




**NEW HOPE**  
**GROUP**

# CONTINUOUS DISCLOSURE POLICY

*Policy No: POL 0062*

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## 1. COMPANY'S DISCLOSURE OBLIGATIONS

- New Hope Corporation Limited (Company) has adopted this Continuous Disclosure Policy (Policy) to ensure compliance with its disclosure obligations under the Corporations Act 2001 (Cth) (Corporations Act) and the Listing Rules of the Australian Securities Exchange (ASX).
- This Policy applies to all executive and non-executive directors, officers, employees and contractors of the Company (or any entity which it controls) and their respective advisors (collectively, Employees).
- Although this Policy relates to disclosure to ASX, the information which is material to the Company could arise in any country where the Company may conduct business.
- The main ASX disclosure requirement is set out in ASX Listing Rule 3.1, which essentially requires the Company to immediately notify ASX of information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.
- Materially price sensitive information must be immediately notified to ASX unless it falls within the Exception to rule 3.1 contained in Listing Rule 3.1A.

## 2. LIAISON WITH THE ASX

### 2.1. Company Secretary

- The ASX Listing Rules require the Company to appoint a person to be responsible for communications with the ASX in relation to listing rule matters. That person is the Company Secretary (Company Secretary).
- The Company Secretary plays an important role in the Company's disclosure compliance programme. The Company Secretary will be the person principally responsible for overseeing and maintaining the Continuous Disclosure Policy. The Company Secretary is also responsible for co-ordinating education within the Company about its disclosure obligations.

## 3. REPORTING OFFICERS

- The Chief Executive Officer, Chief Operations Officer and the Chief Financial Officer are designated Reporting Officers of the Company under this Policy.
- The responsibilities of Reporting Officers are to:
  - ensure that Employees are aware of this Policy and seek to ensure that they promptly provide the Reporting Officers with all material information and otherwise comply with this Policy;
  - review information provided to and otherwise obtained from the Company's reporting systems to determine whether the information is material;
  - immediately report material information to the Company Secretary and the Directors.

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#### 4. COMPLIANCE APPROACH

- The Company takes its disclosure obligations seriously and seeks to comply with the spirit as well as the letter of the ASX Listing Rules.
- This Policy emphasises a pro-active approach to continuous disclosure. Notwithstanding the appointment of Reporting Officers, all Employees are required to notify the Company Secretary or one of the Reporting Officers if they believe there is material information which requires disclosure and are encouraged to approach the Company Secretary or one of the Reporting Officers if they have any queries about what information should be disclosed to ASX. The objective is to create a culture of openness which is conducive to the fulfilment of the Company's disclosure obligations.

#### 5. INFORMATION TO BE REPORTED

- Examples of material price-sensitive information include:
  - major acquisitions or divestitures;
  - changes in the Board or senior management;
  - a material change in the Company's financial forecast or expected results;
  - declaration of a dividend or distribution;
  - a material change in accounting policy adopted by the Company; and
  - a significant change in market, tax or regulatory conditions which is likely to have a material effect on the Company's results.
- An issue of equity securities, or entering into an agreement to issue equity securities, should always be considered material, and must be immediately announced to ASX.
- The above examples are indicative only, and are not exhaustive. If in doubt as to whether information is sufficiently material, Reporting Officers and other persons should take a conservative view and report it to, or discuss it with, the Company Secretary.

#### 6. EXCEPTION TO RULE 3.1

- ASX Listing Rule 3.1A provides for certain information that Listing Rule 3.1 does not apply to. Therefore, once a Reporting Officer determines that a matter is material, the Directors in consultation with the Reporting Officer and Company Secretary will also consider whether it falls into the exceptions to rule 3.1.
- It is imperative that all material information be immediately disclosed to the Reporting Officers and/or the Company Secretary, who must distribute it to the Board. Only the Board should decide that a matter should not be disclosed because it falls within the exceptions to rule 3.1. However, to assist the Board in making these decisions, the Reporting Officer and Company Secretary should provide details as to why they consider the information exceptions to rule 3.1.

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## 7. REPORTING OBLIGATIONS OF REPORTING OFFICERS

- A Reporting Officer should immediately report all material information to the Board and the Company Secretary. The report may be written or oral. It is important that the report contains sufficient details to allow the Board to form a view as to whether the information is material and, if necessary, to prepare the appropriate form of disclosure. The Reporting Officer should also state for each matter whether they consider the information meets exceptions to rule 3.1 and the reasons for forming that view.

## 8. DEALING WITH ANALYSTS

- The Company must ensure that it does not give analysts or other select groups of market participants any material price sensitive non-public information at any time, for example, during analyst briefings, answering analysts' questions or reviewing draft analyst research reports. It is permissible to clarify or correct any errors of interpretation that analysts make concerning already publicly available information, but only to the extent that the clarification or correction does not itself amount to giving the analyst material non-public information (such as correcting market expectations about profit forecasts).
- In order to preserve transparency and confidence in the Company's disclosure practices, all information given to analysts at a briefing, such as presentation slides, should also be forwarded to the Company Secretary prior to the meeting, for release to the ASX as appropriate. The information must always be released to ASX before it is presented at the briefing.
- Slides from other public speeches by a director or senior managers of the Company, such as at an industry seminar, which relate to the Company or its business should also be made available in this way.
- All dealings with analysts should be carefully monitored by those Employees participating in such dealings to ensure that material non-public information is not inadvertently disclosed, and if it is disclosed to immediately disclose that information to ASX.

### 8.1. Authorised Company Spokespersons

- The only persons authorised to speak publicly on behalf of or in relation to the Company (i.e. to make public verbal statements in respect of the Company) are:
  - the Chairman; and
  - The Chief Executive Officer, or in his/her absence the Chief Operations Officer; and
  - any person who is expressly authorised by the Board.
- This requirement applies in respect of all enquiries by the media and analysts.

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## 9. MARKET SPECULATION AND RUMOURS

- In general, the Company does not respond to market speculation and rumours except where:
  - the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure set out in the ASX Listing Rules no longer applies; or
  - ASX formally requests disclosure by the Company on the matter (which it may do under ASX Listing Rule 3.1B); or
  - the Board considers that it is appropriate to make a disclosure in the circumstances.
- Only authorised company spokespersons may make any statement on behalf of the Company in relation to market rumours or speculation. If a Reporting Officer or other Employee becomes aware of any market speculation or rumours of which the Board of Directors or the Company Secretary may not be aware, these should be reported to the Board and Company Secretary immediately.

## 10. WEBSITE

- All company announcements will be posted on the Company's website as soon as possible after they are released to ASX.

## 11. REVIEW OF POLICY

- This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing.

## 12. BREACHES

- It is important that the Company complies with its continuous disclosure obligations. Accordingly, it is incumbent upon all Employees to comply with this Policy.
- Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Employee. In serious cases, such action may include dismissal. Any Employee who becomes aware of a violation of this Policy should immediately report the violation to the Company Secretary.

## 13. QUESTIONS

- For questions about the operation of this Policy, please contact the Company Secretary.

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