



Australian Agricultural Company Limited

ABN 15 010 892 270

## Continuous Disclosure and Shareholder Communication Policy

Approved by the Australian Agricultural Company Limited Board on 30 April 2005

(updated on 7 May 2014 and 17 November 2020).

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### 1 Guiding Principles

Australian Agricultural Company Limited ("**AACo**") is committed to:

- (a) complying with the continuous disclosure obligations of the Corporations Act and the Listing Rules of the Australian Securities Exchange ("**ASX**");
- (b) ensuring that shareholders and the market are provided with timely, accurate, and balanced material price sensitive information about its activities such that shareholders are able to assess the impact of the information when making investment decisions;
- (c) ensuring that all shareholders have equal opportunities to receive externally available information issued by AACo; and
- (d) effective communication with shareholders and encouraging their participation at general meetings.

### 2 Introduction

This Policy sets out the procedure for:

- (a) AACo officers and employees in identifying material price sensitive information;
- (b) reporting such information to the Company Secretary/General Counsel and Disclosure Committee for review;
- (c) ensuring AACo achieves best practice in complying with its continuous disclosure obligations and shareholder communication under the Corporations Act and ASX Listing Rules; and
- (d) AACo's communication with shareholders, to ensure shareholders have ready access to information about AACo and are able to participate in its general meetings.

The insider trading provisions of the Corporations Act may apply to an action being contemplated by AACo, such as a capital raising or rights issue, and in these circumstances a higher level of disclosure may be required.

### 3 Continuous Disclosure Policy

AACo has obligations under the Corporations Act and ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of AACo's securities. AACo discharges these obligations by releasing information to the ASX in the form of an ASX release or disclosure in other relevant documents (e.g. the Annual Report).

Information has a 'material' effect if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to buy, hold or sell AACo securities. Materiality is assessed against this qualitative test.

#### 3.1 Disclosure Committee

- (a) The Board of Directors has formed a Disclosure Committee comprising:
  - (i) the Chairman of the Board of Directors,
  - (ii) the Chairman of the Audit and Risk Management Committee ("**ARMC**");
  - (iii) the Managing Director/CEO ("**MD/CEO**");
  - (iv) the Chief Financial Officer; and

- (v) the Company Secretary/General Counsel.
- (b) The Disclosure Committee is responsible for, among other things:
  - (i) considering whether information is 'material' and requires disclosure to the market;
  - (ii) approving the release of any announcement to the ASX;
  - (iii) where appropriate, seeking approval from the Board of Directors on disclosure decisions that are material and strategically important to AACo;
  - (iv) considering whether AACo is obliged or is required to respond to a market rumour or media speculation; and
  - (v) overseeing the administration of this Policy.
- (c) The Disclosure Committee is a management committee only and is not a formal committee of the Board of Directors.
- (d) A quorum of two members, one of whom must be the Chairman of the Board of Directors or, if he or she is unavailable, the Chairman of the ARMC, is required for the Disclosure Committee to make a disclosure decision, and such decision can be made by way of teleconference without all members of the Disclosure Committee being present in one location.
- (e) If the Disclosure Committee is unavailable to make a disclosure decision, the Company Secretary/General Counsel must seek the approval of the Chairman of the Board of Directors or such other Director or senior executive of AACo as may be nominated by the Chairman of the Board of Directors from time to time as an alternate.

### 3.2 The Policy

- (a) The following procedures apply to safeguard against inadvertent breaches of AACo's continuous disclosure obligations:
  - (i) directors, management and employees must immediately notify the Company Secretary/General Counsel or, alternatively, any other member of the Disclosure Committee as soon as they become aware of information that should be considered for release to the market ("**material information**");
  - (ii) the Company Secretary/General Counsel or, alternatively, any other member of the Disclosure Committee will:
    - (1) review the material information that has been reported; and
    - (2) present the material information to the Disclosure Committee for a determination as to whether any of the material information is required to be disclosed to the ASX;
  - (iii) the Company Secretary/General Counsel will:
    - (1) co-ordinate the actual form of disclosure to the ASX once a decision has been made by the Disclosure Committee or Board of Directors (as applicable) to make that disclosure; and
    - (2) provide a copy of any material market announcement to the Board of Directors promptly after it has been made.

- (b) If the Disclosure Committee considers that a disclosure decision is material and strategically important to AACo, the Board of Directors must also approve the disclosure decision and authorise the announcement.
- (c) Despite anything else in this Policy, the Company Secretary/General Counsel is authorised to make disclosures and announcements of a routine or administrative nature without the approval of the Disclosure Committee or Board of Directors.

### 3.3 Your Obligations

As soon as you become aware of information that:

- (a) is not generally available (i.e. the information in question has not been included in any Annual Report, ASX Release or other publication of AACo); and
- (b) which may be price sensitive (i.e. it is likely to have a financial or reputational impact upon AACo that may be considered material),

you must provide to the Company Secretary/General Counsel or, alternatively, any other member of the Disclosure Committee the following information:

- (i) a general description of the matter;
- (ii) details of the parties involved;
- (iii) the relevant date of the event or transaction;
- (iv) the status of the matter (e.g. final/ negotiations still in progress/ preliminary negotiations only);
- (v) the estimated value of the transaction;
- (vi) the estimated effect on AACo's finances or operations; and
- (vii) the names of any in-house or external advisers involved in the matter.

### 3.4 Analyst/Media Briefings

- (a) Information provided to, and discussions with, analysts are also subject to the Policy.
- (b) Material information must not be selectively disclosed (i.e. to analysts, the media or customers) prior to being announced to the ASX. If you are proposing to present any material information to analysts, journalists or customers, you should ensure that copies of your material are provided to the General Counsel/Company Secretary and/or the Chief Financial Officer for checking prior to presenting that information externally.
- (c) All inquiries from analysts must be referred to the Chief Financial Officer. All material to be presented at an analyst briefing must be approved by or referred through the Chief Financial Officer prior to briefing.
- (d) The only AACo officers authorised to speak to institutional investors, stockbroking analysts or the media in relation to the matters subject to this Policy are those approved by AACo's Board of Directors from time to time. Currently, those persons authorised are:
  - (i) the Chairman;
  - (ii) the MD/CEO;
  - (iii) the Chief Financial Officer;
  - (iv) the Chief Operating Officer;

- (v) the Company Secretary/General Counsel.
- (e) These authorised officers may clarify information that AACo has publicly released but will not comment on material price sensitive issues that have not been disclosed to the market generally. AACo will not expressly or implicitly provide institutional investors or stockbroking analysts with earnings forecast guidance that has not been disclosed to the market generally.
- (f) All ASX releases and media releases of a non-procedural nature are to be circulated to the Disclosure Committee for approval in accordance with paragraph 3.2. Media releases of a procedural nature must be referred through the Company Secretary/General Counsel prior to release to journalists.
- (g) Slides and presentations to be used in briefings, or materials to be provided to the media or AACo's customers, should be given to the ASX prior to its release, in accordance with paragraph 3.6.

### 3.5 Interview/Briefing Blackout Period

To protect against inadvertent disclosure of material price sensitive information, AACo imposes communication “blackout” periods for the 30 day period prior to and one business day after the announcement of half-yearly results or full year results and in the 30 day period prior to and one business day after the issue of a prospectus offering AACo securities (refer AACo’s Share Trading Policy). In the “blackout” periods, AACo will not hold:

- (a) one-on-one briefings or interviews with institutional investors, individual investors, stockbroking analysts or the media to discuss financial information concerning AACo; or
- (b) open briefings (i.e. where all members of a relevant group are invited) other than to deal with matters which are the subject of an announcement via the ASX.

### 3.6 Presentation Materials

- (a) No material price sensitive information will be disclosed in presentation materials used by AACo in investor or analyst presentations, or materials to be provided to the media or AACo's customers, unless that information has been previously or simultaneously released to the ASX. Prior to any such presentations being used, the content of those presentations is to be reviewed for any new material price sensitive information by the Company Secretary/General Counsel or the Chief Financial Officer.
- (b) If presentation materials are released to the ASX, they will also be posted on AACo's website after confirmation of release by the ASX.
- (c) Where practicable, AACo will consider webcasting and/or teleconferencing any major presentation it gives to a group of investors or analysts (eg by providing dial-in details or providing a link to a live webcast). If that is not practicable, AACo will consider making available on AACo's website a recording or transcript of the presentation as soon as reasonably practicable.

### 3.7 Trading Halts

- (a) Where necessary, a trading halt may be requested to ensure that trading in AACo's securities is not occurring on an uninformed basis. For example, if AACo securities are trading at a time AACo becomes aware of information requiring disclosure, it may be necessary to request a trading halt until an appropriate announcement can be made.

- (b) The Company Secretary/General Counsel in consultation with the Chairman of the Board of Directors or, in his or her absence, the Disclosure Committee, is authorised to approve a trading halt request and the form of that request.

## 4 Legal Obligations

The Corporations Act and the ASX Listing Rules require AACo, as a company listed on the ASX, to comply with continuous disclosure obligations.

### 4.1 Disclosure Obligations

- (a) ASX Listing Rule 3.1

ASX Listing Rule 3.1 requires that AACo immediately notify the ASX of: *Any information of which AACo becomes aware, concerning AACo, that a reasonable person would expect to have a material effect on the price or value of any securities issued by AACo.*

- (b) Material Effect on the Price of Securities

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, buy or sell the securities.

A list of matters that may be considered to have a material effect is set out in Annexure A. This list is merely indicative and should not be seen as an exhaustive list of the matters that should be considered for disclosure.

- (c) Information in AACo's Knowledge

AACo becomes **aware of information** if any of its directors or executive officers has, or ought reasonably to have, come into possession of the information in the course of the performance of his or her duties as a director or executive officer of AACo.

- (d) Release of Information to Others

AACo must not release the material price sensitive information to any person (e.g. the media) until it has given the information to the ASX and has received an acknowledgment that the ASX has released the information to the market.

- (e) Information that is Generally Available

The obligation does not apply where the **information is generally** available.

Information is considered to be generally available if:

- (i) it consists of a readily observable matter; or
- (ii) 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 AACo and a reasonable period for it to be disseminated among such persons has elapsed; or
- (iii) it consists of deductions, conclusions or inferences made or drawn from other information that is generally available.

### 4.2 Exceptions to ASX Disclosure Obligations

Disclosure under Listing Rule 3.1 is not required where each of the following conditions is and remains satisfied:

- (a) a reasonable person would not expect the information to be disclosed; **and**

- (b) the information is confidential; **and**
- (c) one or more of the following conditions apply:
  - (i) it would be a breach of a law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation;
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated solely for the internal management purposes of AACo; or
  - (v) the information is a trade secret.

As soon as any of these elements are no longer satisfied (for example, the information is reported in the media and is therefore no longer confidential), AACo must immediately comply with its continuous disclosure obligations. The obligation to disclose the information arises even when two of the above three requirements remain satisfied.

“**Confidential**” means confidential as a matter of fact. AACo may give confidential information to its advisers and will continue to satisfy the exception as AACo retains control over the use and disclosure of the information. However, ASX would be likely to consider that information has ceased to be confidential if the information, or part of it, becomes known either selectively or generally, whether inadvertently or deliberately. For example, where there is rumour circulating or media comments about the information and the rumour or comment is reasonably specific, this will generally indicate that confidentiality has been lost. ***It is important that employees and advisers, who have access to information which is confidential, maintain the confidentiality of that information.***

### 4.3 False Market

- (a) If the ASX considers that there is or is likely to be a false market in AACo's shares and asks AACo to give the ASX information to correct or prevent a false market, AACo must give the ASX the information needed to correct or prevent the false market. The obligation to give information arises even if the exceptions apply. The ASX would consider that there is or is likely to be a false market in the following circumstances:
  - (i) AACo has information that has not been released to the market, e.g. because all of the limbs to the exceptions are satisfied; and
  - (ii) there is reasonably specific rumour or media comment in relation to AACo that has not been confirmed or clarified by AACo; and
  - (iii) there is evidence that the rumour or comment is having, or ASX forms the view that it is likely to have, an impact on the price of AACo's shares.
- (b) The term 'false market' refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery of AACo's shares. This may arise, for example, where:
  - (i) AACo has made a false or misleading announcement;
  - (ii) there is other false or misleading information, including a false rumour, circulating in the market about AACo; or
  - (iii) a segment of the market is trading on the basis of material information about AACo that is not available to the market as a whole.

- (c) The Company Secretary/General Counsel and Chief Financial Officer will adopt strategies to identify the occurrence of a false market, including by:
  - (i) monitoring AACo's share price;
  - (ii) reviewing analyst reports; and
  - (iii) considering commentary, speculation and rumours in mainstream media and also in non-mainstream media such as internet sites and social media.
- (d) Where market speculation indicates that a false market may have developed in AACo's shares due to false rumours or misleading information, then the Disclosure Committee may authorise a statement to be made in relation to that market speculation, rumour, or information.
- (e) Directors, management and employees must also inform the Company Secretary/General Counsel and/or the Chief Financial Officer if they have reason to believe that there is or is likely to be a false market in AACo's shares.

## 5 Management of the Policy

### 5.1 ASIC/ASX Guidance

ASIC and ASX have issued guidance notes which suggest practical steps that listed companies can take to ensure that they meet their continuous disclosure requirements, including:

- (a) keeping to a minimum the number of directors and staff authorised to speak on AACo's behalf;
- (b) appointing a senior officer to have responsibility for ensuring compliance with AACo's continuous disclosure obligations. This officer should be aware of information disclosures in advance, including information to be presented at private briefings;
- (c) implementing procedures which will ensure that material price sensitive information is released first to the ASX before disclosing it to others outside AACo and posting information on AACo's website as soon as practical after the ASX confirms release to the market, thereby making the information accessible to the widest audience of investors.

AACo has nominated the Company Secretary/General Counsel as the person with primary responsibility for all communication with the ASX in relation to Listing Rule matters.

### 5.2 Specific Responsibilities

The Company Secretary/General Counsel is responsible for:

- (a) liaising with the ASX in relation to continuous disclosure issues;
- (b) ensuring that the system for the disclosure of all material price sensitive information to the ASX in a timely fashion is operating;
- (c) reviewing proposed announcements by AACo to the ASX and liaising with the Disclosure Committee, the Board of Directors, MD/CEO or other relevant executives in relation to the form of any ASX releases;
- (d) liaising with the Disclosure Committee, senior executive and the Board of Directors, as appropriate, in relation to the disclosure of material price sensitive information;
- (e) keeping a record of all ASX and other releases that have been made;



- (f) periodically reviewing AACo's disclosure procedures in light of changes to the Listing Rules or Corporations Act and recommending any necessary changes to the procedures;
- (g) in consultation with the Disclosure Committee, preparing regular disclosure reports to the Board of Directors which advise of:
  - (i) material matters considered and the form of disclosure (if any); and
  - (ii) any material changes to AACo's continuous disclosure process; and
- (h) from time to time arranging training for directors, management and employees to assist their understanding of AACo's continuous disclosure obligations and the practices established to support compliance with this Policy.

## 6 Contraventions and Penalties

### 6.1 Contravention

AACo contravenes its Australian continuous disclosure obligations if it fails to notify the ASX of the information required by Listing Rule 3.1 to be disclosed. If AACo contravenes this obligation intentionally, recklessly or negligently by failing to notify the ASX of information:

- (a) that is not generally available; and
- (b) that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities issued by AACo;

AACo, and its officers, may be guilty of an offence under the Corporations Act.

### 6.2 Liability and Enforcement – Penalties for Breach

#### (a) AACo

If AACo contravenes its continuous disclosure obligations, it may face:

- (i) if the contravention is intentional or reckless - criminal liability with a monetary fine;
- (ii) civil liability for any loss or damage suffered by any person as a result of AACo's failure to disclose relevant information to the ASX; and
- (iii) de-listing from the ASX.

ASIC can also institute proceedings under the Australian Securities and Investments Commission Act 2001 (Cth).

#### (b) Others

AACo's officers (including its directors), employees or advisers who are involved in the contravention by AACo, may also face criminal (monetary fine and/or 5 years imprisonment) and civil liability as outlined above.

#### (c) Enforcement

The court also has power under the Corporations Act to order compliance with the Listing Rules on the application of the ASX, ASIC or an aggrieved person (for example, an AACo shareholder).

#### (d) Unwanted publicity

Contravention of its continuous disclosure obligations may also lead to unwanted publicity for AACo and may cause damage to its reputation in the market which may adversely impact upon the market value of its securities.

### **7 Shareholder Communication Policy**

#### **7.1 Reports to shareholders**

AACo produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the ASX Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about AACo and its proposals in its reports to shareholders.

#### **7.2 AACo's website**

AACo's website contains information about AACo including media releases, publications, selected announcements made to the market and related information. Investor information will be posted in a separate section on the website from other material about AACo.

AACo's charters and policies will also be available on the website, as appropriate.

The website also provides information for shareholders to direct inquiries to AACo.

#### **7.3 Electronic communications**

AACo will monitor the development and effectiveness of electronic communications to shareholders and, where appropriate, may communicate with shareholders via email or other electronic means (including via AACo's website).

#### **7.4 General meetings**

General meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting. AACo conducts its general meetings in accordance with its constitution, the Corporations Act and the ASX Listing Rules.

#### **7.5 Notices of meetings**

AACo seeks to ensure that the form, content and delivery of notices of general meetings will comply with its constitution, the Corporations Act and the ASX Listing Rules. Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting. AACo will place notices of general meetings and accompanying explanatory material on its website.

#### **7.6 Auditor to attend AGM**

The external auditor will attend each annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

#### **7.7 Shareholder privacy**

AACo recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.

## Annexure A – Information Disclosure Requirements

AACo must disclose any information that a reasonable person would expect to have a material effect on the price or value of securities issued by AACo. Set out below is an illustrative list of matters that may give rise to an obligation to make disclosure to the market. You should not take this as an exhaustive list of the issues that must be disclosed.

Relevant Information / Matter	
1	the financial condition, results of operations, company issued forecasts and earning performance of AACo or a controlled entity, which are significantly different from that anticipated by AACo or the market;
2	a proposed acquisition or disposition of material assets to be announced by AACo, a controlled entity or joint venture partner;
3	significant foreign activities (or significant proposed foreign activities), by AACo or a controlled entity;
4	events or occurrences that have an impact on the operations of AACo or a controlled entity;
5	natural disasters or accidents that have particular relevance to the businesses of AACo or its suppliers;
6	significant changes in technology or the application of technology which could affect business;
7	a proposed announcement to alter pricing or tariff policies;
8	legal proceedings against or allegation of any breach of the law, whether civil or criminal, by AACo or any of its employees;
9	any notification by a Ratings Agency that it will review the credit rating of AACo;
10	a change in AACo's financial forecast or expectation;
11	the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by AACo or any controlled entity;
12	an agreement between AACo (or a related party or subsidiary) and a director (or a related party of the director);
13	changes in AACo's directors, senior management or auditors;
14	any negative publicity;
15	entry by AACo or a company controlled by AACo into a new line of business or the discontinuance of a particular line of business;
16	planning to undertake a significant financing or security issue (whether debt or equity) or to take other action with respect to outstanding securities (e.g. share repurchase program, redemption of bonds) or any default on any securities; and
17	entry into, variation or termination of a material agreement (e.g., entry into or termination of a major customer or supply contract).

*Note: These examples are not an exhaustive list. You should notify any matters which you think may be "price sensitive" or influence an investor's decision to buy or sell securities.*