



Continuous Disclosure and Shareholder Communications Policy

OneVue Holdings Limited

ACN 108 221 870

June 2020

Strength in numbers

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	6
9. False market	6
10. Trading halts	6
11. Accountability	6
12. Shareholder enquiries	7
13. Communication channels	7
14. Non-compliance	7
15. Review	7
16. Disclosure of Policy	7
17. Dictionary	7
Document History	8

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);
 - (b) ensuring the Company's market announcements are accurate, balanced and expressed in a clear and objective manner to assist investors and the market to assess the impact of announcements and information disclosed; and
 - (c) meeting stakeholders' expectations for providing accurate, 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, investor 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 or is needed to prevent or correct a false market in its securities. This type of information is referred to in the ASX Guidance note as "market sensitive information" and includes:
- (a) the Company becoming aware of information or if any of its Directors or Officers have, 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; and
 - (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 Under the ASX Listing Rules, 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 a material agreement;
 - (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;
 - (k) the giving or the receiving of a notice of intention to make a takeover; and
 - (l) 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 3.4(a) to 3.4(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;
 - (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 3.4 of this Policy. It does not change the obligation on the Company's Directors, Officers and staff to report material information under this Policy in accordance with paragraph 4 of this Policy.
- 3.6 All Directors, Officers and staff must safeguard the confidentiality of corporate information to avoid premature disclosure and must maintain and keep all material information strictly confidential until it is released to the ASX.

4. Reporting to the Secretary

- 4.1 On becoming aware of information that:
- (a) is market sensitive or material information; and
 - (b) is not generally available (i.e. the information in question has not been included in any Annual Report, ASX announcement or other Company release or publication);

Directors, Officers and staff must provide the Company Secretary (Secretary) 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 Directors, Officers and staff should also inform the Secretary if they consider or are aware of any prior disclosure to the ASX which is inaccurate or incomplete.
- 4.3 If the confidentiality of material information is compromised (e.g., 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 of the Board (Chair) (and in the Chair's absence, the Chair of the Audit Risk Management and Compliance Committee) to determine whether any disclosure is required.

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 review and 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) If no person is named then the Secretary will be responsible for ensuring that a process to validate the factual accuracy of the content of the announcement has been undertaken prior to the announcement's release.
- (d) 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;
- (c) the announcement must state by authority who has authorised the release of the statement or announcement to the ASX and the market;
- (d) after confirmation of the release has been obtained from the ASX, the Secretary will promptly circulate the release to all Directors of the Company;
- (f) all announcements released are to be posted on the Company's website as soon as practicable; and
- (g) the Secretary is to maintain a register and a copy of all announcements released to the ASX.

6. Dealing with the media and analysts

- 6.1 All media enquiries relating to the Company must be referred to the Secretary or MD, 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, briefings 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 market sensitive or material information not previously released under paragraph 6.3(b) will not be answered;
 - (d) if material information is inadvertently released during a briefing, it will immediately be released to the ASX;
 - (e) a record of all meetings and briefings with investors or analysts will be kept; and
 - (f) to ensure equality of information among investors, the Company will provide investors with the opportunity to participate in briefings via web telecast and make available a copy of the telecast or transcript or a copy of briefing or presentation via the Company website.
- 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. Please also refer to OneVue's Media Communications Policy which sets out generally OneVue's policy on media communications.

7. Results and future earnings

- 7.1 The Board must approve:
 - (g) the substantive content of all press releases, briefings and external market presentations relating to the Company's annual or half yearly financial results; and
 - (h) 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, Officers, 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 must 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.

Procedures

- 9.4 The process set out in paragraph 5.3 of this Policy will be the process for responding to speculation or making announcements to avoid the emergence of a false market and liaising with the ASX.

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 market sensitive or material information under this Policy;
 - (b) providing advice as to disclosure of market sensitive or material information, responding to queries with the ASX and ASIC, or reacting to claims of market rumours or speculation; and
 - (c) disclosing market sensitive or material information to the ASX once a decision to make that disclosure has been made in accordance with this Policy.
- 11.2 The Secretary, or their delegate, 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, Directors and Officers;
 - (b) all subsidiaries' Directors and Officers; and
 - (c) all members of the Company's senior 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, external market presentations and announcements;
- (f) copies of annual and half yearly reports including financial statements; and
- (g) notice of shareholder meetings, proposed resolutions and explanatory memorandums.

The Company or the Company's Share Registry, will also maintain an email list to facilitate the distribution of the any of the Company's publications referred to above 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.

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 or the replacement of this Policy.

16. Disclosure of Policy

- 16.1 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.

17. Dictionary

- 17.1 Unless stated otherwise in this Policy:

ASX means the Australian Securities Exchange;

ASX Listing Rules means the Listing Rules of the Australia Securities Exchange as issued from time to time;

Director is given the same meaning under the Corporations Act 2001 (Cth);

Officer is given the same meaning under the Corporations Act 2001 (Cth).

Document History

Version Number	Review Conducted by	Adopted / Approved By	Approval Date	Nature of Amendments
3	ARMCC	Board	June 2020	Various amendments made to reflect changes to the ASX corporate governance principles and recommendations (4th Ed) and to ensure it is consistent with best practice for continuous disclosure.
2	ARMCC	Board	27 Sep 2016	Various amendments made to reflect changes in legislative requirements and best practice for continuous disclosure
1	Board	Board	6 Jun 2014	Approved by the Board



OneVue
PO Box R1926
Royal Exchange NSW 1225
P: 1300 790 235
F: 02 8022 7448
E: service@onevue.com.au
onevue.com.au

Strength in numbers