

Elders Limited

External Disclosure & Market Communications Policy

Adopted by the Board on 27 February 2015

Last reviewed by the Board on 27 February 2015

Objectives of this Policy

An informed market – Elders’ commitment

Elders Limited (the **Company**) regards continuous and appropriate disclosure and effective communication with its shareholders and the market generally as essential for the retention of investor confidence and the achievement of full and fair value for the Company’s securities.

The Company is committed:

- to managing disclosure of its affairs such that there is a fair and informed market for its securities at all times; and
- to communicate effectively with its shareholders and encourage participation at general meetings; and
- to protecting the interests of its shareholders and potential shareholders by preventing inappropriate disclosure of information not required to be disclosed pursuant to the Company’s continuous disclosure obligations.

It will achieve this by:

- Complying with continuous disclosure obligations contained in applicable ASX Listing Rules and the *Corporations Act (Cth) 2001*;
- Instituting and monitoring procedures to enable the Company to comply with its continuous disclosure obligations, including by making all employees, officers and others likely to be in possession of material price sensitive information aware of the terms of this policy and the risks to the Company of inappropriate disclosure;
- Ensuring (using reasonable means) that all stakeholders have equal opportunity to access information disclosed by the Company;
- Providing information (subject to the continuous disclosure obligations referred to above) in a clear and balanced fashion in order that the Company’s shareholders, the investment community and the media have an informed and balanced view of the Company and its activities; and
- Adopting (as far as reasonable) the ASX Corporate Governance Council Principles and Recommendations for communication with shareholders and facilitation and participation at general meetings.

Ownership of this Policy

This Policy has been adopted by the Company's Board and is managed by the Company Secretary who has been appointed by the Company as the person responsible for communication with ASX in relation to Listing Rule matters in accordance with Listing Rule 12.6.

In this Policy, a reference to "the Company" includes each of Elders Limited's subsidiaries where relevant in the context.

Dissemination of this Policy

The Senior Executives of the Company will be provided with a copy of this Policy and instructed to brief employees under their management on the content of the Policy and on the particular obligations of employees in connection with information that may have a "material" effect on the price or value of the Company's securities.

A copy of this Policy will appear on the Company's website (www.elderslimited.com.au).

A Continuous Disclosure Procedure document:

- details the means by which the Company captures information that may have a "material" effect on the price or value of the Company's securities; and
 - requiring all information that may have a "material" effect on the price or value of the Company's securities to be reported immediately to the Company's Disclosure Committee; and
 - detailing an appropriate response to enquiries that concern matters that may have a "material" effect on the price or value of the Company's securities,
- will be circulated within the Company and copies posted on the intranet of the Group and subsidiaries, where such a service is available.

Scope of this Policy

The Policy includes sections covering financial markets and financial and business media communication along with continuous disclosure. The Policy embraces the principles contained in the ASIC guidance note titled: *'Better Disclosure for Investors'* and the ASX Corporate Governance Council's *"Corporate Governance Principles and Recommendations"* (3rd edition).

Approval and Annual Review

This Policy is in force until rescinded or amended by the Board. Amendments to this Policy must be approved by the Board.

It is anticipated that this Policy will change over time as best practice develops in Australia and in the major markets in which the Company operates.

Recommended changes to the Policy must be presented to the Board on a timely basis to ensure the Policy is maintained current at all times.

The Company Secretary is responsible for ensuring this Policy is presented to the Board for review at least annually and that the Board is informed either of the continuing suitability of the Policy or recommended amendments to the Policy.

Breach of Policy

A senior manager who commits, or who becomes aware of, any breach or potential breach of this Policy must report that breach to the Chief Executive Officer, Chief Financial Officer or Company Secretary. Senior managers are encouraged to report what they believe might constitute a potential breach.

If, in the opinion of the Chief Executive Officer, Chief Financial Officer or Company Secretary, the breach or potential breach is material, then the Chairman should be notified or if the Chairman is not available the Chairman of the Audit and Compliance Committee.

The Company Secretary must report to the Board details of any breach of this Policy and the corrective action taken to remedy that breach.

The Company's Contact with its Shareholders, the Financial Market, Members of the Investment Community and the Financial and Business Media

Each year the Company communicates to its shareholders and the investment markets through a program of regular announcements as part of its periodic reporting

obligations. The Company also makes a number of announcements on an ad-hoc basis to fulfil its continuous disclosure obligations.

In addition:

- the Company publishes information to the market as a whole in addition to that required by its continuous disclosure obligations to aid market understanding of the Company and its operations
- the Company's senior management interacts with members of the investment community and financial and business media through a variety of forums including results briefings, 'one on one' meetings and other discussions
- background and technical information is provided to institutional investors, market analysts and the financial and business media to support major announcements made to the ASX and announcements made about non-material matters relating to the Company's on-going business activities.

At all times when interacting with the Company's shareholders, external individuals, investors, market analysts, the media and market participants, the Company adheres to the guiding principle set out in clause 1 of this Policy.

Officer and employees of the Company are not authorised to, and must not, communicate with shareholders (in their capacity as shareholders) or financial markets about the affairs of the Company without the prior approval of the Chief Executive Officer, Chief Financial Officer or Company Secretary.

Notes must be kept of all communications with shareholders (in their capacity as shareholders) or financial markets about the affairs of the Company.

External Disclosure Policy

1 Guiding principle

The Company will immediately notify the market via an announcement to the Australian Securities Exchange (ASX) of any information of which it is aware concerning the Company that a reasonable person would expect to have a “material” effect on the price or value of the Company’s securities.

The Company will ensure it does not communicate material price or value sensitive information to an external party except where that information has previously been disclosed to the market through the ASX.

2 Exception to the guiding principle

Pursuant to ASX Listing Rule 3.1A.3 disclosure is not required where:

- one of more of the following 5 situations 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
 - The information is a trade secret; **and**
- the information is confidential and 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.

All three requirements must be met.

3 False Market

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

4 Disclosure Committee

In order to manage its disclosure obligations, the Company has constituted a Disclosure Committee comprised of the CFO (as chair), CEO and Company Secretary and General Counsel.

The Disclosure Committee will meet as and when required. Due to the necessity to make necessary disclosures immediately upon the Company becoming aware of relevant information (and, therefore, the need to consider disclosure issues in a timely fashion), no formal quorum exists for the Committee. Rather the Committee Chairman will call meetings of so many of the members as are available at the relevant time.

If the CFO is absent and unable to convene a meeting, the CEO will act as Chairman of the Committee. In the absence of both the CFO and CEO, the Company Secretary and General Counsel is to make an assessment of the materiality of information and, if necessary, to make a market release in connection with the information, having attempted to consult with the Chairman, Chairman of the Audit, Risk and Compliance Committee or any other Non-Executive Director as set out below.

4 What is "material" information?

The Disclosure Committee is responsible for making decisions about whether disclosure of information is required. Information is regarded as 'material' if the information would or is likely to influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the Company's securities.

Where a deliberation involves information regarding financial projections, financial performance against guidance, prior period or market expectation, future financial performance or changes in strategy, the Disclosure Committee will use its best endeavours to consult on a timely basis with the Chairman, or in his absence the Chairman of the Audit, Risk and Compliance Committee, regarding the need to disclose. If neither the Chairman nor the Chairman of the Audit, Risk and Compliance Committee is available for consultation, the Disclosure Committee will attempt to consult with any of the other Non-Executive Directors prior to concluding its deliberation.

5 Form of Disclosure

The Disclosure Committee is responsible for making decisions about the appropriate form of the disclosure. Where the disclosure involves information regarding financial projections, financial performance against guidance, prior period or market expectation, future financial performance or changes in strategy, the Disclosure Committee will use its best endeavours, within the time available, to consult with the Chairman, or in his absence the Chairman of the Audit and Compliance Committee, on the form of the disclosure.

The Disclosure Committee will consult with other executives as required to ensure disclosures are:

- accurate, relevant and factual
- do not omit material information;
- are timely, and
- are expressed in a clear and objective manner.

- 6 Communication ‘blackout’ periods** To protect against inadvertent disclosure of material price or value sensitive information, the Company imposes communication ‘blackout’ periods between the end of its financial reporting periods (31 March and 30 September) and announcement of results for the relevant period to the market and in other circumstances as determined by the Chief Executive Officer (in consultation with the Chairman).
- In the ‘blackout’ periods the Company will not hold briefings with institutional investors, individual investors, market analysts or the media other than to deal with matters which have been released to the ASX, other than in exceptional circumstances as approved by the Chief Executive Officer (or his nominee).

7 Group briefings to institutional investors and market analysts

At times other than during communication blackout periods, the Company may hold *group briefings* (i.e. where members of a relevant group are invited) with institutional investors and/or market analysts to discuss information that has been released to the market.

For the purposes of this Policy all meetings that are not *group briefings* are treated as one-on-one briefings.

In keeping with the guiding principle, the Company shall not disclose during the course of its briefings any material price or value sensitive information that has not been previously been announced to the market generally.

For *group briefings* convened by the Company the following procedures shall be followed:

- the market will be advised of the briefing prior to its commencement;
- Briefing and presentation materials will be released to the ASX by way of company announcement prior to the commencement of the briefing and placed on the Company's website as soon as practicable following confirmation of receipt from ASX;
- If any potentially price or value sensitive information is inadvertently disclosed during a briefing, the Company will, as soon as practicable after discovery of that occurrence, release that information to the market through an announcement to the ASX and post that announcement on its website;
- Where practical, Company convened group briefings will be webcast or made available as a teleconference either "live" or as soon as practicable following the conclusion of the briefing;

- The Company will keep a record of proceedings of group briefings, including a list of participants.

8 One-on-one briefings with market analysts and the financial and business media

It is in the interests of the Company's shareholders that market analysts and the financial and business media have a thorough understanding of the Company's business operations and activities. Accordingly, the Company will, from time to time, participate in one-on-one briefings with market analysts and the financial and business media to endeavour to ensure analysts and the media are appropriately acquainted with the operations of the Company and the industries in which it operates.

At these briefings the Company may provide background and technical information to assist market analysts and the financial and business media in their understanding of the Company's business activities. The Company's policy is that no previously undisclosed material price or value sensitive information will be disclosed at these briefings.

For the purposes of this policy, a one-on-one briefing includes any communication (including telephone conversations) between the Company and a member of the investment community or the media.

All conversations with the media will be conducted in accordance with the Company's internal policies on media comment.

The Company will keep a summary of issues discussed at one-on-one briefings, a list of participants in the briefing and the time and place of the briefing.

9 Advance provision of briefing materials

Any written materials to be used at open or one-on-one briefings with institutional investors, market analysts or the media must be provided in advance to the Chief Executive Officer (or his nominee) to determine whether all information in those materials has previously been disclosed to the market or may require disclosure.

10 Post briefing Reviews

Following any one-on-one briefing, the Company representative who participated in the briefing will conduct a post briefing review with the Company Secretary to determine whether any material price or value sensitive information was inadvertently disclosed in the briefing. The Company Secretary will use his or her reasonable endeavours to review any report e.g. brokers report or press article released following a one-on-one briefing.

If the review determines that such information has been inadvertently disclosed, the Company will, as soon as practicable, release that information to the market through an announcement to the ASX and post that announcement on its website.

11 Managing Earnings Expectations

The Company will, on a continuous basis, review market expectations with respect to its annual and half year earnings and, as required by its continuous disclosure obligations, provide guidance to the market where there is a material variance between the Company's expectations and the market's expectations.

The Company will not expressly or implicitly provide any market participant or the media with earnings forecast guidance that has not been disclosed to the market generally.

12 Review of analyst reports

The Company recognises the important role performed by analysts in assisting the establishment of an efficient market with respect to the Company's securities.

However, the Company is not responsible for, and does not endorse, analyst reports that contain commentary on the Company.

The Company does not incorporate analysts' reports in any Company corporate information, including the Company's website (the policy also extends to hyperlinks to analysts' websites).

The Company will not provide non-disclosed material price or value sensitive information in response to such reports. The information may be reviewed only to correct factual inaccuracies on historical matters. Any correction of factual inaccuracies by the Company does not imply endorsement of the content of these reports.

The same principles apply in respect of media reports concerning the Company.

13 Managing market speculation and rumours

Market speculation and rumours, whether substantiated or not, have a potential to impact the Company. Speculation can be used as a means of forcing a Company response on sensitive matters. As the subject matter of speculation is typically 'price-sensitive', it is important that the Company have a structured and consistent regime for dealing with speculation.

For example, if the Company adopts a selective response to speculation the subjects on which the Company has chosen not to respond may be seen as having been implicitly confirmed by the Company's silence.

Further, speculation can deliberately be used by those engaging in "rumourtrage" to encourage a Company response which elicits movements in share price. It is obviously undesirable for the Company to respond to speculation being used for the purposes of market manipulation.

Speculation may result in the ASX formally requesting disclosure by the Company on the matter. Speculation may also contain factual errors that could materially affect the Company.

The Company's general policy on responding to market speculation and rumours is that "the Company does not respond to (i.e. confirm or deny) market speculation or rumours unless required to do so under its continuous disclosure obligations."

Notwithstanding the Company's no response to speculation policy, the Company will issue a statement in relation to market speculation or rumour where:

- The Company considers it has an obligation at that time to make a statement to the market about a particular matter; or
- The Company is required to respond to a formal request from the ASX for information.

If circumstances warrant, the Company will be prepared to place a trading halt on its securities in order to properly address the matter

14 Communication of disclosable information

All information disclosed to the ASX in compliance with this Policy will be placed on the Company's website (in a separate area from any promotional material about the Company) promptly following receipt of confirmation from the ASX.

15 Authorised spokespersons

The only Company employees authorised to speak to institutional investors, market analysts or the media in relation to the matters subject of this Policy are those approved by the Company's Board of Directors from time to time. Currently, the persons authorised are:

- The Chairman;
- The Chief Executive Officer;
- The Chief Financial Officer; and
- employees authorised by any of the above.

Those authorised employees may clarify information that the Company has publicly released but will not comment on material price or value sensitive issues that have not been disclosed to the market generally.

- 16 Safeguarding Confidential Information** The Company will as far as reasonably possible:
- utilise confidentiality agreements with external parties; and
 - disseminate confidential information internally on a “need to know” basis only,
- to protect confidential corporate information and avoid the premature disclosure of such information.
- 17 Effective Communication with Shareholders & Encourage Effective Participation at General Meetings** The Company will:
- as far as reasonably possible, utilise available technologies to communicate with shareholders, including - for the release of information that does or would not have a material effect on the price or value of the Company’s securities - social networking sites such as Twitter and Facebook within the terms of its internal policies governing use of such media;
 - provide the last three years’ ASX announcements and at least the last three years’ financial reports on the Company’s website;
 - offer to subscribers an email notification service of nominated Company announcements/reports;
 - as far as reasonably possible, adopt the ASX Corporate Governance Council principles and recommendations for communication with shareholders and improving shareholder participation at general meetings; and
 - request the Company’s external auditor to attend the Company’s annual general meetings and extraordinary general meetings (if appropriate) and be available to answer shareholder questions about the conduct of the audit of the Company and the preparation and content of the auditor’s report.