

Disclosure and Communication Policy

Eildon Capital Group

1 INTRODUCTION

1.1 Commitment to disclosure and communication

The Eildon Capital Group (**Group**) consists of Eildon Capital Limited ACN 059 092 198 (**Company**) and Eildon Capital Trust ARSN 635 077 753 (**Trust**). Eildon Funds Management Limited ACN 066 092 028 (**Manager**) is the responsible entity for the Trust. The Group is committed to the objective of promoting investor confidence and the rights of investors by:

- (a) complying with the continuous disclosure obligations imposed by law;
- (b) presenting Group announcements in a factual, clear and balanced way;
- (c) providing investors with equal and timely access to material information concerning the Group; and
- (d) communicating effectively with investors and making it easy for them to participate in general meetings.

1.2 Purpose

This policy outlines corporate governance measures adopted by the Group to further its commitments. It seeks to incorporate:

- (a) Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the *ASX Corporate Governance Council's: Corporate Governance Principles and Recommendations (Recommendations)*;
- (b) the principles in ASX's Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1- 3.1B (Guidance Note 8)*; and
- (c) disclosure obligations in the ASX Listing Rules (**Listing Rules**).

1.3 Application

This policy applies to all directors on the boards of the Company and the Manager (**Board**), as well as to officers, employees and consultants of the Group.

This policy is a general guide to complex legal provisions and should not be taken as legal advice.

2 MARKET SENSITIVE INFORMATION

2.1 Market Sensitive Information

The Board has adopted the following meaning of **Market Sensitive Information**:

'Market Sensitive Information is any information concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Group's stapled securities.'

2.2 Examples of Market Sensitive Information

The types of information that are likely to constitute Market Sensitive Information in relation to the Group is information that:

- (a) relates to the affairs of the Group or the Group;
- (b) may give a person proposing to deal in securities an advantage over other persons holding or dealing in securities; and
- (c) if it were generally available, would be likely to materially affect the price of the securities in question.

2.3 When is information market sensitive?

A reasonable person is taken to expect information to have a material effect on the price or value of the Group's stapled 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 those securities.

3 CONTINUOUS DISCLOSURE POLICY

3.1 Need for this policy

- (a) The Group is listed on the Australian Securities Exchange (**ASX**) and must comply with the continuous disclosure obligations in the Listing Rules. These obligations have the force of law under the *Corporations Act 2001* (Cth) (**Corporations Act**).
- (b) The law imposes various obligations on the Group to keep the market fully informed of Market Sensitive Information and to correct any material mistake or misinformation in the market. In the administration of this policy, it will be for the Board to determine whether:
 - i. information is or is likely to become Market Sensitive Information; and
 - ii. disclosure of that information is required or an exception to disclosure applies.
- (c) This document sets out the policy and procedures adopted by the Board in order to comply with these obligations.

3.2 Disclosure of Market Sensitive Information

The Group must immediately notify ASX of all Market Sensitive Information, unless it falls within the scope of the limited confidentiality exceptions contained in ASX Listing Rule 3.1A. Employees must also comply with the Group's Securities Trading Policy.

The Group becomes aware of Market Sensitive Information if, and as soon as, a director or senior manager of the Group has, or ought reasonably to have, come into the possession of the information in the course of the performance of their duties as an officer of the Group. Therefore, the Group is effectively deemed to be aware of information if it is known by anyone within the Group and it is of such significance that it ought reasonably to have been brought to the attention of a director or senior manager in the normal course of performing their duties as an officer.

The ASX will generally apply the following materiality guidelines in assessing whether information was market sensitive (to be used only as a guideline):

- (a) if the market price of a security has moved 5% or less: the ASX generally regards this as confirmation that the information was not market sensitive;
- (b) if the market price of a security has moved 10% or more: the ASX generally regards the information as market sensitive and refer the potential breach to ASIC; or
- (c) if the market price of a security has moved between 5% and 10%: the ASX has regard to various factors to determine whether the information was market sensitive, including the nature and significance of the information and the market capitalisation of the entity.

3.3 Information which must be disclosed

There is also specific information which ASX has determined must be disclosed. No exceptions apply in relation to these matters. Examples of specific information that must be disclosed include:

- (a) certain information regarding the Group's capital, including a proposed issue of securities, a reorganisation of capital and the establishment, deactivation, reactivation or amendment of, a dividend reinvestment plan (Listing Rule 3.10);
- (b) a change to the exercise price of an option, or the number of underlying securities over which an option is exercisable (Listing Rule 3.11);
- (c) the outcome of each resolution put to a meeting of the Group's stapled security holders (Listing Rule 3.13);
- (d) a change to the Group's address, telephone or fax number (Listing Rule 3.14);
- (e) change to the Group's auditor (Listing Rule 3.16.3);
- (f) the material terms of, and any material variation to, any employment, service or consultancy agreement with the Group's CEO, Directors or their related parties (Listing Rule 3.16.4);
- (g) information about the beneficial ownership of securities obtained under Part 6C.2 of the Corporations Act (Listing Rule 3.17A); and
- (h) a decision to pay, or not pay, a dividend or distribution (Listing Rule 3.21).

3.4 Exceptions to the disclosure requirements

- (a) Disclosure does not apply to particular information where each of the following conditions is and remains satisfied in relation to the information:
 - i. one of more of the following applies:
 - A. it would be a breach of the 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 for the internal management purposes of the entity; or
 - E. the information is a trade secret; and

- ii. the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - iii. a reasonable person would not expect the information to be disclosed.
- (b) The exception operates only for as long as all three conditions are satisfied. If one or more of the requirements ceases to be satisfied, the exception no longer applies and the entity must disclose the information immediately in accordance with Listing Rule 3.1.

4 DISCLOSURE ROLES, RESPONSIBILITIES AND INTERNAL PROCEDURES

4.1 Disclosure committee

The Board may establish a disclosure committee (**Committee**). If established, the members of the Committee may vary from time to time, but will consist of at least 2 members of senior management and the Company Secretary.

If the Board does not have a Committee established at any time, the role and responsibilities of the Committee will be carried out by the Board and references to the Committee in this Policy shall be read as references to the Board.

4.2 Role and responsibilities of the Committee

The role of the Committee is to manage the Group's compliance with its disclosure obligations and ensure the effective management of communications pursuant to this policy. Subject to any directions given by the Board (either generally or in a particular instance), its responsibilities include:

- (a) monitoring the Group's compliance with its disclosure obligations including the relevant procedures in place;
- (b) assessing the possible materiality of information which is potentially price sensitive and, if necessary, immediately escalating the matter to the Chair and the Board;
- (c) making decisions on information to be disclosed to the market;
- (d) preparing Group announcements in a timely manner, that are not misleading, do not omit material information and are presented in a clear, balanced and objective way;
- (e) immediately referring any announcement which the Committee considers to be a matter of key significance to the Board for consideration;
- (f) reviewing the Group's periodic disclosure documents and media announcements before release to the market; and
- (g) monitoring disclosure processes and reporting.

4.3 Role and responsibilities of the Company Secretary

The Group has appointed the Company Secretary as the person responsible for communication with ASX in relation to listing rule matters and also for the general administration of this policy.

The Company Secretary is responsible for:

- (a) ensuring immediate notification to the ASX of any information which needs to be disclosed;

- (b) reviewing Board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations;
- (c) approval of routine administrative market releases.

4.4 Other officers and employees

This policy is made available to all employees and contractors.

The Committee will periodically review the disclosure and materiality guidelines and, where considered necessary, organise training for the Group's officers and relevant employees to:

- (a) assist with their understanding of the Group's and their own legal obligations relating to disclosure of Market Sensitive Information, materiality and confidentiality;
- (b) raise awareness of the internal processes and controls; and
- (c) promote compliance with this policy and the guidelines.

5 REPORTING INFORMATION

5.1 Reporting relevant information

When any of the directors, officers or other staff members become aware of information which they believe may need to be disclosed, they should immediately advise full details to a member of the Committee.

6 MARKET COMMUNICATION

6.1 Communication of information

The Group will post on its website relevant announcements made to the market and related information (which may include slides and presentations used in analyst or media briefings) after they have been given to ASX and following confirmation of release to the market by ASX.

Material Market Sensitive Information will be posted on the Group's website as soon as reasonably practicable after its release to ASX following receipt of confirmation from ASX.

Information may also be provided from time to time to the media on behalf of the Group but, to the extent such information comprises Market Sensitive Information, it will not be provided to the media before disclosure to ASX, even on an embargo basis.

6.2 Analysts and institutional investors

The Group may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Group. Only the Chair, Managing Director, Chief Operating Officer and CFO or approved representatives of the Group are authorised to speak with analysts and institutional investors.

There must be two approved Group representatives in the room at all times during meetings with analysts and institutional investors. Before each reporting period, the Chair, Managing Director, Chief Operating Officer and CFO will formulate guidelines for briefings for that period. The Group's policy at these briefings is that:

- (a) the Group will not comment on price sensitive issues not already disclosed to the market; and

- (b) any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

If a question is taken on notice and the answer would involve the release of Market Sensitive Information, the information must be released through ASX before responding.

A Group representative in attendance may make notes of meetings and briefings with investors or analysts. Alternatively, an event may be webcast or teleconferenced or a recording or transcript added to the Group's website. After briefings, the Chair, Managing Director, Chief Operating Officer or Company Secretary will consider the matters discussed at the briefings to ascertain whether any Market Sensitive Information was inadvertently disclosed. If so, the information must be communicated to the market as set out in paragraph 6.1.

6.3 Analyst reports

If requested, the Group may review analyst reports. The Group's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally. No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Group will communicate this policy whenever asked to review an analyst report.

6.4 Inadvertent disclosure or mistaken non-disclosure

If Market Sensitive Information is inadvertently disclosed, or a director or employee becomes aware of information which should be disclosed, the Chair, Managing Director or Company Secretary must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through ASX and then posting it on the Group's website.

6.5 Media relations and public statements

Media relations and communications are the responsibility of the Chair and Managing Director. On matters relating to the Board or to corporate governance, the Chair is generally the spokesperson and on general business and financial matters, the Managing Director is generally the spokesperson.

Other officers or senior employees may be authorised by the Board or the Managing Director to speak to the media on particular issues or matters. Any inquiry that refers to market share, financials or any matter which the recipient considers may be price sensitive must be referred to the Chair and Managing Director. No information is to be given to the media on matters which are of general public interest or which may be price sensitive without the approval of the Chair and Managing Director.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

7 GENERAL

7.1 Informing ASX

The Group will not release any information publicly that is required to be disclosed through ASX until the Group has received formal confirmation of its release to the market by ASX, unless otherwise permitted by the Listing Rules. Information must not be given to the media before it is given to ASX, even on an embargo basis.

7.2 Speculation and rumours

Generally, the Group will not respond to market speculation or rumours unless a response is required by law or ASX, including for the purposes of paragraph 4.3 of this policy.

7.3 False market

If ASX considers that there is, or is likely to be, a false market in the Group's stapled securities and asks the Group to give it information to correct or prevent a false market, the Group must give ASX the information needed to correct or prevent the false market.

7.4 Trading halts and voluntary suspensions

If necessary, the Committee shall consider requesting a trading halt from ASX to prevent trading in the Group's securities on an uninformed basis and to manage disclosure issues.

7.5 Breaches

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

8 INVESTOR RELATIONS

8.1 Periodic reporting

The Group produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the Listing Rules and applicable accounting standards.

8.2 Website

The Group's website contains information about the Group, including stapled security holder communications, market releases and related information. Investor information is posted in a separate section on the website from other material about the Group. Relevant media releases, the Group's financial data and its charters and policies will also be available on the Group's website. The website also provides information to assist stapled security holders in directing relevant inquiries to the Group's stapled security registry.

8.3 Use of electronic communication and other technology

Stapled security holders may elect to receive information electronically. The Group will communicate by post with stapled security holders who have not elected to receive information electronically. The Group may consider the use of other technologies as they become widely available.

8.4 General meetings

General meetings are used to communicate with stapled security holders and allow an opportunity for informed stapled security holder participation. Stapled security holders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting. The Group conducts its general meetings in accordance with the constitutions of the Company and the Manager, and the Corporations Act and the Listing Rules.

The Board will consider the use of technology and other means to facilitate stapled security holder participation as appropriate.

8.5 Notices of meetings

Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting and comply with the constitutions of the Company and the Manager, and the Corporations Act and Listing Rules.

The Group will place notices of general meetings and accompanying explanatory material on the Group's website.

8.6 Auditor to attend AGM

The external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

8.7 Stapled security holder privacy

The Group recognises that privacy is important and will not disclose registered stapled security holder details unless required by law. Stapled security holder details will only be used in accordance with applicable privacy laws.

8.8 Review and publication of this policy

The Committee will review this policy from time to time and report to the Board any changes it considers should be made. This policy may be amended by resolution of the Board. This policy is available on the Group's website and the key features, or a URL link to the webpage, are published in the annual report.