

HEADLINE GROUP LIMITED

MARKET DISCLOSURE POLICY

CONTINUOUS DISCLOSURE TO ASX

1. **INTRODUCTION**

1.1 The ASX Listing Rules and the *Corporations Act 2001* (Cth) (“*Corporations Act*”) mandates the immediate disclosure of any information concerning HeadLine Group Limited (“HeadLine”) of which it is, or becomes aware¹, which a reasonable person would expect to have a ‘material’² effect on the price or value of HeadLine securities.

2. **HEADLINE’S DISCLOSURE FRAMEWORK**

2.1 HeadLine has developed a policy which is intended to:

- promote the spirit of the Listing Rule disclosure requirements; and,
- ensure compliance with HeadLine’s corporate governance framework (including adherence to the ASX Listing Rules and relevant legislation); and
- promote effective communication of price sensitive or other relevant information to security holders, investors and the market generally.

2.2 HeadLine will achieve its objective through the implementation of procedures designed to achieve timely and accurate disclosure of information that may affect the value of HeadLine securities, influence investment decisions, and in which relevant stakeholders of the company have a legitimate interest.

3. **CONTINUOUS DISCLOSURE POLICY**

3.1 HeadLine will make immediate public disclosure of any matter which it considers to have a possible material effect on the price or value of its securities, including (but not limited to):

- 3.1.1 proposed changes in the capital structure, capital returns and buy backs of HeadLine shares;

¹ HeadLine will be deemed to have become aware of information where a director or executive officer (that is, a person concerned in, or taking part in, the management of HeadLine) 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 executive officer of HeadLine.

² Information is material if there is a substantial likelihood that the information would influence investors in deciding whether to subscribe for, buy, sell or hold HeadLine securities.

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- 3.1.2 possible events which could have a material impact on profits (negatively or positively) for example, the loss or gaining of a material customer;
 - 3.1.3 information relating to the company's financial performance and material changes in financial performance or projected financial performance;
 - 3.1.4 a material acquisition, merger, divestment or realization of assets;
 - 3.1.5 proposed dividends and share issues;
 - 3.1.6 changes in the Board of Directors and senior executives;
 - 3.1.7 significant developments with regard to new projects or ventures;
 - 3.1.8 material changes in operations, products or product lines;
 - 3.1.9 material information affecting joint venture partners;
 - 3.1.10 media or market speculation;
 - 3.1.11 analyst or media reports based on incorrect or out of date information;
 - 3.1.12 industry issues which have, or may have, a material impact on HeadLine;
 - 3.1.13 decisions by regulatory bodies on significant issues affecting HeadLine.
- 3.2 If, in exceptional circumstances, price sensitive information is prematurely or inadvertently made public and immediate release cannot be made in a manner which would fully inform the market, HeadLine may request a trading halt on its shares from the ASX in order to ensure that efficient trading in its shares is maintained. A trading halt may only be authorised by the Board, or its Authorised Representative(s) and will be requested by the Company Secretary upon the giving of such authority.
- 3.3 HeadLine will *not* be required to disclose information where each of the following conditions is and remains satisfied:
- 3.3.1 a reasonable person would not expect the information to be disclosed; and,

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- 3.3.2 the information is confidential in fact and the ASX has not formed the view that the information has ceased to be confidential; and,
- 3.3.3 one or more of the following conditions apply:
- it would be a breach of a law to disclose the information;
 - the information:
 - concerns an incomplete proposal or negotiation (for example, pre-contractual negotiation);
 - comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - is generated for the internal management purposes of HeadLine;
 - is a trade secret.

4. CONTINUOUS DISCLOSURE COMPLIANCE PROCEDURES

- 4.1 HeadLine Group Limited is a relatively small listed company. Accordingly, it does not consider it necessary to formulate a specially constituted disclosure committee opting instead to reserve this important function to the Board of Directors, or where appropriate to representatives of the Board comprising, at least, the Chairman and Managing Director (“Authorised Representatives”).
- 4.2 In the context of HeadLine, a consideration of relevant facts will be undertaken by the Board or its Authorised Representatives on a case by case basis. Where there is a doubt as to whether an event may materially affect the price or value of HeadLine’s shares, the Board or its Authorised Representatives will assess the situation in consultation with the Company Secretary and/or other Senior Executives and, where considered necessary, obtain external advice.
- 4.3 All intended communications to the market will be reviewed by the Board or its Authorised Representatives to ensure that they are factually accurate and do not cause any unintended breaches of this Policy or the Company’s obligations under the Listing Rules or the law. Approvals for the release of communications will be documented and, where appropriate, minuted.

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Role of the Board

- 4.4 The Board of Directors, or its Authorised Representatives, will be responsible for:
- 4.4.1 preparation of announcements for release to the market;
 - 4.4.2 preparation of other public releases as necessary;
 - 4.4.3 authorisation of the final form of announcement to the market.

Role of Company Secretary

- 4.5 The Company Secretary will be responsible for:
- 4.5.1 communications with the ASX in relation to Listing Rule matters;
 - 4.5.2 providing approved announcements to the ASX;
 - 4.5.3 regular monitoring of the press and share price;
 - 4.5.4 consultation with the Board regarding matters for announcement to the market;
 - 4.5.5 ensuring the Board considers whether there are any matters requiring disclosure in respect of every item of business that it considers and notes all matters which were disclosed since the last meeting.

5. REPORTING INFORMATION

- 5.1 Employees of the Company must inform the Company Secretary of any potentially material price or value sensitive information or proposal as soon as they become aware of it. The Company Secretary will in turn refer the matter to the Board or its Authorised Representatives who will consider the information in a manner consistent with this Policy.

6. AUTHORISED SPOKESPERSONS

- 6.1 The Managing Director and Chairman of HeadLine are the only person authorised to speak on behalf of the Company. This restriction is designed to avoid inconsistent communications and reduce the risk of information being selectively released which may have a potential to impact upon the price or value of HeadLine shares.

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- 6.2 Employees and third parties having some association with HeadLine (for example, contractors, consultants, advisers, lawyers, accountants, auditors, investment bankers) are not authorised to comment publicly on matters which may be covered by this Policy, or which are otherwise confidential to HeadLine. In appropriate situations, employees or third parties may be required to sign a confidentiality agreement restricting disclosure of information in certain circumstances.

7. MAKING & DISSEMINATING ANNOUNCEMENTS

- 7.1 Once the requirement to disclose information has been determined, and approval given relative to the information to be disclosed, the Company Secretary or Authorised Representatives will be the only persons authorised to release that information to the ASX.
- 7.2 Information in the approved form will be lodged immediately with the ASX.
- 7.3 HeadLine will not disseminate the information to be disclosed to any person, or entity, until it has given the information to the ASX and has received an acknowledgement that the ASX has released the information to the market. The Company Secretary will confirm that receipt.
- 7.4 Following the release of the information to the market and receipt of the acknowledgement from the ASX, the information may also be:
- 7.4.1 published on the HeadLine website;
 - 7.4.2 circulated by e-mail or facsimile to key stakeholders;
 - 7.4.3 issued to the financial press or other news services or publications.
- 7.5 The Company Secretary will retain a copy of all announcements made to the market.

8. MEDIA & MARKET SPECULATION

- 8.1 HeadLine will not comment on media speculation or market rumour unless:
- 8.1.1 it is necessary to comply with the continuous disclosure requirements: or
 - 8.1.2 a response is required to a formal request from the ASX for information needed to correct or prevent a false market,

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and the comment or statement to be made has been approved in accordance with this Policy.

8.2 Employees must observe this “no comment” policy at all times.

9. MEETINGS & GROUP BRIEFINGS WITH INVESTORS & ANALYSTS

9.1 HeadLine participates in one-on-one briefings with institutional investors and analysts to discuss information which has already been released to the market and to provide background information to assist analysts and institutions in their understanding of the company’s business. These briefings are usually attended by the Chairman and/or Managing Director.

9.2 No disclosure is made of price sensitive information in any meeting involving HeadLine and an investor or stockbroking analyst before formally disclosing it to the market.

10. ANALYST REPORTS & FORECASTS

10.1 Stockbroking analysts and financial service providers frequently prepare reports on listed entities which detail strategies, performance and financial forecasts.

10.2 HeadLine will restrict its comment on these reports to:

10.2.1 information which has already been released to the market by HeadLine;

10.2.2 other information that is in the public domain; and,

10.2.3 the correction of factual errors within reports which have been publicly issued.

10.3 HeadLine will not endorse analyst reports or the information they contain.

11. PRE-RESULTS PERIOD

11.1 During the time between the end of the financial year or half year and the release of information regarding the Company’s performance during the relevant period HeadLine will not discuss its financial performance, broker estimates, forecasts or pre-result analysis, with stockbroking analysts, investors or the media, unless the information has already been disclosed to the market.

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12. MONITORING OF COMPLIANCE

12.1 The following measures will be taken to promote compliance with the Law, the Listing Rules and this Policy in the context of continuous disclosure:

12.1.1 a summary of the key principles of this document will be included in the HeadLine annual report to ensure that its stakeholders are aware of them;

12.1.2 a copy of the complete Policy will be available on the Company website at www.headlinegroup.com.au within an area specifically designed for shareholders and investors but accessible by all interested parties;

12.1.3 information lodged with the ASX will be available as soon as practicable following confirmation of its release to the market by the ASX;

12.1.4 all website information will be regularly reviewed and updated to ensure the accuracy and currency of the information provided; at least once in every 12 month period, the Board will review the Company's compliance with the procedures set out in this document.

13. POLICY BREACHES

13.1 The terms of this Policy have been approved by the Board of Directors.

13.2 Compliance with the terms of this Policy is mandatory.

13.3 Employees found to be in breach of any aspect of this Policy may be subject to disciplinary action including termination of their employment in appropriate cases.