



Continuous Disclosure and Shareholder Communications Policy

OneVue Holdings Limited

ACN 108 221 870

27 September 2016

All about you

Continuous Disclosure and Shareholder Communications Policy

OneVue Holdings Limited | ACN 108 221 870



Table of contents

1. Commitment to disclosure	3
2. Purpose & Application.....	3
3. Continuous disclosure obligations	3
4. Reporting to the Secretary	4
5. Release of ASX announcements	4
6. Dealing with the media and analysts.....	5
7. Results and future earnings.....	5
8. Pre-results periods.....	5
9. False market.....	5
10. Trading halts.....	6
11. Accountability.....	6
12. Shareholder enquiries.....	6
13. Communication channels	6
14. Non-compliance.....	6
15. Review.....	7

Continuous Disclosure and Shareholder Communications Policy

OneVue Holdings Limited | ACN 108 221 870



1. Commitment to disclosure

1.1 OneVue Holdings Limited ('Company') is committed to:

- (a) complying with the continuous disclosure requirements imposed by law (including the Corporations Act 2001 and ASX Listing Rules); and
- (b) meeting stakeholders' expectations for providing timely, balanced and meaningful disclosure of information to allow a fair and well-informed market in its securities.

2. Purpose & Application

2.1 The purpose of this Policy is to:

- (a) assist the Company and its subsidiaries (Group), the Group's Officers, staff, contractors and consultants to comply with the continuous disclosure obligations (which carry serious penalties for non-compliance); and
- (b) set out the procedures that must be followed for the release of information to the ASX, the investment community, the media and the public.

3. Continuous disclosure obligations

3.1 Unless an exception under the ASX Listing Rules applies, the Company is required to immediately notify the ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. This type of information is referred to in the ASX Guidance note as "market sensitive information".

- (a) 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.
- (b) A reasonable person would be taken to expect information to have a material effect on the price or value of the Company's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

3.2 The continuous disclosure obligations have the force of law under the Corporations Act 2001.

3.3 Matters which may require disclosure, if material, include:

- (a) a transaction that will lead to a significant change in the nature or scale of the Company's activities;
- (b) material acquisitions or disposals;
- (c) giving or receiving a notice of intention to make a takeover;
- (d) the entry into, variation or termination of material agreements;
- (e) the fact that the Company's earnings will be materially different from market expectations;
- (f) the granting or withdrawal of a material license;
- (g) the under subscription or over subscriptions to an issue of securities;
- (h) becoming a plaintiff or defendant in a material law suit;
- (i) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (j) the appointment of a liquidator, administrator or receiver; and
- (k) any rating applied by a rating agency to the Company or its securities and any change to such a rating.

3.4 Disclosure is not required if exceptions 3.6(a) to 3.6(c) are satisfied:

- (a) one or more of the following five situations 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 of matters of supposition or is insufficiently definite to warrant disclosure;

Continuous Disclosure and Shareholder Communications Policy

OneVue Holdings Limited | ACN 108 221 870



- (iv) the information is generated for internal management purposes; or
- (v) the information is a trade secret; and

- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect it to be disclosed.

3.5 Whether such an exception applies can only be determined by those listed in paragraph 5 of this Policy. It does not change the obligation on the Company's staff to report material information under this Policy.

3.6 All staff must maintain and keep all material information strictly confidential until it is released to the ASX.

3.7 If the confidentiality of material information is compromised (eg, if it is reported or referred to in the media or discussed on social media), staff, once they become aware, must immediately inform the Secretary, who will consult with the Managing Director (MD) and Chair (and in the Chair's absence, the Chair of the Audit Risk Management and Compliance Committee) to determine whether any disclosure is required.

4. Reporting to the Secretary

4.1 On becoming aware of information that:

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

staff must provide the Secretary 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's securities.

4.2 Staff should also inform the Secretary if they consider or are aware of any prior disclosure to the ASX which is inaccurate or incomplete.

5. Release of ASX announcements

Release to ASX

5.1 The Board has designated the Secretary as the person responsible for coordinating disclosure of information to the ASX as well as communicating with the ASX.

5.2 The Company must not release material information publicly until it has been disclosed to the ASX.

Procedures

5.3 The procedures for the release of ASX announcements by the Company are as follows:

- (a) the Secretary, MD and Chair (and in the Chair's absence, the Chair of the Audit Risk Management and Compliance Committee) will make a determination as to whether certain information is market sensitive;
- (b) any and all Company staff named in the announcement will review the content of the announcement for factual accuracy in respect of information attributable to them and provide written consent for inclusion of the names in the announcement to the Secretary;
- (c) prior to release to the market, all key announcements will be reviewed and a written approval given to the Secretary by either:
 - (i) the Board; or
 - (ii) the MD and Chair (and in the Chair's absence, the Chair of the Audit Risk Management and Compliance Committee) having consulted with those Directors who are available, where time does not allow for the Board to meet and consider the announcement;

Continuous Disclosure and Shareholder Communications Policy

OneVue Holdings Limited | ACN 108 221 870



- (d) after confirmation of the release has been obtained from the ASX, the Secretary will circulate the release to all Directors of the Company;
- (e) all announcements released are to be posted on the Company's website as soon as practicable; and
- (f) the Secretary is to maintain a register and copy of all announcements released.

6. Dealing with the media and analysts

- 6.1 All media enquiries relating to the Company must be referred to the Communications Manager, who will then consult the Chair and/or MD. Media comment will be made only by the Chair, MD, CFO or a person authorised by them and only to the extent of that authorisation.
- 6.2 The Chair or MD must approve all press releases and external presentations.
- 6.3 The Company will from time to time conduct briefings to analysts, institutions and stockbrokers to enhance their understanding of the Company. In these cases, the following procedures must be followed:
 - (a) all communications with market analysts will be conducted by the MD or the CFO, or other person approved by the MD or the CFO;
 - (b) no material information will be disclosed at these briefings unless it has been previously or simultaneously released to the ASX;
 - (c) questions at briefings that deal with material information not previously disclosed will not be answered;
 - (d) if material information is inadvertently released during a briefing, it will immediately be released to the ASX; and
 - (e) a record of all meetings and briefings with investors or analysts will be kept.
- 6.4 The Company will generally avoid commenting on media or analysts' reports and financial projections other than to correct material errors in factual information and underlying assumptions.

7. Results and future earnings

- 7.1 The Board must approve:
 - (a) the substantive content of all market presentations relating to the Company's annual or half yearly financial results; and
 - (b) any statement relating to the future earnings performance of the Company.

8. Pre-results periods

- 8.1 During the periods between the end of the Company's financial reporting periods and the announcement of its results, its Directors, management and staff must not:
 - (a) discuss any financial information, broker estimates or forecasts with investors, analysts or the media unless that information has previously been disclosed to the ASX.
 - (b) conduct briefings to and interviews with analysts, institutions and stockbrokers so as to prevent any inadvertent release of material information.

9. False market

- 9.1 ASX Listing Rule 3.1B requires the Company 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 even if an exception to the Continuous Disclosure Rules applies.
- 9.2 If staff 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 Secretary.
- 9.3 All staff must observe the Company's strict "no comment" policy on media speculation. The Company may only make a statement about or respond to speculation or rumour where the Company considers that it is required to do so.

10. Trading halts

10.1 The Secretary is authorised to initiate a request for a trading halt subject to obtaining the Chair's approval. In the event that the Chair is unavailable, the Secretary must obtain the MD's approval.

11. Accountability

11.1 The Secretary is accountable for:

- (a) providing guidance to determine what constitutes material information under this Policy;
- (b) providing advice as to disclosure of material information, responding to queries with the ASX and ASIC, or reacting to claims of market rumours or speculation; and
- (c) disclosing material information to the ASX once a decision to make that disclosure has been made in accordance with this Policy.

11.2 The Secretary is responsible for communication with the ASX, including in relation to ASX Listing Rule matters.

11.3 The staff set out below may have heightened accountability for ensuring that material information is disclosed to the Secretary under this Policy:

- (a) Chair, MD and Directors;
- (b) all subsidiaries' Directors; and
- (c) all Members of the Management Team.

12. Shareholder enquiries

12.1 Shareholders will often contact the share registry directly about their holding in the Company. All other shareholder enquiries are to be referred to the Secretary. The Secretary will determine whether the enquiry is about information that has been published by the Company and direct the shareholder to that information. Market sensitive information will not be disclosed.

13. Communication channels

13.1 The Company will actively promote communication with shareholders through a variety of measures, including the use of the Company's website (www.onevue.com.au) and email. The Company's reports and ASX announcements will be available to view and download from its website or the ASX website (www.asx.com.au) under ASX code "OVH".

In particular, where appropriate, after confirmation of receipt by the ASX, the following will be posted to the Company's website:

- (a) relevant announcements made to the market via the ASX;
- (b) media releases;
- (c) investment updates;
- (d) company presentations and media briefings;
- (e) copies of press releases and announcements; and
- (f) copies of annual and half yearly reports including financial statements;
- (g) The Company will also maintain an email list to facilitate the distribution of the Company's announcements via email in a timely manner.

14. Non-compliance

14.1 All staff must comply with this Policy.

14.2 Non-compliance with the continuous disclosure obligations may constitute a breach of the Corporations Act or the ASX Listing Rules. This may result in serious criminal and civil penalties both for the Company and the individual staff.

14.3 Breaches of this Policy may lead to disciplinary action being taken against the relevant staff including dismissal in serious cases.

Continuous Disclosure and Shareholder Communications Policy

OneVue Holdings Limited | ACN 108 221 870



15. Review

- 15.1 This Policy will be regularly reviewed for changes in legislative requirements and best practice for continuous disclosure. The Board must approve any amendments to and replacement of this Policy.
- 15.2 Disclosure of Policy
- 15.3 This Policy will be made available, and updated as required, on the Company's website (www.onevue.com.au) in a clearly marked "Corporate Governance" section.



All about you