

## **1. INTRODUCTION**

The shares of the Company are quoted on ASX Limited (**ASX**).

Under the ASX Listing Rules, a company must continuously disclose price sensitive information to the market. Price sensitive information is information that a reasonable person would expect to have a material effect on the price or value of a company's securities.

The disclosure obligation is given legislative force under the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Company is committed to complying with the continuous disclosure obligations contained in the ASX Listing Rules and the Corporations Act.

This protocol embraces the principles contained in the ASIC guidance note, *Better Disclosure for Investors*, ASX Guidance Note 8 and Principle 5 of the Principles of Good Corporate Governance and Best Practice Recommendations (2nd edition) published by the ASX Corporate Governance Council.

## **2. OBJECT**

The objective of this protocol is to:

- ensure that the Company immediately discloses all price sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act;
- ensure officers and employees are aware of the Company's continuous disclosure obligations; and
- establish procedures for:
  - the collection of all potentially price sensitive information;
  - assessing if information must be disclosed to ASX under the ASX Listing Rules or the Corporations Act;
  - releasing to ASX information determined to be price sensitive and to require disclosure; and
  - responding to any queries from ASX (particularly queries under Listing Rule 3.1B).

## **3. METHOD**

The Board has appointed the Company Secretary as the Disclosure Officer to be in charge of ensuring that the Company satisfies the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act.

Managers should immediately refer material information to the Disclosure Officer.

This Protocol is divided into the following sections:

- what must be disclosed (see paragraph 4);
- the responsibilities of:
  - **the Board (see paragraph 5);**
  - **the Disclosure Officer (see paragraph 6); and**
  - **Managers (see paragraph 7); and**
- an outline of Listing Rule 3.1 and sections 674, 676, 677, 678 and Part 9.4AA of the Corporations Act (Annexure)

## **4. WHAT MUST BE DISCLOSED**

The continuous disclosure requirements relate to complying with the ASX Listing Rules requiring notification of matters 'as they arise'. The most general of such Listing Rules is Listing Rule 3.1, which requires the Company to immediately notify the ASX of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

If 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, securities of the Company, it is material and must be disclosed. However, under the legal definition information could be material in other ways - if there is any doubt, the information should be immediately disclosed to the Disclosure Officer.

The type of information which is covered is not limited to, but could include:

- a material change in revenue or profit or loss forecasts;
- a material change in asset values or the amount of liabilities;
- a material change in tax or accounting policy;
- change in the attitude of significant investors to investment in securities;
- natural disasters that have particular relevance to the businesses of the Company or its suppliers;
- a material decision of a regulatory authority in relation to the businesses of the Company;
- relationship with a new or existing significant customer or supplier;
- termination of a joint venture;
- termination of a major contract;
- a significant transaction involving the Company and any of its controlled entities;
- a material labour dispute;
- the commencement or settlement of any material litigation or claim;
- the lodging of a document containing price sensitive information with an overseas exchange or other regulator so that it is public in that country;
- a material agreement between the Company and one of its directors or one of their related parties;
- material or adverse change in the health or capacity of the directors or senior managers of the Company; and
- information affecting significant customers or suppliers of the Company.

Listing Rule 3.1 requires disclosure of information that 'a reasonable person would expect to have a material effect on the price or value of the entity's securities' comes into possession of a manager in the course of his [or her] duties. Therefore all managers must keep up-to-date with all matters within their responsibility which may be or become material.

Listing Rule 3.1 and the continuous disclosure provisions of the Corporations Act 2001 are set out in the Annexure. Other Listing Rules that are governed by those provisions include the rest of Listing Rule 3. Because of the far-reaching scope of Listing Rule 3.1 however, this protocol will focus primarily on Listing Rule 3.1.

The disclosure required by Listing Rule 3.1 is subject to a number of exceptions, set out in the Annexure. To fall within an exception, information must be both confidential and such that a reasonable person would not expect disclosure of that information as well as satisfying one of the other specific conditions set out in the Listing Rule.

## 5. RESPONSIBILITIES OF THE BOARD

As the Board has overall responsibility for supervision of the Company it must ensure that the Company meets its disclosure obligations.

The Board's responsibilities are to:

- I. Adopt a plan to ensure compliance with the disclosure obligations of the Company (such as this protocol).
- II. Put in place a system for monitoring compliance with the protocol and those disclosure obligations.
- III. **Make decisions on trading halts.**
- IV. **Monitor movements in share price and share trading to identify circumstances where a false market may have emerged in the Company's shares.**

This may include setting up a review procedure of management reports to ensure compliance. This review procedure may require periodic monitoring by external auditors, at least in the initial stages.

The Board should also check that matters that it knows were price sensitive were noted in the Disclosure File noted below.

## 6. RESPONSIBILITIES OF THE DISCLOSURE OFFICER

The role of the Disclosure Officer is to:

- decide, in consultation with the Chairman, what information must be disclosed to the ASX, subject to any decision of the Board;
- conduct all disclosure dialogue with the ASX;
- maintain on a Disclosure File a record of material that has been disclosed to the ASX and material that has not been disclosed to the ASX together with the reasons for non-disclosure;
- review monthly management reports from Managers to determine whether matters included are potentially material and:
  - should be disclosed to the ASX; or
  - have been resolved in a manner which does not require disclosure.
- submit monthly reports to the Board setting out any significant matters revealed by the Disclosure Officer's review of monthly management reports;
- if the Disclosure Officer thinks it is necessary, implement training sessions with Managers in relation to the continuous disclosure obligations, their responsibilities in relation to those obligations and the protection of confidential information and this protocol;
- implement and supervise procedures for reporting potentially price sensitive information; and
- ensure (using all reasonable endeavours) announcements are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

The Disclosure Officer will receive reports from Managers that include certain information that is or might be price sensitive. The Disclosure Officer must immediately decide whether that information must be disclosed to the ASX. There are three possibilities:

- The Disclosure Officer believes the information is price sensitive and must be disclosed.
  - In this case the Disclosure Officer must discuss the matter with the Chairman and prepare and send a letter to the ASX disclosing the price sensitive information. A copy of the letter must be placed on the Disclosure File.

- The Disclosure Officer is convinced the information is not price sensitive or does not have to be disclosed because it is covered by the exceptions to disclosure.
  - In this case, the Disclosure Officer must make careful notes as to the information that has been brought to his attention and the reasons that the information is not price sensitive or does not have to be disclosed. Those notes must be placed on the Disclosure File.
- The Disclosure Officer is not certain whether the information is price sensitive or whether it falls within an exception.
  - In this case, the Disclosure Officer must immediately discuss the matter with the Chairman. Among other matters, the material may be discloseable under some other Listing Rule. If the Disclosure Officer and the Chairman together cannot make a decision urgent external legal advice should be obtained from the Company's solicitors.

The Disclosure Officer must also review management reports from Managers. The purpose of the review is to ensure that matters included which are potentially price sensitive are brought to their proper conclusion - either disclosure to the ASX or a reason why they are not price sensitive or do not have to be disclosed. A copy of the management reports and any correspondence relating to the Disclosure Officer's review of the reports should be kept on the Disclosure File.

The Disclosure Officer must also prepare reports to the Board as set out above. As far as possible the Disclosure Officer should indicate in those reports the significance of various items.

## **7. RESPONSIBILITIES OF MANAGERS**

Managers must immediately disclose price sensitive information that comes to their attention to the Disclosure Officer. Personnel categorised as Senior Management will include General Managers, Production Managers, Sales Managers, Financial Managers, Information Technology Managers and Engineering Managers.

If a Manager finds out information which he or she believes to be price sensitive he or she must immediately notify that information to the Disclosure Officer.

The Manager's primary role (in respect of continuous disclosure) is to notify the Disclosure Officer of price sensitive information. The decision as to whether that information is price sensitive, or falls within an exception is primarily the role of the Disclosure Officer.

Managers must also notify the Disclosure Officer of any matters within their responsibility that may give rise to price sensitive information in the future.

Any questions about continuous disclosure or this protocol, should be referred to the Disclosure Officer.

A person involved in a contravention of the disclosure provisions of the Corporations Act can be personally liable in circumstances where there is intentional participation and actual knowledge.

## **8. MEDIA COMMENT AND EXTERNAL COMMUNICATIONS**

The only persons authorised to communicate with news media, analysts, shareholders and the general public in relation to any matter which is subject to this policy on continuous disclosure are the Chairman, the Chief Executive Officer and the Chief Financial Officer and any other person authorised by the Chairman or Chief Executive Officer from time to time.

Analyst and brokers will not be briefed or presented with material price sensitive information unless such material has been announced to ASX prior to such presentations taking place. The MaxiTRANS website will be updated with ASX announcements after they are confirmed as released by ASX.

If other employees are asked to comment by an external investor, stockbroking analyst or the media in relation to any matter concerning the Company, they must:

- say that they are not authorised to speak on behalf of the Company; and
- refer the investor, stockbroking analyst or media to the Disclosure Officer.

Before any ASX Announcement can be issued, the Disclosure Officer must:

- review it;
- obtain the approval of the Chairman;
- disclose it to the ASX; and
- confirm that the Company has received confirmation from ASX that the information in the ASX Announcement has been released to the market.

Before any media release can be issued, the Disclosure Officer must:

- review it;
- disclose it to the ASX; and
- confirm that the Company has received confirmation from ASX that the information in the media release has been released to the market.

## **9. OPEN BRIEFINGS**

The Company may hold open briefings with institutional investors and stockbroking analysts to discuss information that has been released to the market.

For the purposes of this protocol:

- public speeches and presentations by the Managing Director or Chief Financial Officer are open briefings; and
- any meeting that is not an open meeting is a one-to-one briefing.

Price sensitive information that has not been released to the market must not be disclosed at open briefings.

If a question raised in a briefing can only be answered by disclosing price sensitive information, employees must:

- decline to answer the question; or
- take the question on notice and wait until the Company releases the information to the market on ASX.

If an employee participating in a briefing thinks that something has been raised that might be price sensitive information that has not been publicly released, he or she must immediately inform the Disclosure Officer.

## **10. ONE-ON-ONE BRIEFINGS**

The Company may hold one-on-one briefings with institutional investors and stockbroking analysts. At these briefings, the Company may give background and technical information to help institutional investors and stockbroking analysts better understand its business and activities.

Price sensitive information that has not been released to the market must not be disclosed at one-on-one briefings. File notes must be made of all one-to-one briefings and kept for a reasonable period.

If an employee participating in a one-on-one briefing thinks that something has been raised that might be price sensitive information that has not been publicly released, he or she must immediately inform the Disclosure Officer.

#### **11. PRESENTATIONAL AND BRIEFING MATERIALS**

Any presentation or briefing materials for open or one-on-one briefings must be given to the Disclosure Officer before the briefing to determine if they contain any price sensitive information that has not been released to the market.

#### **12. 'BLACKOUT' PERIODS**

To protect against the inadvertent disclosure of price sensitive information, the Company will not hold one-on-one briefings and open briefings (except to deal with matters subject to an announcement through the ASX) between:

- the end of its financial reporting periods and the announcement of results to the market; and
- sending notice of an annual general meeting to shareholders and the holding of the meeting.

#### **13. REVIEW OF REPORTS BY ANALYSTS**

The Company is not responsible for, and does not endorse, reports by analysts commenting on the Company.

The Company does not incorporate reports of analysts in its corporate information, including its website (this also extends to hyperlinks to websites of analysts).

If an analyst sends a draft report to the Company for comment:

- employees must immediately send it to the Disclosure Officer;
- any response to it will not include price sensitive information that has not been disclosed to the market;
- it will only be reviewed to correct factual inaccuracies on historical matters; and
- no comment will be made on any profit forecasts contained in it.

Any correction of a factual inaccuracy does not imply that the Company endorses a report.

A standard disclaimer will be made in any response to an analyst.

#### **14. INFORMING EMPLOYEES**

This protocol or a summary of it will be distributed to employees to help them understand the Company's continuous disclosure obligations, their individual reporting responsibilities and the need to keep the Company's information confidential.

**15. PROTOCOL BREACHES**

If an employee breaches this protocol, he or she may face disciplinary action, including dismissal in serious cases.

**16. QUESTIONS**

Any questions about the Company's continuous disclosure obligations or this protocol should be referred to the Disclosure Officer.

The Disclosure Officer will review this protocol as often as the Disclosure Officer considers necessary. The Board may change this protocol from time to time by resolution.