

# AUB GROUP LIMITED CONTINUOUS DISCLOSURE POLICY

Effective 2<sup>nd</sup> May 2018



## 1. COMMITMENT TO DISCLOSURE AND PURPOSE

### 1.1 COMMITMENT

AUB Group Limited (**Company**) is committed to providing timely, complete and accurate disclosure of information to the market in accordance with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.

### 1.2 PURPOSE OF POLICY

The purpose of this Policy is to:

- assist the Company and individual Directors and Officers to comply with continuous disclosure obligations;
- ensure announcements to the market are presented in a factual, clear and balanced way;
- design procedures so that all shareholders have equal and timely access to material information about the Company; and
- prevent any selective or inadvertent disclosure of any material price sensitive information concerning the Company.

### 1.3 APPLICATION OF THIS POLICY

This Policy applies to the Company and its Directors, Officers, employees and contractors (each an **AUB Connected Person**).

For the purposes of this Policy, an **Officer** means AUB's Directors and the Group Legal Counsel & Company Secretary and any Key Management Personnel of the Company as defined in Accounting Standard AASB 124.

## 2. CONTINUOUS DISCLOSURE OBLIGATIONS

### 2.1 DISCLOSURE OBLIGATIONS

The Company is listed on ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act.

In accordance with ASX Listing Rule 3.1, the Company is required immediately<sup>1</sup> to notify the ASX of any information of which it becomes aware, and that a reasonable person would expect to have a material

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<sup>1</sup> ASX in Guidance Note 8 interprets immediately to mean promptly and without delay.



effect on the price or value of any securities issued by the Company unless an exception under the Listing Rules applies (as described below).

Disclosure is made by making an announcement to the market announcements platform on ASX.

The Company becomes aware of information if any of its Directors or Officers has, or ought reasonably to have, come into possession of the information while performing his or her duties as a Director or Officer of the Company.

## 2.2 EXCEPTIONS

The continuous disclosure rules contain specific exceptions which, if applicable, mean that disclosure may not be required or is deferred. The exceptions under Listing Rule 3.1A provide that disclosure under Listing Rule 3.1 is not required for so long as all of the following three conditions are satisfied:

- one or more of the following conditions apply:
  - it would be a breach of a law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for the internal management purposes of the Company; or
  - the information is a trade secret; and
- the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- a reasonable person would not expect the information to be disclosed.

If an exception might apply, this does not qualify or change the obligation on AUB Connected Persons to communicate or report material information under this Policy. All the AUB Connected Persons must maintain and keep all material information strictly confidential until it is released to ASX and becomes generally available.

If material information is no longer confidential (for example, if it is reported or referred to in the media or any information agency screens, or is discussed on social media platforms), once they become aware, the AUB Connected Persons must inform the Group Legal Counsel and Company Secretary immediately with a view to ensuring that the Company complies with its continuous disclosure obligations.



## 3. DISCLOSURE COMMITTEE, RESPONSIBILITIES AND INTERNAL PROCEDURES TO DETERMINE IF DISCLOSURE IS REQUIRED

### 3.1 DISCLOSURE COMMITTEE

The Company has established a Disclosure Committee. The members of the Disclosure Committee are:

- the AUB Chief Executive Officer (CEO);
- the AUB Chief Financial Officer (CFO); and
- the AUB Group Legal Counsel & Company Secretary.

### 3.2 ROLE OF THE DISCLOSURE COMMITTEE

The role of the Disclosure Committee is to manage the Company's compliance with its continuous disclosure obligations and this policy.

### 3.3 RESPONSIBILITIES OF THE DISCLOSURE COMMITTEE

Subject to any directions given by the Board (either generally or in a particular instance), the Disclosure Committee's responsibilities include:

- seeking to ensure that the Company complies with its disclosure obligations;
- assessing the possible materiality of information which is potentially price sensitive;
- making decisions on what information should be disclosed to the market;
- reviewing all communications to the market that are, or may be, price sensitive, to ensure that all communications are:
  - made in a timely manner;
  - are not misleading;
  - do not omit material information; and
  - are presented in a clear, balanced and objective way;
- approving the form of all announcements to be made by the Company to the ASX, except where:
  - the announcement requires approval of the Board in accordance with this policy; or
  - the announcement is non-price sensitive and administrative in nature, in which case the AUB Group Legal Counsel & Company Secretary is authorised to prepare and lodge the announcement.



- referring any announcement which the Disclosure Committee considers to be a matter of key significance to the Board for consideration. For the purposes of clarification, matters of key significance include, but are not limited to:
  - year end and half-year financial results;
  - any other release considered under this policy which includes disclosure of a profit projection or forecast or includes any revision to earnings guidance;
  - earnings updates;
  - material mergers, divestments or acquisitions;
  - material customer contracts;
  - material changes to corporate structures;
  - changes to the Company's Board of Directors, Chief Executive Officer, Chief Financial Officer or auditors;
  - matters involving significant reputation risk e.g. regulatory issues; and
  - any decision to request a trading halt or voluntary suspension of trading pending an announcement, except where the disclosure or decision is urgent and a meeting of the Board cannot be called at short notice,
- periodically monitoring disclosure processes and reporting and periodically reviewing the effectiveness of the disclosure and materiality guidelines and considering legislative changes or development of best practice.

### 3.4 MEETINGS

The Disclosure Committee shall meet as required. A quorum of the Disclosure Committee shall be two members present. The meeting of the Disclosure Committee may be held using any technology agreed to by members of the Disclosure Committee. The CEO shall be the Chairman of the Disclosure Committee. Should the CEO be absent from a meeting, the members of the Disclosure shall elect an Acting Chairman. All decisions of the Disclosure Committee shall be unanimous. In the event that a decision is not unanimous, the Chairman of the Disclosure Committee shall refer the issue to the Chairman of the AUB Board of Directors, for resolution.

### 3.5 EXTRENAL ADVICE

Where there is doubt as to whether certain information is to be disclosed the Disclosure Committee may seek external advice. Any legal advice required by the Committee shall be obtained by, or in consultation with, the Group Legal Counsel & Company Secretary. Any accounting or financial advice shall be obtained by, or in consultation with, the CFO.



### 3.6 ROLE AND RESPONSIBILITIES OF THE GROUP LEGAL COUNSEL & COMPANY SECRETARY

The Company has appointed the Group Legal Counsel & Company Secretary as the person responsible for communication with ASX in relation to listing rule matters and also for the general administration of this policy.

The Group Legal Counsel & Company Secretary's responsibilities include:

- seeking to ensure that the ASX is immediately notified of any information which needs to be disclosed;
- reviewing board papers of the Company and its subsidiaries and other information referred to the Group Legal Counsel & Company Secretary for events that the Group Legal Counsel & Company Secretary considers may give rise to disclosure obligations;
- convening meetings of the Disclosure Committee;
- maintaining a record of discussions and decisions made about disclosure issues by the Disclosure Committee and a register of announcements made to ASX; and
- preparing and lodging announcements with ASX that are non-price sensitive and administrative in nature (e.g. notifying change of office bearers or change in directors' interests).

### 3.7 AUB CONNECTED PERSONS TO REPORT MATERIAL INFORMATION TO THE GROUP LEGAL COUNSEL & COMPANY SECRETARY

To enable the Disclosure Committee to possess all required information to make applicable disclosure determinations, each AUB Connected Person must immediately provide the Group Legal Counsel & Company Secretary with details of any information that:

- is material information; and
- is not generally available (i.e. the information in question has not been included in any Annual Report, ASX announcement or other the Company release or publication),

on becoming aware of that information with as much detail about the matter or information as is reasonable in the circumstances and a brief description of why the information does or may have a material effect on the price or value of the Company securities. Such examples include:

- a general outline of the matter or information;
- details of the relevant parties;
- the date(s) of the relevant event or transaction giving rise to the information;
- the general status (e.g. final negotiations/negotiations currently progressing/preliminary negotiations only);



- the approximate value of the transaction or event giving rise to the information;
- the approximate effect on the Company's business, finances, operations or reputation;
- any material conditions that need to be satisfied before the relevant transaction becomes legally binding;
- any other material information relevant to assessing the impact of the transaction on the price or value of the Company's securities; and
- if relevant, the names of any in-house or external advisers involved.

A list of matters that may be considered material is set out in 0. This list is only indicative and should not be seen as an exhaustive list of the matters that should be considered for disclosure.

The AUB Connected Persons should also inform the Group Legal Counsel & Company Secretary if they consider or are aware of any prior disclosure to the ASX which is inaccurate or incomplete.

## 4. DISCLOSURE

### 4.1 DISCLOSURE TO THE ASX FIRST

The Group Legal Counsel & Company Secretary will coordinate disclosure to ASX, once a decision to make that disclosure has been made in accordance with this policy.

The Company must not release material information publicly until it has been disclosed to the ASX and received confirmation from the ASX, as notified by the Group Legal Counsel & Company Secretary.

The Company will not engage in selective or differential disclosure of material information, or disclose any material information under an embargo arrangement that it intends to make public at a later time.

All material releases to the ASX will be promptly posted on the Company's website by the Group Legal Counsel & Company Secretary.

The fact that information about a company is widely known does not avoid the obligation to disclose it to the ASX. Press releases will need to be copied to the ASX if they contain any material information not already disclosed to the market

### 4.2 ANALYST/INVESTOR MEETINGS

The Company recognises the importance of its relationships with investors and analysts. From time to time the Company conducts analysts and investor briefings. In these cases the following approach is adopted:

- all communications with market analysts or investors will be conducted by the CEO and CFO, or either of the CEO or CFO and one of the following individuals:



- at least one other senior executive approved by the CEO or CFO; or
- A Non-Executive Director.
- no material information will be disclosed at these briefings unless it has been previously or simultaneously released to the ASX. Copies will also be placed on the Company's website. Prior to any such presentations being used, its content will be reviewed for any new material and an appropriate record will be kept of this review, which record will be maintained by the Group Legal Counsel & Company Secretary;
- questions at briefings that deal with material information not previously disclosed will not be answered;
- if material information is inadvertently released during a briefing, it will immediately be released to the ASX; and
- a record of all meetings and briefings with investors or analysts will be kept, including confirmation that no new material information was disclosed.

All meetings with shareholder advisory groups in conjunction with the Annual General Meeting will be conducted by a Non-Executive Director that the board authorises, who will usually be the Chairman and/or the Chairman of the Remuneration & People Committee.

#### 4.3 ANALYST REPORTS AND ESTIMATES

The Company may review analyst reports if requested to do so. Any review of analyst's reports will be limited to the clarification of historical information and correction of factual inaccuracies, provided that this can be achieved by using information that has previously been disclosed to the market.

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company will communicate this policy whenever asked to review an analyst report.

The Company will not endorse, or seek to endorse, analyst reports or the information they contain. Accordingly:

- while the Company may, from time to time, distribute or use individual analysts' reports or projections internally, no AUB Connected Persons shall distribute an analyst's report to an external party other than to the Company's professional advisers and auditors, without first obtaining the permission of a member of the Disclosure Committee to do so;
- the Company shall not refer to or incorporate in its corporate information individual analyst recommendations on its website; and
- the Company shall not selectively refer to a specific analyst's report, or publicly comment on an individual analyst's recommendations or proprietary research other than to correct factual errors or incorrect historical information.



#### 4.4 CHATROOMS, SOCIAL MEDIA AND OTHER INTERNET FORUMS

AUB Connected Persons must not participate in chat room or social media discussions or updates, including posting pictures, on the internet where the subject matter relates to the Company.

#### 4.5 PRE-RESULTS PERIODS

To prevent the inadvertent disclosure of material information, during the periods between the end of the Company's financial reporting periods and the announcement of its results, the AUB Connected Persons must not discuss any financial information, broker estimates or forecasts with investors, analysts or the media unless that information has previously been disclosed to the ASX.

Additional periods in which interviews or presentations are not permitted without prior approval of the CEO or CFO may be imposed. Relevant AUB Connected Persons will be notified of any such additional periods.

#### 4.6 MEDIA

The Company periodically issues information to the media and other external communication channels. No material information will be released (even on an embargoed basis) before it has been disclosed to the ASX.

All continuous disclosure communications with the media must be conducted by the CEO, CFO or the Chairman or a person authorised by them, and only to the extent of that authorisation.

The Company has a general "no comments" policy in relation to market speculation and rumours, which must be observed by AUB Connected Persons at all times. However, the Company may issue an announcement in response to a market speculation or rumour where it is necessary to do so to comply with the continuous disclosure obligations, for example, for the purpose of correcting factual errors or responding to a formal request from the ASX for information.

The Company will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing that information to the ASX. It will also not provide any information "off the record".

The Company will not disclose any information that is potentially material price sensitive information publicly under an embargo arrangement prior to release to the ASX.

AUB Connected Persons who are approached by the media or any external parties for information should observe the "no comments" policy and notify the Group Legal Counsel & Company Secretary as soon as possible.



#### 4.7 FALSE MARKET

Under ASX Listing Rule 3.1B, the Company is required to make a clarifying statement or announcement to the ASX in circumstances where the ASX considers that there is, or is likely to be, a false market in the Company's securities, and requests information from the Company to correct or prevent the false market. The Company is required to provide this information even if an exception to the continuous disclosure rules applies.

Therefore, if any the AUB Connected Persons become aware of information that is based on rumour or speculation that may give rise to a false market in the Company's securities, that person should provide such information to the Group Legal Counsel & Company Secretary (with as much detail as is reasonable in the circumstances), including, for example:

- detail of the rumour or speculation;
- the source of the information; and
- the estimated effect of the information (if true) on the Company's business, finances, operations and/or reputation (if known).

#### 4.8 TRADING HALTS

The Company may ask ASX to halt trading in its securities to manage disclosure issues, thereby facilitating a fair and informed market in the Company's securities.

No AUB Connected Persons is authorised to initiate a request for a trading halt other than through the Group Legal Counsel & Company Secretary (who must obtain Chairman's approval before making the request of the ASX, except in the case of emergency or unavailability, where the Group Legal Counsel & Company Secretary must obtain the approval of the CEO or CFO).

#### 4.9 COMPLIANCE

All the AUB Connected Persons must comply with this Policy. In addition, the Company will require professional advisers to acknowledge and adhere to this policy, including by way of execution of a confidentiality agreement which contains provisions that bind the advisers to adhere to the terms of this policy.

The Company will contravene its continuous disclosure obligations if it fails to notify the ASX of information as and when required by ASX Listing Rule 3.1.

Either the ASX or ASIC may take action upon a suspected contravention of the ASX Listing Rules or the Corporations Act.

Serious criminal and civil penalties apply for failure to comply with the continuous disclosure obligations, both at the Company level and for individuals.



Any known or suspected instances of non-compliance will be reported to the Group Legal Counsel & Company Secretary for full investigation and appropriate disciplinary action. Employees should be aware that breaches of this Policy may result in summary dismissal and may also attract civil penalties under the Corporations Act.

## ANNEXURE A– MATERIALITY GUIDELINES AND KEY TERMS

### 1. MATERIAL INFORMATION

Set out below is a non-exhaustive indicative list of matters that may give rise to an obligation to make disclosure to the market. Any information that a reasonable person would expect to have a material effect on the price or value of securities issued by the Company (**material information**) must be notified to the Group Legal Counsel & Company Secretary, who will determine, in conjunction with the Disclosure Committee whether disclosure is required.

Matters which may require disclosure, if material, include:

- a change in the Company's financial forecasts, expectations or guidance;
- the entry by the Company or its controlled entities into a significant customer contract;
- the financial condition, results of operations, and earning performance of the Company which are significantly different from that anticipated by the Company or the market;
- acquisitions or disposals by the Company and its controlled entities;
- giving or receiving an intention to make a takeover offer by or for the Company;
- significant events or occurrences that may have a material impact on the Company or its reputation (eg a regulatory matter or a major compliance failure);
- the appointment of a receiver, manager, liquidator or administrator to the Company or any controlled entities;
- an agreement between the Company or any controlled entities and a Director (or a related party of the Director);
- changes in the Company's Board of Directors, Chief Executive Officer, Chief Financial Officer or auditors;
- a significant financing or security issue (whether debt or equity) or other action with respect to outstanding securities (such as a share purchase plan or redemption of bonds) or any default on any securities;
- significant changes in technology which could have a material effect on the Company's business;



- legal proceedings against or alleging a material breach of the law by the Company or any controlled entities;
- the entry into or exit from new geographies or lines of business; and
- a proposed dividend, a decision not to declare a dividend or a change in the dividend policy.

## 2. KEY TERMS

### 2.1 MATERIAL EFFECT

A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for or buy or sell the securities. The ASX interprets this to be persons who commonly buy and hold securities for a period of time, based on their view of the inherent value of the security and does not include traders who seek to take advantage of very short term (usually intra-day) price fluctuations and who trade into and out of securities without reference to their inherent value and without any intention to hold them for any meaningful period of time<sup>2</sup>.

In forming a view as to whether a reasonable person would consider such information to be material, the Company's previous disclosure to the market should be considered (for example, information previously released to the market such as profit expectations, commentary on projected results, or detailed business plans or strategies).

### 2.2 INFORMATION THAT IS GENERALLY AVAILABLE

In general the disclosure obligation will not apply where the information is generally available. However, the impact of information that is generally available on the Company may be such that it is likely to have a material effect on the price or value of the Company's securities. If the information that is generally available is likely to have a material impact on the Company, the disclosure obligation will apply and the impact or effect must be disclosed.

Information is usually considered to be generally available if:

- it consists of a readily observable matter, or
- it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of securities issued by the Company and a reasonable period for it to be disseminated among such persons has elapsed, or
- it consists of deductions, conclusions or inferences made or drawn from other information that is generally available.

For example, information will be generally available if it has been released to the ASX, published in an Annual Report or prospectus or disclosure document or otherwise been made generally available to the public and a reasonable time has elapsed after the information has been disseminated in one of these ways.

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<sup>2</sup> ASX Guidance Note 8 – para 4.2