



# CONTINUOUS DISCLOSURE AND EXTERNAL COMMUNICATIONS POLICY

## 1. INTRODUCTION AND SUMMARY

The continuous disclosure provisions of the *Corporations Act 2001* (Cth) (“Corporations Act”) and the listing rules mean that criminal and civil liabilities could be imposed on Peet Limited (“Peet”) and its officers if material information is not released to the market in accordance with ASX Listing Rule 3.1 (“Listing Rule 3.1”). Generally, Listing Rule 3.1 requires material information to be released to the market immediately after it becomes known, unless it falls within an exception to the rule.

This document deals with:

- (a) the key obligations of:
  - . directors;
  - . employees;
  - . Designated Officers;
  - . Compliance Officer/s;
  - . the Group Company Secretary;
  - . the Managing Director & CEO; and
  - . the Public Relations Consultant.
- (b) Peet's obligations;
- (c) the type of information that needs to be disclosed;
- (d) the procedures for internal notification and external disclosure;
- (e) the procedures for promoting understanding of compliance with the disclosure requirements; and
- (f) the procedures for monitoring compliance.

This policy will be periodically reviewed to ensure it remains relevant and appropriate. If you have any suggestions for improvement or consider there is a problem with any aspect of this policy, please raise the issue with the Group Company Secretary.

In summary, employees of Peet are required to notify a Designated Officer when they become aware of previously undisclosed information which may require release to the market under Listing Rule 3.1. The Designated Officer person must bring it to the attention of the Managing Director & CEO who must decide whether or not an announcement or other action is required and initiate the announcement or other action as required.

The Peet Board (the “Board”) considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers. Additionally, it is made aware of all matters which were disclosed since the last meeting.

## 2. KEY OBLIGATIONS

<b>Key Obligations For Directors and Employees</b>	Are you aware of any information about Peet that might influence someone in deciding to buy or sell Peet securities which has not been released to the market?  If so, immediately tell a Designated Officer. He/she is:	
	<b>Division</b>	<b>Designated Officer (or in their absence, their authorised delegate)</b>
	Managing Director & CEO and Public Relations	Managing Director & CEO/ Group Company Secretary
	Directors	Managing Director & CEO/ Group Company Secretary
	Operations	Regional General Manager Development (WA, SA, NT) General Manager Development (VIC/ACT) General Manager Development (QLD)
	Administration/Human Resources/Support	Group Company Secretary Human Resources Manager Company Secretary – Funds and Subsidiaries Compliance Officer
	Accounting and Finance	Chief Financial Officer
	Leadership Team members	Managing Director & CEO Group Company Secretary Company Secretary – Funds and Subsidiaries

## **Key Obligations**

- Group Company Secretary**
- . Communicate with ASX<sup>1</sup> in relation to listing rule matters.
  - . Provide announcements to ASX.
  - . Monitor the press and share price continuously.
  - . Consult with the Managing Director & CEO regarding matters for announcement to the market.
  - . Advise Designated Officers on Listing Rule 3.1 matters.
  - . Ensure the Board considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers.
- Managing Director & CEO**
- . Promptly advise the Group Company Secretary, if there are any matters required to be announced to the market.
  - . Authorise final form of announcement to the market.
- Public Relations Consultant**
- . Assist in preparing announcement for release to the market in consultation with the Group Company Secretary and Managing Director & CEO.
  - . Prepare other public releases if necessary.
- Designated Officers**
- . Consult/notify the Group Company Secretary and/or the Managing Director & CEO on potential Listing Rule 3.1 matters.

### **3. PEET'S OBLIGATIONS**

Listing Rule 3.1 requires “immediate” disclosure of any information concerning Peet of which Peet is or becomes aware, which a reasonable person would expect to have a material effect on the price or value of shares and/or other securities of Peet. The ASX interprets “immediate” disclosure to be made ‘promptly and without delay’.

Section 674 of the Corporations Act reinforces Listing Rule 3.1 by creating criminal and civil penalties for non-compliance.

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<sup>1</sup> ASX is responsible for supervising Peet's compliance with the listing rules.

<sup>2</sup> “Confidential” means confidential in fact: the fact that agreements to protect confidentiality exist does not mean a matter is confidential if, for example, it is mentioned in a newspaper.

The requirement to disclose this information does not apply if, and only if, 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<sup>2</sup> and ASX has not formed the view that the information has ceased to be 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 for the internal management purposes of Peet.
  - (v) The information is a trade secret.

If ASX considers that there is or is likely to be a false market in Peet's securities and asks Peet to give it information to correct or prevent a false market, Peet must give ASX<sup>3</sup> the information needed to correct or prevent the false market. This obligation to give information arises even if the exceptions outlined above apply.

ASX Listing Rule Guidance Note 8 – Continuous Disclosure: Listing Rule 3.1 – 3.1B (GN 8), provides examples and details to assist listed entities with their obligations under Listing Rule 3.1. A copy of the Guidance Note in respect of Listing Rule 3.1 is available upon request from the Group Company Secretary or from [www.asx.com.au](http://www.asx.com.au).

#### **4. HOW DOES PEET BECOME AWARE OF INFORMATION? <sup>4</sup>**

Compliance with Listing Rule 3.1 is the responsibility of Peet as the listed company. Peet will be deemed to have become aware of information where a director or officer<sup>5</sup> has, or ought reasonably to have, come into possession of the information in the course of performance of his/her duties as a director or officer of Peet. A director or officer who "ought reasonably" to have come into possession of potentially relevant information should bring this information to the attention of the appropriate Designated Officer (see Section 2 above).

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<sup>2</sup> *"Confidential" means confidential in fact: the fact that agreements to protect confidentiality exist does not mean a matter is confidential if, for example, it is mentioned in a newspaper.*

<sup>3</sup> *Peet the listed company provides a copy of the announcement to ASX and releases the announcement through the usual company announcements channel.*

<sup>4</sup> *"Information" may include information necessary to prevent or correct a false market.*

<sup>5</sup> *An officer is a person concerned in, or taking part in, the management of Peet.*

## 5. MATERIALITY

Peet must disclose information if a reasonable person would expect that information to have a material effect on the price or value of the securities of Peet. A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, those securities.

Neither the listing rules nor the Corporations Act define when information will be taken to have such an effect. In practice, usually a monetary test is adopted using thresholds from the accounting standards relevant to preparation of financial statements. However, other concepts of materiality are also adopted in addition to a monetary threshold. For example:

- whether a matter will significantly damage Peet's image or reputation;
- whether a matter will significantly affect Peet's ability to carry on business in the ordinary course; or
- whether the matter involves a breach of any law or regulation.

In accordance with GN 8, Peet will act promptly to determine the materiality of the information it has become aware of, to assess its market sensitivity.

## 6. THE TYPE OF INFORMATION THAT NEEDS TO BE DISCLOSED

Obviously, it is not possible to exhaustively list the information that has to be disclosed. The following examples are provided to give some idea about information that could require disclosure.

- (1) results (anticipated or otherwise) from the acquisition activities of Peet;
- (2) a new contract that Peet had entered into or possibly a variation to an existing contract. In certain circumstances it may even be necessary to disclose the existence of negotiations surrounding the entry into or variation of a contract, should these negotiations no longer be confidential;
- (3) any event which could affect Peet's prospects, earnings or profitability such as:
  - (a) litigation being commenced by or against Peet (e.g. because of an alleged breach of contract);
  - (b) industrial action being threatened or commenced; or
  - (c) significant unbudgeted capital expenditure commitments arising;
- (4) a change in Peet's financial forecast or expectation. As a general policy, a 10% or greater change may be considered material. Further, if Peet has not made a forecast, a similar variation from the previous corresponding period may need to be disclosed if the market is unaware of such change;
- (5) the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade, credit, trade debt, borrowing or securities held by it or any of its related entities;
- (6) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of Peet's consolidated assets. Normally, an amount of 5% or more may be significant, but a smaller amount may be significant in a particular case;
- (7) a recommendation or declaration of a dividend or distribution or a recommendation or decision that a dividend or distribution will not be declared;

- (8) under subscriptions or over subscriptions to an issue of new securities;
- (9) a copy of a document containing market sensitive information that Peet lodges with an overseas stock exchange or other regulator which is available to the public. The copy given to ASX must be in English;
- (10) giving or receiving a notice of intention to make a takeover;
- (11) a change in accounting policy adopted by Peet which would have a material effect on Peet's financial results or position; or
- (12) a proposal to change Peet's auditor.

*GN 8, provides further examples and details to assist listed entities with their obligations under Listing Rule 3.1.*

## **7. THE MANAGING DIRECTOR AND CEO'S OBLIGATIONS**

The Managing Director & CEO is the ultimate decision-maker on Peet's continuous disclosure.

The Managing Director & CEO is primarily responsible for ensuring that Peet complies with its disclosure obligations and is primarily responsible for deciding what information will be disclosed. In consultation with appropriate personnel, (including the Board and/or the Group Company Secretary, as applicable) a decision will be made by the Managing Director & CEO about whether or not to disclose the information, take any necessary steps to protect its confidentiality, or take steps to prevent a false market such as requesting a trading halt.

## **8. OBLIGATIONS TO INFORM THE MANAGING DIRECTOR AND CEO**

Where any information comes to light about Peet which may need to be released, all Designated Officers are obliged to bring that information to the attention of the Group Company Secretary with all possible expediency. In the case of directors, initial verbal notification should be given directly to the Managing Director & CEO. In his absence, notification should be given to the Group Company Secretary.

To facilitate reporting within Peet, a Designated Officer will be nominated for each division of Peet. The names of the divisions are set out at Section 2 above. It is the responsibility of the Designated Officer to ensure that the Group Company Secretary is notified with all due expediency of any information about Peet which may need to be released. It is the responsibility of the Group Company Secretary to inform the Managing Director & CEO as to the information received and to discuss the application of the disclosure rules to the circumstances. It is the responsibility of the Managing Director & CEO and/or the Board to determine whether disclosure is required.

The procedure for notification is set out in Attachment A.

Until a decision as to whether or not to disclose information has been made, directors and employees must treat the information as strictly confidential.

## **9. CONFIDENTIAL INFORMATION**

In determining whether any information that comes to light about Peet needs to be released, it will be necessary to determine whether the conditions permitting non-disclosure, which are mentioned in Section 3, apply. In particular, a determination may need to be made as to whether the information is confidential. For that purpose, the Designated Officer for the affected division may seek assistance from the Group Company Secretary. If a determination is made that the information is confidential, then the Group Company Secretary will ensure that anyone who has a copy of the information is aware that it is confidential.

The Managing Director & CEO will cause Peet's share price to be monitored on a continuous basis. If there are any unexpected movements in the share price, then the Managing Director & CEO will need to determine whether the cause of that movement relates to the unauthorised release of any confidential information. If the share price movement relates to the unauthorised disclosure of confidential information, then the Managing Director & CEO must ensure that action is taken to ensure Peet is in compliance with its disclosure obligations, in particular, preventing false markets.

## **10. RELATIONSHIP WITH MEDIA AND PUBLIC**

A company must disclose information needed to prevent a false market. Accordingly, it may be necessary for Peet to correct a rumour or to respond to speculation, including media speculation.

The Group Company Secretary and Public Relations consultant will monitor the media to detect issues which may require Peet to make an announcement or take other action under the disclosure rules.

Relevant information for release to the market must be provided to ASX under Listing Rule 3.1 and released to the market before it is provided to the media (even on an embargoed basis).

Care must be taken not to make comments to the media or others which could result in rumours or speculation about Peet. Staff must comply with the media relations policy of Peet. That policy limits media contact to the Managing Director & CEO. Other officers and employees may only confer with the media in relation to a particular matter concerning Peet if they have obtained the prior express approval of the Managing Director & CEO.

It is also important to ensure that any speeches, or external addresses given, do not result in rumours or speculation about Peet or unauthorised disclosure. The text of relevant speeches and external addresses must be appropriately reviewed. In briefings to media/public/analysts, Peet staff must not disclose previously undisclosed material information.

## **11. BOARD CONSIDERATION OF DISCLOSURE**

The Board will consider whether there are any matters requiring disclosure in respect of each and every item of business that it considers. Additionally, the Board is made aware of all matters which were disclosed since the last meeting and receive copies of all material market announcements promptly after they have been made.

## **12. EMPLOYMENT AND MONITORING OF COMPLIANCE**

To promote understanding of the continuous disclosure obligations imposed on Peet by the Corporations Act and the listing rules, a copy of this document will be provided or made available to all directors and employees (present or future) of Peet.

The importance of continuous disclosure will be reiterated during staff inductions.

The Managing Director & CEO will ensure that the continuous disclosure obligations of Peet are drawn to the attention of directors and employees periodically.

From time to time, and if considered necessary, the Board will update this document (and make available an updated copy to all directors and employees) to reflect changes in Peet's business operations and changes in the Corporations Act and the ASX Listing Rules.

A copy of this document is available on the Intranet and on Peet's website. The induction procedures for new staff and directors must require that a copy of this document be made available to each new employee and director. It is the responsibility of the Designated Officers to ensure that all staff and consultants within their Division/Business Unit have access to this document and understand its requirements.

### **13. SHARE DEALING BY EMPLOYEES AND DIRECTORS**

Any director or employee of Peet proposing to trade in Peet shares must comply with the "Guidelines for Dealing in Securities", as amended from time to time. A copy of this document is available on the Peet Intranet and website.

### **14. REPORTING AND CORRECTING MISTAKEN NON-DISCLOSURE**

Any director or employee of Peet who becomes aware that relevant information has not been notified and disclosed in accordance with the preceding provisions, should immediately telephone the Group Company Secretary so that appropriate action can be taken. It is far better to correct mistaken non-disclosure and lodge an announcement belatedly than to continue to ignore the omission and fail to comply with Listing Rule 3.1.

### **15. CONCLUSION**

Compliance with this policy is very important. Failure to comply could lead to civil or criminal liabilities for Peet and its directors and employees and could have a damaging impact on the perception of Peet within the investment community. It could also serve to undermine the credibility of Peet. Any director or employee of Peet who wilfully or negligently causes a failure to comply by Peet will be considered to have engaged in serious misconduct which may result in the termination of their engagement by Peet.

All directors and employees are encouraged to actively consider the need for disclosure. Do you have undisclosed information likely to influence a person to buy or sell Peet securities? If so, notify a Designated Officer or, if you are a director, the Managing Director & CEO, as soon as possible. Designated Officers should then notify the Group Company Secretary by telephone and get into the habit of discussing the requirement to disclose information with the Group Company Secretary. It is far better to consider (and, where appropriate, reject) the need for disclosure rather than make what could be a false assumption that information does not need to be disclosed.

**BRENDAN GORE  
MANAGING DIRECTOR AND CEO  
PEET LIMITED**



Attachment A

