

Continuous Disclosure Policy

1. Introduction

- 1.1 Company Securities are quoted on ASX.
- 1.2 Under the ASX Listing Rules, the Company must immediately disclose 'price-sensitive information' to the market. Price-sensitive information is information that a reasonable person would expect to have a material effect on the price or value of Company Securities.
- 1.3 The continuous disclosure regime under the ASX Listing Rules is given legislative force under section 674 of the Corporations Act.
- 1.4 This policy embraces the principles contained in the ASIC guidance note, *Better Disclosure for Investors*, ASX Guidance Note 8 and the *Corporate Governance Principles and Recommendations (3rd edition)* published by the ASX Corporate Governance Council.

2. Defined terms

In this policy:

ASIC means the Australian Securities and Investments Commission.

ASX means the financial market operated by ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the Board of Directors of the Company from time to time.

CEO means the Chief Executive Officer of the Company.

CFO means the Chief Financial Officer of the Company.

Company means Asaleo Care Limited ACN 154 461 300.

Company Secretary means the company secretary of the Company from time to time.

Company Securities includes securities in the Company, options or rights over those securities and any other financial products of the Company traded on the ASX.

Corporations Act means the *Corporations Act 2001* (Cth), as re-enacted, amended or modified from time to time.

Disclosure Committee means the committee comprising the CEO, CFO and Company Secretary.

Disclosure Officer means the Company Secretary.

Group means the Company and its controlled entities.

3. Objective

Objectives of this policy are to:

- (a) ensure that the Company immediately (meaning, 'promptly and without delay') discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act;
- (b) ensure that the Company's officers and employees are aware of the Company's continuous disclosure obligations; and
- (c) establish procedures for:
 - (i) the collection of all potentially price-sensitive information;
 - (ii) assessing whether information must be disclosed to ASX under the ASX Listing Rules or under the Corporations Act and, if it is to be disclosed, that its announcement is factual, complete, balanced and expressed in a clear and objective manner that allows an investor to assess the impact of the information when making an investment decision;
 - (iii) approving and releasing to the ASX information determined to be price-sensitive and required to be disclosed so that all investors have equal and timely access to this information; and
 - (iv) responding to any queries from ASX (particularly queries under Listing Rule 3.1B).

4. Disclosure

- 4.1 The Board is responsible for approving and monitoring compliance with this policy.
- 4.2 The Board has authorised the Disclosure Committee to have responsibility for:
- (a) deciding if information should be disclosed to ASX (subject to any overriding authority of the Board, including in accordance with this policy);
 - (b) ensuring compliance with the Company's continuous disclosure obligations;
 - (c) establishing a system to monitor compliance with the Company's continuous disclosure obligations and this policy;
 - (d) monitoring regulatory developments so that amendments necessary to ensure that this policy continues to conform with those requirements can be considered by the Board; and
 - (e) monitoring changes in the market price of, and trading volume in, Company Securities to identify, and if necessary take action to remedy, a potential false or disorderly market in the Company's Securities (subject to any overriding authority of the Board).
- 4.3 Where appropriate, the Board will be consulted by the CEO or his or her delegate in relation to the disclosure (or non-disclosure) of major matters, and the form and content of any disclosure announcement. For urgent matters, if all the Board is not reasonably available, then consultation shall be with the Chairperson of the Board together with those Directors who are reasonably available, or if the Chairperson of the Board is not available, then the Chairperson of the Audit and Risk Committee with those Directors who are reasonably available. If no Directors are reasonably available, the CEO will consult with the Disclosure Officer before making a decision.
- 4.4 Routine administrative announcements, such as a disclosure to the market concerning a change in a director's notifiable interest in Company Securities, may be made by the Disclosure Officer following consultation with the CEO or his or her delegate.

5. Disclosure Officer

- 5.1 The Board has appointed the Company Secretary to act as the Disclosure Officer.

- 5.2 The Disclosure Officer is the primary point of contact with the ASX and is responsible for:
- (a) communicating with ASX about general matters concerning the ASX Listing Rules (in accordance with ASX Listing Rule 12.6);
 - (b) ensuring officers and employees of the Company are aware of and adequately understand:
 - (i) the Company's continuous disclosure obligations;
 - (ii) their responsibilities in relation to the Company's continuous disclosure obligations and to protect the confidentiality of information (including, when instructing advisers or conducting negotiations in relation to any matter that may give rise to price-sensitive information); and
 - (iii) this policy;
 - (c) if the Disclosure Officer thinks it necessary, implementing training sessions for officers and employees in relation to the Company's continuous disclosure obligations, their responsibilities in relation to those obligations and the protection of confidential information and this policy;
 - (d) implementing and supervising procedures for reporting potentially price-sensitive information;
 - (e) ensuring (by using all reasonable endeavours) that all announcements are:
 - (i) factual, objective and free from the use of any emotive or argumentative language;
 - (ii) balanced and free from any misleading or deceptive statements (including by omission);
 - (iii) do not omit material information;
 - (iv) are expressed in a clear, concise and effective manner; and
 - (v) to the extent that they contain financial information, compliant with the requirements of *ASIC Regulatory Guide 230 Disclosing non-IFRS financial information*,

in each case, so that investors can make fully informed investment decisions in response to that information.
- 5.3 The Disclosure Officer must maintain a file (Disclosure File) of:
- (a) material disclosed to ASX; and
 - (b) communications with ASX under Listing Rule 3.19B.
- 5.4 The Disclosure Officer must report the information referred to in paragraph 5.3 to the Board at each regular Board meeting.

6. Deciding if information should be disclosed

- 6.1 If an employee or officer of the Company becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to the Disclosure Officer or the CEO. The Company Secretary, along with Executive General Managers for their areas of responsibility, must ensure there are appropriate procedures in place so that all relevant information (i.e. any information that could be materially price sensitive) is reported to them immediately for on-forwarding in accordance with this policy. It is important for employees and officers of the Company to understand that just because information is reported to the Disclosure Officer or the CEO that does not mean that it will be disclosed to ASX. It is for the Disclosure Committee (subject to the Board's overriding authority) to determine whether information is material and requires disclosure. Accordingly, the Company's

policy is for all potentially material information to be reported to the Disclosure Officer or the CEO even where the reporting officer or division is of the view that it is not in fact 'material'. The officer's or division's view on materiality can (and should) be shared with the Disclosure Officer or the CEO, but will not be determinative. A similar reporting obligation also arises where a non-executive director (in their capacity as a director of the Company) becomes aware of information that should be considered for release to the market.

- 6.2 Subject to the Board's overriding authority, the Disclosure Committee is responsible in the first instance for deciding if information should be disclosed. Accordingly, all potentially price-sensitive information must be given to the Disclosure Committee for their consideration as to whether such information needs disclosure.
- 6.3 If the Disclosure Committee decides that information is price-sensitive and therefore must be disclosed, the Disclosure Officer must:
- (a) prepare a draft ASX announcement disclosing that information; and
 - (b) seek approval pursuant to paragraph 4.3 prior to release.
- 6.4 If in any doubt, the CEO or Disclosure Officer must refer the matter to the Chairperson on behalf of the Board. The CEO, Disclosure Officer or the Chairperson will, if necessary, seek appropriate external advice.
- 6.5 Where any information is reported as referred to in paragraph 6.1, and the Disclosure Committee determines that the circumstances are developing but the information is not presently disclosable, the Disclosure Officer must oversee the preparation of an appropriate draft announcement to facilitate immediate disclosure of the information if it later becomes disclosable (for example, as a result of confidentiality being lost through a 'leak').
- 6.6 If an officer or employee is in doubt about whether information is potentially price-sensitive, he or she must immediately give that information to the CEO or the Disclosure Officer for consideration.

7. Assessing if information is price-sensitive

- 7.1 The guiding principle is that the Company must immediately disclose to ASX any information concerning the Group that a reasonable person would expect to have a material effect on the price or value of Company Securities.
- 7.2 If information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Company Securities, it is material. However, information could be material in other ways and materiality must be assessed having regard to all the relevant background information, including past announcements that have been made by the Company and other generally available information. If there is any doubt, the information should be disclosed to the CEO or the Disclosure Officer for consideration.
- 7.3 There are many types of information that could give rise to a disclosure obligation. Examples of the types of information that may need to be disclosed include:
- (a) a transaction that will lead to a significant change in the nature or scale of the Group's activities;
 - (b) a change in revenue or profit or loss forecasts that is materially different from market expectations;
 - (c) a change in asset values or liabilities;
 - (d) a change in tax or accounting policy;

- (e) a decision of a regulatory authority in relation to the Group's business;
- (f) a relationship with a new or existing significant customer or supplier;
- (g) a formation or termination of a joint venture or strategic alliance;
- (h) the granting or withdrawal of a material licence;
- (i) an entry into, variation or termination of a major contract;
- (j) a significant transaction, such as an acquisition or disposal, involving the Group;
- (k) any rating applied by a rating agency to the Company or Company Securities and any change to such a rating;
- (l) a labour dispute;
- (m) a threat, commencement or settlement or resolution of any material litigation or claim;
- (n) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (o) an agreement between the Company and a related party such as one of its Directors or one of their controlled entities; or
- (p) a director's ill health or death.

8. Exception to disclosure and confidentiality

8.1 Under ASX Listing Rule 3.1A, the Company does not have to give ASX information if:

- (a) one or more of the following applies:
 - (i) it would be a breach of the 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 for internal management purposes; or
 - (v) the information is a trade secret;
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

8.2 When the Company is relying on an exception to Listing Rule 3.1, or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality protocols must be adhered to. A leak of confidential information will immediately deny the Company the ability to withhold the information from the ASX and force the Company to make a 'premature' announcement.

9. False markets, market speculation and rumours

- 9.1 Market speculation and rumours, whether substantiated or not, have the potential to impact Company Securities. Speculation may also contain factual errors that could materially affect Company Securities.
- 9.2 The Disclosure Committee will monitor movements in the price or trading activity of Company Securities to identify circumstances in which a false market may have emerged in Company Securities.

- 9.3 If ASX asks the Company to give it information to correct or prevent a false market, the Disclosure Officer is responsible for giving the information to ASX after following the procedure in paragraph 6.
- 9.4 The Company's general policy is that it does not respond to market speculation or rumours. However, the Disclosure Committee or the Board (as applicable) may decide to make a statement in response to market speculation or rumours if:
- (a) they consider that the Company is obliged at that time to make a statement to the market about a particular matter;
 - (b) consider it prudent in order to prevent or correct a false market occurring in Company Securities; or
 - (c) ASX asks for information.

10. Public release of disclosed information

- 10.1 All information disclosed to ASX under this policy will subsequently be placed on the Company's website.
- 10.2 The Disclosure Officer will be provided with confirmation from ASX that the information has been released to the market, before the information is disclosed to any other entity or placed on the Company website.

11. Trading halts

- 11.1 The Company may ask ASX to halt trading in Company Securities to:
- (a) maintain orderly trading in its securities; and
 - (b) manage its continuous disclosure obligations.
- 11.2 Decisions about trading halts will be made following consultation with the Chairperson of the Board (or if he or she is not reasonably available, the Chairperson of the Audit and Risk Committee). If a decision is required to be made on an urgent basis and such Director consultation is not possible, the CEO or his or her delegate shall consult the Disclosure Officer before making a decision.

12. Presentation and briefing materials

Any presentation or briefing materials for open or one-on-one briefings, including to shareholders, institutional investors, stockbroking analysts or trade conferences, must be given to the CEO or the Disclosure Officer before the briefing to determine if they contain any price-sensitive information that has not been released to the market. If such a determination is made it must be released to the ASX before it is otherwise presented.

13. Informing employees

- 13.1 This policy or a summary of it will be distributed to employees to help them understand the Company's continuous disclosure obligations, their individual reporting responsibilities and the need to keep the Company's information confidential.

14. Policy breaches

If an employee breaches this policy, he or she may face disciplinary action, including dismissal in serious cases.

15. Questions

Any questions about the Company's continuous disclosure obligations or this policy should be referred to the Disclosure Officer.

16. Review and changes

16.1 The Board, will review this policy as often as it considers necessary.

17. Approved and adopted

This policy was approved and adopted by the Board on 20 October 2014.