

Continuous Disclosure Policy

1. Introduction

- 1.1 M2 Group Ltd ('M2' or 'the Company') has significant obligations under the Corporations Act and the ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of M2's securities.
- 1.2 M2 is committed to the principles of continuous disclosure and providing its shareholders and the market with full, equal and timely information about its activities, and ensuring compliance with its obligations.
- 1.3 M2 discharges its obligations by releasing information to the ASX in the form of ASX releases or, where appropriate, through disclosure of other relevant documents (e.g. the annual report and results announcements).
- 1.4 This Policy was reviewed and updated by the Board on [27 June 2015].

2. Continuous Disclosure – Overview of the Guiding Principles

ASX Listing Rule 3.1

- 2.1 ASX Listing Rule 3.1 requires that M2 **immediately** notify ASX of:
“any information the Company becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of the Company's securities ('Price Sensitive Information').”
- 2.2 M2 must not release Price Sensitive Information to any person (eg brokers, analysts, the media, professional bodies or any other person) or release the information on M2's website, until the information has been given to the ASX and an acknowledgment that the ASX has released the information to the market has been received by M2.
- 2.3 “Immediate” disclosure under Listing Rule 3.1 requires that the disclosure must be made “promptly and without delay”. Although this time period may vary depending on the circumstances, the information must be disclosed to the ASX as quickly as possible in the circumstances and must not be deferred, postponed or put off to a later time.

Material effect on the price of securities

- 2.4 What constitutes information which could be expected to have a 'material effect' on price or value must be determined having regard to all relevant background information, including past announcements that have been made by the Company and other generally available information.
- 2.5 Some examples of what might constitute information that is of Material Effect, are included in the definition of the term.

Exceptions to Disclosure Obligations

- 2.6 Disclosure under ASX Listing Rule 3.1 is not required where **each** of the following conditions is and remains satisfied:
- (1) a reasonable person would not expect the information to be disclosed;
and
 - (2) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; **and**
 - (3) **one or more** of the following conditions apply:
 - (A) it would be a breach of a law to disclose the information;
 - (B) the information concerns an incomplete proposal or negotiation;
 - (C) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (D) the information is generated solely for the internal management purposes of M2; or
 - (E) 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), M2 must immediately comply with its continuous disclosure obligations.

- 2.7 When the Company is relying on this 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, regardless of the source of the leak.
- 2.8 Information about a matter involving the Company may cease to be confidential if there is:
- (a) a reasonably specific and reasonably accurate media or analyst report about the matter;
- or

- (b) a reasonably specific and reasonably accurate rumour known to be circulating the market about the matter; or
- (c) a sudden and significant movement in the market price or traded volumes of the Company's securities that cannot be explained by other events or circumstances.

3. Continuous Disclosure – Policy and Procedure

Disclosure Procedure

3.1 The following general procedure applies to safeguard M2 against inadvertent breaches of continuous disclosure obligations:

- (a) Management and/or other team members must notify the Disclosure Committee (or, the Company Secretary, who will notify the Disclosure Committee) if they become aware of any information, at any time, which should be considered for release to the market (i.e. any information which could be defined as Price Sensitive Information). M2's policy is for all **potentially material information** to be reported to the Disclosure Committee even where the Management team member is of the view that it is not in fact "material".
- (b) The Disclosure Committee will then:
 - (i) review the information reported by Management or other team members (including taking note of Management's view on materiality);
 - (ii) urgently seek or consult with external advisors (if required);
 - (iii) determine whether the information is required to be disclosed to the ASX;
 - (iv) consider whether it is necessary to seek a trading halt to facilitate an orderly, fair and informed market in the Company's securities;
 - (v) co-ordinate the actual form of disclosure with the Corporate Communications Manager, who may then draft the appropriate announcement or release; and
 - (vi) confirm the required approval for the proposed disclosure.
- (c) Should a decision be made by the CEO or the Board not to disclose information, the details of such information and the reasons for non-disclosure shall be noted as an internal record and retained by the Company Secretary.
- (d) Where any information is reported as referred to in paragraph 4(b), and the Disclosure Committee determines that the circumstances are developing but the information is not presently disclosable, the Corporate Communications Manager, in conjunction with the Company Secretary and the CEO, must prepare 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').

- (e) Where open briefings or public speeches are to be made and, in accordance with this policy, relevant presentation materials and speeches are to be lodged with the ASX, prior approval will be obtained from the Chairman and CEO.
- (f) The Board will regularly be provided with a list of all announcements disclosed to the ASX.
- (g) It is a standing agenda item at all of the Company's Board meetings to consider whether any matters reported to or discussed at a Board meeting should be disclosed to the market pursuant to the Company's continuous disclosure obligation. Continuous disclosure is also a standing agenda item at senior management meetings for the purpose of monitoring compliance with the Company's obligations.

Communication of Announcements

- 3.2 Once an announcement has been made to the ASX and the ASX has confirmed receipt, the Corporate Communications Manager shall be responsible for:
- (a) distributing to 'Shareholder Email Alert' subscribers; and
 - (b) co-ordinating any media, analyst and/or institutional shareholder interviews with the CEO in respect of the announcement.

Authorised Company Contact and Spokespersons

- 3.3 The Company Secretary has been nominated by the Board as the person responsible for communications with ASX and liaising with the ASX in respect of continuous disclosure matters.
- 3.4 The only person authorised to speak to the media in relation to an announcement or matter regarding Company affairs is the CEO. Authorised spokespeople for other market participants, including analysts, investors and brokers include are the CEO, CFO and Corporate Communications Manager. In some circumstances, the Chairman may act as the Company's spokesperson to media and market.
- 3.5 The CEO or Chairman may nominate alternative or additional Company contacts and/or spokespersons from time to time.
- 3.6 If any other director or team member receives a request for comment from a third party in respect of an announcement or matter regarding the Company affairs, they must advise that they are not authorised to speak on behalf of M2 and refer the inquiry to the Corporate Communications Manager in the first instance.

Analyst and Media Briefings

- 3.7 M2 recognises the importance of maintaining positive relationships with investors, analysts and media representatives and considers this part of its proactive investor relations strategy. For more detail, please see M2's Investor Relations Communications Policy.
- 3.8 From time to time, including following the release of financial results and an announcement containing Price Sensitive Information, the CEO will conduct analyst and investor briefings. In such cases the following disclosure procedures apply:
- (a) Any information provided as part of a briefing, such as an investor presentation, shall be drafted and co-ordinated by the Corporate Communications Manager, in consultation with the CEO. The Disclosure Committee and the Board must review such information prior to release to ASX.
 - (b) Any material provided for the purpose of a briefing and containing information not previously released to the ASX, such as an investor presentation, will be released to ASX prior to the commencement of any briefing and will also be posted on M2's website.
 - (c) Information provided as part of a briefing, including during a briefing is subject to this Policy, and as such, no information which may be considered as Price Sensitive shall be disclosed (unless previously disclosed to ASX).
 - (d) If any Price Sensitive Information is inadvertently disclosed during a briefing, it will be immediately released to the ASX and posted on M2's website.
- 3.9 Where possible, M2 will arrange for advance notification of significant group briefings (such as those briefings following a release of half year and annual financial results) via release to the ASX and make them widely accessible, including by posting relevant presentations or other information provided during or as part of a group briefing. If practical and cost-efficient, the Company may also consider the use of webcasting or another form of mass communication.
- 3.10 M2 will keep a record of all briefings, including date, time and place, names of those present (or numbers if more appropriate) as well as a summary of the issues discussed ('**Analyst Briefing Register**'). The Corporate Communications Manager is responsible for maintaining the Analyst Briefing Register for internal use.

Interview/Briefing Black-Out Period

- 3.11 If the CEO holds a media, analyst or broker briefing during a two month period leading up to the release of M2's half-year or annual financial results, only previously disclosed Price Sensitive Information may be disclosed. In addition, the CEO will not make any comment or answer any questions on the expected financial results.

Review of analyst reports and forecasts

- 3.12 M2 recognises the importance placed on reports by stockbroking analysts.
- 3.13 The Corporate Communications Manager will maintain a record of analysts' earnings forecasts and provide a summary report of these forecasts to the CFO on a regular basis.
- 3.14 The CFO will monitor the general range of analysts' forecast earnings relative to M2's own internal forecasts and any financial forecasts previously published by the Company.
- 3.15 If the CFO becomes aware of a material divergence between the 'consensus' of the analysts' forecasts and management's own expectations, the CFO will refer the matter immediately to the Disclosure Committee to consider the necessity for an ASX announcement.

Monitor media and share price movements

- 3.16 The Corporate Communications Manager will monitor:
 - (a) media reports about M2;
 - (b) M2's share price movements; and
 - (c) significant investor blogs, chat-sites or other social media it is aware of that regularly posts comments about M2.
- 3.17 If the Corporate Communications Manager identifies unusual or unexpected price movements or unexpected media coverage (for example, media coverage in relation to price sensitive matters that have not yet been disclosed by M2 to the market) or the circumstances suggest that a false market may have emerged in M2's securities, the Corporate Communications Manager will report the matter to the Company Secretary to determine whether the circumstances should be reviewed by the Disclosure Committee.

Trading Halts

- 3.18 M2 may request a trading halt to maintain fair, orderly and informed trading in its securities and to manage disclosure issues.
- 3.19 If the market is or will be trading at any time after M2 becomes aware of an obligation to disclose information but is not in a position to make immediate disclosure to the market, the Disclosure Committee should consider whether to request a trading halt.
- 3.20 The Company Secretary will be responsible for liaising with ASX in respect of a request for a trading halt, which the Company may request for up to two days, depending upon the particular circumstances.

Confidentiality

3.21 All team members of M2 and its subsidiaries are expressly obligated to not disclose confidential Company information to any person except with the prior consent of M2 or as may be required by law. Confidential information includes information that may be considered Price Sensitive Information. This obligation is contained within Company codes of conduct and employment agreements or instruments.

4. Roles and Responsibilities

4.1 The Board has ultimate responsibility for ensuring that M2 complies with continuous disclosure obligations, including those imposed by the Corporations Act and ASX Listing Rules. M2's officers and team members also have certain responsibilities in respect of assisting the Board to discharge its obligations.

Role	Key Responsibilities
<p>Board of Directors</p>	<p>Board approval and input will only be required in respect of matters that are clearly within the reserved powers of the Board (and responsibility for which has not been delegated to management) or matters that are otherwise of fundamental significance M2, including:</p> <ul style="list-style-type: none"> • significant profit upgrades or downgrades; • dividend policy, guidance or declarations; • company transforming transactions or events; and • any other matters that are determined by the CEO, Disclosure Committee or the Chairman to be of fundamental significance to the Company. <p>Where an announcement is to be considered and approved by the Board, the Company Secretary and Disclosure Committee must ensure that the Board is provided with all relevant information necessary to ensure that it is able to fully appreciate the matters dealt with in the announcement.</p> <p>If an announcement that would ordinarily require Board approval must immediately be disclosed to the market in order for M2 to comply with its continuous disclosure obligations, all reasonable effort must be made to have the announcement urgently considered and approved by the Board prior to release. However, if this approval cannot be obtained, the Chairman and CEO may authorise disclosure to ensure compliance. The announcement must then be considered by the Board at the first possible opportunity following its release to determine what, if any, further steps need to be taken by the Company.</p> <p>No other announcement should be referred to the Board</p>

	for approval (as opposed to simply being circulated to directors 'for their information' after the announcement has been made).
Disclosure Committee (constituted by the Chairman, CEO, CFO and the Company Secretary , or their delegates)	Responsible for: <ul style="list-style-type: none"> ensuring the Company complies with its continuous disclosure requirements; reviewing information which is brought to its attention to determine if there is a disclosable matter and, if so, whether any Listing Rule non-disclosure exception applies; approving the final form of announcements; approving the release of an announcement to ASX; establishing and maintaining the Company's disclosure policies and procedures and ensuring that there is an adequate system in place for the disclosure of all material information to the ASX and other authorities in a timely fashion; considering any enquiries received from the ASX, including any "false market" response letters; and reviewing, and advising the Board on, any infringement notice, or written statement of reasons issued to the Company by ASIC.
CEO (and in some cases the Chairman in the absence of the CEO, or in consultation)	<ul style="list-style-type: none"> Ensure the Company complies with its continuous disclosure obligations Consider situations where information may need to be disclosed to ASX, in consultation with the Company Secretary Consider situations where a trading halt may be required, in consultation with the Chairman and the Company Secretary Act as the Company's spokesperson in relation to media and other external briefings
Company Secretary	Has primary responsibility for all communication with the ASX in relation to Listing Rule matters. In particular the Company Secretary is responsible for: <ul style="list-style-type: none"> liaising with the ASX in relation to continuous disclosure issues; the lodging of announcements with the ASX in relation to continuous disclosure matters; ensuring compliance with this Policy; ensuring senior management are aware of this Policy and related procedures, and of the principles underlying continuous disclosure; ensuring this Policy is reviewed and updated periodically as necessary; maintaining an accurate record of all announcements sent to the ASX and all correspondence with ASIC in relation to the Company's continuous disclosure obligations.

	<ul style="list-style-type: none"> providing guidance and advice to the Board and the Disclosure Committee in relation to continuous disclosure obligations
Corporate Communications Manager	<ul style="list-style-type: none"> Upon advice by the CEO or Company Secretary, prepare appropriate announcements for release to ASX Prepare other public releases as required Upload approved announcements to ASX's company announcement office on confirmation from CEO and Company Secretary Circulate announcements to internal team, Email Alerts subscribers, selected capital markets and other specific external stakeholders Monitor media for any rumours or speculation Coordinate analyst, shareholder and media briefings for the CEO Maintain Analyst Briefing Register Review Analyst coverage, in the first instance
Management	<ul style="list-style-type: none"> As soon as becoming aware, provide details of information which may require disclosure to the Company Secretary Where appropriate, provide comment on proposed announcements

5. Other disclosure obligations

- 5.1 The Company has numerous other disclosure obligations under the Listing Rules and the *Corporations Law*.
- 5.2 The Company Secretary is responsible for ensuring that necessary disclosures are made as and when required.

6. Breach of Policy

M2 regards its continuous disclosure obligation very seriously. Breach of this policy may lead to disciplinary action being taken against the team member, including dismissal in serious cases

7. Definitions

Unless otherwise provided for, capitalised words have the following meanings:

ASX means the ASX Group Ltd.

ASX Listing Rules means the listing rules of the ASX that apply to companies listed on the ASX.

Board means the M2 board of directors.

Corporations Act means the Corporations Act 2001 (Cth).

Generally Available means where information:

- (a) consists of a readily available matter (for example, public websites, newspapers);
- (b) it has been released to and published by the ASX, or otherwise made available to the investing public; or
- (c) may be deduced, inferred or concluded from the above.

Management means all persons having authority and responsibility for planning, directing or controlling the activities of M2, whether directly or indirectly (including any director (executive or otherwise) and executive management).

Material Effect means in respect of Price Sensitive Information, where that information would, or would likely to, influence persons who commonly invest in Securities in deciding whether or not to deal in M2 Securities. The following types of information would be likely to be considered to have a Material Effect (examples only),

- (a) information regarding a material increase or decrease in M2's financial performance from previous results (in general, a variation of 10-15% will be considered material by the Company, however a smaller variation may be material in some circumstances);
- (b) a proposed material business or asset acquisition or sale (material in respect of expected earnings or profit effect. Normally an amount of 5% or more would be considered material, but a smaller amount may be material in some cases);
- (c) proposed material legal proceedings to be initiated by or against M2;
- (d) the appointment of a receiver, manager, liquidator or administrator;
- (e) a declaration of a dividend or distribution or a decision to not declare a dividend or distribution;
- (f) giving or receiving notice of intention to make a takeover;
- (g) a material regulatory action or investigation undertaken by a Government authority;
- (h) the launch of a new business or material new product; or

(i) a proposal to undertake a new issue of shares or major change in financing.

Price Sensitive Information means information which is not Generally Available and which a reasonable person would expect to have a Material Effect on the price or value of Securities.

Securities has the same meaning as provided under the Corporations Act, and includes, ordinary shares, preference shares, options, debentures and convertible notes. The definition also extends to financial products relating to securities issued by M2 (for example warrants and other derivative products) whether or not the financial products are created by M2 or third parties.