authority ("UKLA"), the Board must adopt rules based upon the Market Abuse Regulation ("MAR") on dealings by certain persons.

The guidelines that follow set out the Company's zero tolerance approach to insider dealing.

**Please note the Company's B shares are non-tradable shares and are not listed with the UKLA. They do not therefore fall within the scope of these guidelines.**

### 2. MARKET ABUSE

Market abuse is governed by MAR. It relates to insider dealing and market manipulation which arise in circumstances where investors have been unreasonably disadvantaged by others. It prevents full and proper market transparency and undermines market integrity and investor confidence.

MAR prevents anyone in possession of Inside Information from dealing (or attempting to deal) in relevant securities, or encouraging others to deal or disclosing Inside Information.

The purpose of MAR is to ensure that certain directors, employee insiders and their closely associated persons do not abuse, and do not place themselves in a position of abusing, Inside Information. Such individuals must therefore obtain authority before dealing in the Company's shares and are prevented from dealing during a Closed Period, being a period where there is Inside Information relating to the Company or in the run up to the publication of financial results ("Closed Periods").

### 3. INSIDER DEALING

Insider dealing is where insiders use or seek to use certain information which is not publicly available to their own advantage or the advantage of others.

Under the Criminal Justice Act 1993 and in accordance with MAR it is a serious criminal offence for an individual who has information as an insider to deal on a regulated market in securities whose price would be significantly affected if the inside information were made public.

The offence of insider dealing may take one of three forms:

- i. Dealing in securities on the basis of Inside Information;
- ii. Encouraging another to engage in such dealing ("tipping off");

- iii. Disclosing Inside Information otherwise than in the proper performance of one's employment, office or profession.

#### 4. GLOSSARY OF TERMS

In considering the issue of insider dealing the following definitions are relevant:

- i. **Inside Information** means information of a **precise** nature which:-

- is not generally available; and
- relates directly or indirectly to companies in the McBride Group ("the Group"), or to companies outside the Group, which are subject to MAR; and
- would, if generally available, be likely to have a significant effect on the share price of McBride plc.

Information will only be precise if it indicates actual or probable events and is specific enough to enable a conclusion to be drawn on the possible effect on the share price when applying the Reasonable Investor Test (see Appendix 1).

- ii. **Dealing** includes any sale or purchase of, or agreement to sell or purchase any securities and the grant, acceptance, acquisition, disposal, exercise or discharge of an option or other right or obligation, present or future, conditional or unconditional, to acquire or dispose of securities or any interest in securities. It also extends to using shares as security or otherwise granting a charge, lien or other encumbrance over shares in the Company.
- iii. **Securities** means any listed securities of the Company which have been listed on any regulated markets.
- iv. **Persons Discharging Managerial Responsibilities (PDMRs)** are directors, senior executives or employees who have regular access to Inside Information relating directly or indirectly to the Group **and** have the power to make managerial decisions affecting future development and business prospects of the Group. Currently the Company has defined such roles as follows:-
  - Directors of McBride plc, including Chief Executive Officer and Chief Finance Officer
  - Chief Commercial Officer
- v. **Persons Closely Associated (PCAs)** are:-
  - Spouses and civil partners
  - Dependent children and step children (under the age of 18)
  - Co-habiting relatives for the past 12 months
  - Legal entities the managerial responsibilities of which are discharged by a PDMR or by a person referred to above, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.
- vi. **Relevant Employee** means any employee (not being a PDMR) of the Company or of a subsidiary undertaking of the Company, who, because of their office or employment in the listed company or subsidiary undertaking, is likely to be in possession of Inside Information. Members of the Executive Leadership Team (ELT) (including Chief Research and Development Officer, Chief Human Resources Officer, General Counsel & Company Secretary, Group IT/PMO Director and Group Purchasing Director) and their direct reports are deemed to fall into this category.
- vii. **Closed Period** means any of the periods where a Director, a PDMR or other Relevant Employee and PCAs are prohibited from dealing. Relevant parties will be notified of a Closed Period by the General Counsel & Company Secretary. These are typically the periods prior to the announcement of the Company's half and full year financial results.

#### 5. GUIDELINES

The purpose of the Guidelines is to ensure that the parties concerned do not abuse, and do not place themselves under suspicion of abusing Inside Information and comply with their obligations under the MAR.

Version: June 2018

Owner: Legal & Company Secretarial



The Guidelines apply not only to Directors but also to PDMRs, Relevant Employees and PCAs. In addition, the Guidelines can also extend to employees or persons who are likely to be in possession of Inside Information, for example, PAs or secretaries who work with individuals who handle Inside Information.

Dealings by Directors, PDMRs, Relevant Employees, and PCAs are covered by the following rules:

- i) Dealings in any securities of the Company must not be made on considerations of a short term nature. It is not desirable for Dealings to be made with a view to making dealing profits. Therefore, a sale closely followed by a purchase, or a purchase closely followed by a sale, is an undesirable transaction.
- ii) Dealings in any securities of the Company must not take place during Closed Periods. For guidance, the announcement of interim and final results are usually made in February or September respectively. However, before Dealing, clarification should always be sought from the General Counsel & Company Secretary.
- iii) All PDMRs must provide the Company with a list of their PCAs and notify the General Counsel & Company Secretary of any changes to that list.
- iv) A Director, PDMR, Relevant Employee or PCA must not deal in any securities of a listed Company at any time when they are in possession of Inside Information.
- v) Dealings must not take place without prior authority being sought from the Chief Executive Officer or, in his absence, the Chief Financial Officer and written acknowledgement being received.
- vi) For PDMRs, approval must also be received from the Chairman. This will be obtained by the General Counsel & Company Secretary on behalf of the person seeking authority to deal.
- vii) An Application for Authority to Deal Form must be completed and returned duly signed before transactions are undertaken. This form, together with Authority to Deal Checklist, can be obtained from the Legal & Company Secretarial department.
- viii) Clearance will be given with five business days of the request.
- ix) Dealing must take place within two days of receiving clearance or new clearance must be sought.
- x) All transactions by Directors, PDMRs, Relevant Employees, and PCAs must be notified in writing to the Company within one business day of the day of the transaction.
- xi) Transactions must be notified to the Financial Conduct Authority (FCA) within three business days. The Company will do this on your behalf.
- xii) Inside Information must not be disclosed to any person in the Group unless this is necessary for the proper execution of his/ her duties.
- xiii) Inside Information must not be discussed with anyone not included on the relevant Insider List. Insider Lists are kept by the Legal & Company Secretarial department.
- xiv) Inside Information must not be disclosed to any person outside the Group unless this is necessary, e.g. giving information to professional advisers, which has been previously authorised by management at the appropriate level.

## 6. PERMITTED DEALING THROUGH TRADING PLANS

A Director, PDMR, Relevant Employee or PCA (together a "Restricted Person") is permitted to deal in securities during Closed Periods provided that the dealing is in accordance with a previously cleared "trading plan". This is a written plan between a Restricted Person and an independent third party which sets out a strategy for the acquisition and/or disposal of securities by a specified person and which:

- a. specifies the amount of securities to be dealt in, the price at which and the date on which the securities are to be dealt in; or
- b. gives discretion to that independent third party to make trading decisions about the amount of securities to be dealt in, the price at which and the date on which the securities are to be dealt in; or
- c. Includes a written formula or algorithm, or computer program, for determining the amount of securities to be dealt in.

NB

- i) The Restricted Person must obtain clearance to enter into the “trading plan” in accordance with the normal procedures during a period when dealings are allowed.
- ii) The plan must not be entered into during a Closed Period.
- iii) The plan may not be amended or cancelled without clearance, which may not normally be given during Closed Period.
- iv) Dealings in securities of the Company are permitted even during a Closed Period if the dealing is done pursuant to such a trading plan so long as the PDMR has no discretion over how, when and whether to effect dealings.
- v) Whenever a dealing occurs under a trading plan, the Restricted Person must notify the Company in the usual manner but also provide the additional information required by of the Code.
- vi) In accordance with DTR 3.1.4R(1), the Company must also include this information in the dealing notification it makes through its Regulatory Information Service (RIS).

**7. OTHER MATTERS**

It is recognised that there may be occasions when an individual needs to sell shares or other securities at a time not permitted under the Guidelines. On such occasions, and at all other times, the General Counsel & Company Secretary will be available to advise on the interpretation and application of the Guidelines.

**8. RESPONSIBILITIES**

The Board has overall responsibility for ensuring this Policy complies with our legal and ethical obligations. This Policy was reviewed and approved by the Board on 26<sup>th</sup> June 2018 and is signed on their behalf by:

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Rik de Vos  
Chief Executive Officer

.....  
Chris Smith  
Chief Finance Officer

.....  
Carol Williams  
General Counsel & Company Secretary

**REASONABLE INVESTOR TEST**

It is impossible to provide an exhaustive list of matters which are liable to affect the market price of a Company's securities since the significance of information will vary widely. However, any information which is likely to be considered relevant to a reasonable investor's decision includes information which affects:

- i) the assets and liabilities of the Company
- ii) the performance, or the expectation of the performance, of the Company's business
- iii) the financial condition of the Company
- iv) the course of the Company's business
- v) major new developments in the business of the Company
- vi) information previously disclosed to the market.

For example:-

- Any proposed announcement of profits or losses for any year, half-year or other period.
- Any decision to pay or make any dividend or other distribution to pass any dividend or interest payment
- Any proposed change in capital structure, including any redemption of listed securities.
- Any material acquisitions or realisations of assets.
- Any information required to be disclosed to the Stock Exchange under the provisions of The City Code on Take-Overs and Mergers for the time being in force.
- Any purchase by the Company of its redeemable securities.
- Any Board decision to change the general character or nature of the business of the Company or of the Group.
- Any other information necessary to enable shareholders and the public to appraise the position of the Company and to avoid the establishment of a false market in its securities.
- Any intended change in the composition of the Board