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## COMMUNICATIONS POLICY

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**August 2019**

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### 1. INTRODUCTION

1.1 The purpose of this Policy is to:

- (a) promote effective communication with shareholders and encourage effective participation at General Meetings of McPherson's Limited (the **Company**);
- (b) ensure the Company complies with the continuous disclosure obligations under the Listing Rules of the Australian Securities Exchange (ASX);
- (c) ensure the Company responds to or prevents a false market in the Company's shares;
- (d) ensure that the confidentiality of corporate information is safeguarded and premature disclosure is avoided;
- (e) ensure that employees are aware of the importance of providing full and timely disclosure of the Company's activities to shareholders and the market so that all stakeholders have equal access to company information which is externally available; and
- (f) set out the framework and strategy for achieving those goals.

### 2. SHAREHOLDER COMMUNICATIONS

#### 2.1 General

It is the responsibility of the Company Secretary to ensure that:

- (a) This Policy and any amendments to it are made available on the Company's website within a reasonable period of time;
- (b) Shareholders and the market are provided with timely and factual information, that is not deficient in any material respects, in accordance with the *Corporations Act 2001 (Cth)* and the ASX Listing Rules;
- (c) All shareholder communications, including ASX and media announcements, are promptly posted on the Company's website; and
- (d) all shareholders have the option of receiving communications from, and sending communications to, the Company and its share registry electronically.

#### 2.2 Annual General Meetings

- (a) The Annual General Meeting (**AGM**) is held each year and provides an opportunity to update shareholders on the Company's performance.

- (b) The Company encourages all shareholders to participate at the AGM, either in person or by appointing a proxy.
- (c) The AGM Notice of Meeting, together with a proxy form and any other required papers, will be distributed to all shareholders prior to the AGM in accordance with the timeframe and in the manner determined by the *Corporations Act 2001 (Cth)*.
- (d) The Company will prepare the AGM Notice of Meeting in accordance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, the ASX Listing Rules and the *Corporations Act 2001 (Cth)*.
- (e) At the AGM, shareholders will have the opportunity to comment on or ask questions of the Chairman, the Managing Director, the Chief Financial Officer and the external auditor, including in relation to the affairs of the Company, its financial results, its governance, the Remuneration Report, the conduct of the audit, the auditor's independence and the auditor's report.

### 2.3 Reporting to shareholders

- (a) The Company will release the financial results for the half-year ended 31 December and the financial results for the full-year ended 30 June to the ASX in accordance with the ASX Listing Rules. Copies of those results will be made available to shareholders in the same manner as other ASX announcements.
- (b) The Annual Report is a comprehensive annual communication made to shareholders. The Company's annual Corporate Governance Statement, which is to be prepared in accordance with the ASX Listing Rules and the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, will either be included in the Annual Report or posted on the Company's website.
- (c) The Company will release its Annual Report prior to the AGM in accordance with the timeframe set by the *Corporations Act 2001 (Cth)*.
- (d) In accordance with the *Corporations Act 2001 (Cth)*, the Company will not automatically send shareholders its Annual Report by post. The Company's Annual Report is available for download on the Company's website.
- (e) Shareholders may elect to receive a hard copy of the Annual Report by post or elect to be notified by email when the Annual Report is available on the Company's website. Shareholders should contact the Share Registry if they wish to make or change any of these elections.
- (f) The Company's presentations to investors and analysts will be released to the ASX if and as required.

### 2.4 Further Information

Please visit the Company's website for further information about the Company.

For all share related enquiries, shareholders should contact the Share Registry as follows:

Computershare Investor Services Pty Ltd  
Yarra Falls, 452 Johnston Street  
Abbotsford Victoria 3067  
Telephone within Australia: 1300 85 05 05  
Telephone outside of Australia: +61 3 9415 5000  
Facsimile: (03) 9473 2500  
www.computershare.com

### **3. ASX ANNOUNCEMENTS**

- 3.1 The Company makes announcements in accordance with the *Corporations Act 2001 (Cth)* and the ASX Listing Rules. These announcements are available for download on the Company's website.
- 3.2 Section 674 of the *Corporations Act 2001 (Cth)* and ASX Listing Rule 3.1 requires the Company to immediately disclose 'price sensitive' information to the ASX.
- 3.3 'Price sensitive' information is information which is not generally available and which a reasonable person would expect that if the information were disclosed it would have a material effect on the price of the company's shares. Such information could therefore influence investors in deciding whether or not to buy, hold or sell the Company's shares.
- 3.4 The requirement to immediately disclose 'price sensitive' information to the ASX does not apply where each of the following elements are satisfied in relation to the information:
- One or more of the following applies:
    - It would be a breach of a law to disclose the information;
    - The information concerns an incomplete proposal or negotiation;
    - The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    - The information is generated for the internal management purposes of the entity; or
    - The information is a trade secret; and
  - The information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
  - A reasonable person would not expect the information to be disclosed.
- 3.5 All directors and employees of the Company must disclose full details of any potentially 'price sensitive' information, or information that is in the public domain which may be considered incorrect or misleading, that comes to their attention to the Company Secretary.
- 3.6 The procedure for the making of ASX announcements is as follows:
- (a) The Company Secretary is responsible for promptly:

- (i) reviewing all information received by him/her pursuant to this Policy; and
  - (ii) making a recommendation to the Chairman and Managing Director on whether information is 'price sensitive' that must be disclosed to the ASX or falls within the exception referred to in paragraph 3.4 above, or
  - (iii) making a recommendation to the Chairman and Managing Director on whether information in the public domain is sufficiently misleading to warrant the issue of a correction or appropriate comment to the ASX.
- (b) The announcement of information considered to be price sensitive, and which does not fall within the exceptions in paragraph 4.3 above, or an announcement under paragraph 3.6(a)(iii) above, must be approved by the Managing Director and Board of Directors ahead of its release to the ASX.
  - (c) Once approved, the Company Secretary will then immediately transmit the announcement to the ASX.
  - (d) If consideration needs to be given to requesting a trading halt in the Company's shares, then that decision will be made by the Board or the Audit Risk Management & Compliance Committee.
  - (e) 'Price sensitive' information must be disclosed in the first instance to the ASX. Prior to disclosing 'price sensitive' information formally to the ASX, the Company will not release any 'price sensitive' information to the media or any other person.

3.7 All senior executives of the Company are accountable for adherence to this Policy.

#### **4. OTHER PUBLIC COMMUNICATIONS AND MEDIA STATEMENTS**

Directors and all employees must comply with the following guidelines:

- (a) Except as otherwise stated in this Policy, only the Managing Director or, in his absence, the Chairman or the Chief Financial Officer will communicate with the media. No one else may make any comment whatsoever on behalf of the Company to the media without the prior written approval of the Managing Director.
- (b) Directors and employees must ensure that only publicly available information (being information that is in the public domain) is provided when answering questions asked by third parties, including analysts, shareholders and the media.
- (c) In the event that a director or an employee makes an inadvertent disclosure of 'price sensitive' information at a shareholder, analyst or media briefing, then that information must be immediately announced to the ASX in accordance with this Policy.
- (d) This paragraph (d) applies to announcements of a marketing nature, where such information is not 'price sensitive'. If any manager considers it is in the interests of the Company that a public announcement (other than as required under the ASX Listing Rules or the *Corporations Act 2001 (Cth)*) be made to

the media, whether approached to do so or otherwise, that manager should seek approval of the proposed public announcement from the Managing Director for approval. Once the announcement is approved in writing by the Managing Director, the manager may release the public announcement.

- (e) For all announcements, a transcript or a copy of any article to be published in the media should be forwarded to the Company Secretary for transmission to all interested parties and for posting on the Company's website.

## **5. QUESTIONS**

Any questions relating to this Policy should be referred to the Company Secretary.