

## 1. PURPOSE

This policy outlines how Southern Cross Media Group Limited (Company) manages external communications, including to ensure compliance with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act 2001 (Cth) (Corporations Act).

## 2. CONTINUOUS DISCLOSURE REQUIREMENTS

### 2.1 The Company's obligations

- (a) The Company is required to immediately (i.e. 'promptly and without delay') notify ASX of information concerning the Company that a reasonable person would expect to have a *material effect* on the price or value of the Company's securities immediately after the Company becomes *aware* of the information (**price-sensitive information**), unless the exception in section 2.4 applies.
- (b) A reasonable person would expect information to have a material effect (upwards or downwards) on the price or value of the Company's securities if the information would, or would be likely to, influence anyone who commonly invests in the Company's securities in deciding to buy or sell them.

### 2.2 Examples of price-sensitive information

Price-sensitive information may include:

- (a) changes in the Company's actual or anticipated financial condition or financial or business performance;
- (b) material changes in financial forecasts or market expectations;
- (c) significant changes in the nature or scale of the Company's activities (including e.g. new projects or ventures);
- (d) material acquisitions, divestments or restructures;
- (e) entry into, and renewal or termination of, material contracts;
- (f) dividend declarations and changes in dividend policy;
- (g) changes in directors and the Senior Leadership Team;
- (h) regulatory or other external changes likely to have a significant effect on the Company;
- (i) becoming a plaintiff or defendant in a material lawsuit;
- (j) granting or withdrawal of a material licence;
- (k) appointment of a liquidator, administrator or receiver;

- (l) an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (m) under subscriptions or over subscriptions to an issue of the Company's securities;
- (n) giving or receiving a notice of intention to make a takeover;
- (o) a large claim against the Company or unexpected liability;
- (p) budget or completion forecasts for material Company projects;
- (q) changes in the Company's substantial investor's holdings;
- (r) material changes to capital structure or funding;
- (s) information that may have an adverse effect on the reputation of the Company;
- (t) exfiltration of unencrypted personal information about customers or employees as a result of a data breach; and
- (u) any rating applied by a rating agency to the Company or its securities and any change to such a rating.

### **2.3 When is the Company aware of price-sensitive information?**

The Company is taken to be aware of information if a director, senior executive or other officer has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or executive officer of the Company.

### **2.4 Exception**

Price-sensitive information need not be notified to ASX if the information is confidential (and ASX has not formed the view that it has ceased to be confidential) and a reasonable person would not expect the information to be disclosed and:

- (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 of matters of supposition or is insufficiently definite to warrant disclosure;
- (d) the information is generated for internal management purposes; or
- (e) the information is a trade secret.

Should any of these elements no longer be satisfied, the Company must immediately disclose the information to ASX in accordance with this policy.

### **2.5 Importance of confidentiality**

- (a) The confidentiality of information will be lost if the information becomes known selectively or generally, whether inadvertently or deliberately. For this reason, maintaining confidentiality is important, as a leak of confidential information will

immediately deny the Company the ability to withhold information from ASX and force the Company to make a 'premature' announcement, regardless of where the leak comes from.

- (b) The Company should ensure that employees and third parties having access to confidential information are made aware of and are bound to maintain the confidentiality of non-public information about the Company.

## **2.6 False markets**

Despite the section 2.4 exception, ASX can compel disclosure of price-sensitive information if ASX considers that there is or is likely to be a false market in the Company's securities (for example because of information contained in a press or analyst report) and considers disclosure is necessary to correct or prevent the existence of a false market (ASX Listing Rule 3.1B).

## **3. RESPONSIBILITIES IN RELATION TO CONTINUOUS DISCLOSURE**

### **3.1 Board**

- (a) The Board must inform the Company Secretary immediately after the Board becomes aware of information that may be price-sensitive information. This should be done regardless of whether the Board considers the exception to disclosure mentioned in section 2.4 applies. If in doubt, the Board should consult with the Company Secretary to clarify whether information is price-sensitive information.
- (b) It is a standing agenda item at all Board meetings for the Board to consider whether any information discussed at the Board meeting is required to be disclosed to ASX.
- (c) All directors are registered with ASX Online to receive a copy of all announcements concerning the Company promptly after the announcement has been made to ASX.

### **3.2 Company Secretary**

The Company Secretary has principal responsibility for communicating and managing the Company's relationship with ASX and for ensuring that appropriate arrangements are in place to ensure that the Company complies with its periodic and continuous disclosure obligations under the ASX Listing Rules and the Corporations Act.

### **3.3 Senior Leadership Team**

The Senior Leadership Team must inform the Company Secretary immediately after it becomes aware of information that may be price sensitive. This should be done regardless of whether they consider an exception to disclosure may apply (see section 2.4). If in doubt, the Senior Leadership Team should consult with the Company Secretary to clarify whether information is price sensitive.

### **3.4 Consideration of information for disclosure to ASX**

- (a) The Company Secretary will review any information notified by the Board or the Senior Leadership Team and will consult with the CEO, CFO and Corporate Communications Manager about whether the information is required to be disclosed to ASX and, if so, the form of the required disclosure.

- (b) If, after consultation, a decision on disclosure cannot be made, the information must be reported to the Chairman for review and determination.
- (c) If it is decided that the information will be disclosed, the information and the proposed substance of the disclosure must be provided to the Chairman for review.
- (d) Any highly strategic or material announcements relating to the Company should be reviewed by the Board before disclosure.
- (e) Any disclosure of information to ASX must be:
  - (i) accurate, balanced and expressed in a clear and objective way; and
  - (ii) take into account information previously disclosed by the Company to the market, including financial expectations, commentary on likely results and detailed business plans or strategies.

### **3.5 Inadvertent publication of price-sensitive information**

If any Company personnel becomes aware that price-sensitive information has been inadvertently made public, that person must immediately inform the Company Secretary who will determine the appropriate next steps in accordance with this policy.

### **3.6 Trading halts and voluntary suspensions**

It may be necessary to request a trading halt or, in exceptional circumstances, a voluntary suspension, from ASX to maintain fair, orderly, and informed trading in the Company's securities and to correct or prevent a false market or to otherwise manage disclosure issues. The CEO, in consultation with the Chairman and the Company Secretary, will make all decisions in relation to trading halts.

## **4. OTHER EXTERNAL COMMUNICATIONS**

### **4.1 No early or selective disclosure of price-sensitive information**

The following principles govern all external communications referred to in this section 4.

- (a) Price-sensitive information must be disclosed to ASX before it is disclosed to any other person. Any person authorised to speak on behalf of the Company must not disclose price-sensitive information to any other person unless the information has been released to the market through ASX but may clarify price-sensitive information that has already been released to the market through ASX. The Corporate Communications Manager, in consultation with the CEO, CFO and Company Secretary, will prepare Q&As to help spokespeople in responding to questions about strategic or material announcements relating to the Company.
- (b) However, it is in the interests of shareholders for the media and the investment community (including investment analysts and brokers, proxy and governance advisers and investors) to understand the Company's business, operations and activities. The Company therefore may provide the media and the investment community with background and technical information that is not price-sensitive to assist their understanding of the Company's business, operations and activities.

- (c) If material information is to be provided to the media or the investment community, the information must first be provided to the Company Secretary and the Corporate Communications Manager for review. Even if the information is not price-sensitive, it will be good practice in such cases for the information to be released to the market through ASX before any presentation to the investment community.
- (d) Subject to section 4.3, if a director or employee is asked a question that can only be answered by disclosing price-sensitive information, the director or employee should decline to answer the question, and should refer that person to an authorised spokesperson for comment.

#### **4.2 Validation of information released to the market**

The Company maintains processes to validate that its annual directors' report and any other corporate reports it releases to the market are accurate, balanced and understandable and provide investors with appropriate information to make informed investment decisions. These processes include:

- (a) in relation to the Company's financial reports, internal systems and controls for accurately recording the Company's transactions and affairs, assurance by management in relation to the effectiveness of those internal systems and controls, and independent assurance by the Company's external auditor in relation to its access to and testing of the Company's internal systems and controls;
- (b) in relation to information from an external source, assessment of the credibility of the external source and, where appropriate, citing the external source in the Company's reports;
- (c) review of reports by people not directly involved in preparation of the report.

#### **4.3 Chairman and CEO**

The Chairman and the CEO (or people delegated by them) are authorised generally to make public statements and otherwise to speak on behalf of the Company.

#### **4.4 Dealing with the investment community**

- (a) The CFO has principal responsibility for communicating and managing the Company's relationship with the investment community including investment analysts and brokers, proxy and governance advisers and investors.
- (b) The Chairman, CEO, CFO and other executives approved by the CEO are authorised to meet with and provide information to the investment community. The Chair of the Board's People & Culture Committee may meet with and provide information relating to the remuneration of directors and executives to proxy and governance advisers.
- (c) If an investment analyst sends a draft report for comment by the Company, the report must be given to the CFO who may review it and inform the analyst of any factual inaccuracies but will not comment on forecasts or provide any price-sensitive information to the analyst and will not endorse the report.

- (d) The Company does not permit selective disclosure of price-sensitive information. As such, the following protocols apply to all briefings:
- (i) a copy of any new and substantive presentation materials will be released to ASX ahead of the briefing;
  - (ii) no price-sensitive information will be discussed at these briefings that has not already been disclosed to the market;
  - (iii) a record of the briefing will be kept; and
  - (iv) if price-sensitive information is inadvertently disclosed, it will immediately be released to the ASX.

#### **4.5 Dealing with the media, media regulatory agencies and industry bodies**

- (a) Except as set out in section 4.5(b):
- (i) the Corporate Communications Manager has principal responsibility for communicating and managing the Company's relationship with media and media regulatory agencies and industry bodies; and
  - (ii) the Chairman, the CEO, the Corporate Communications Manager and other executives approved by the CEO are authorised to meet with and provide information to the media, media regulatory agencies and industry bodies.
- (b) General Managers responsible for content have principal responsibility for communicating and managing the Company's relationship with trade media organisations, for example in relation to stories about the Company's on-air talent and programs.

#### **4.6 Market speculation and rumours**

In general, the Company does not respond to market speculation or rumours, except where:

- (a) market speculation or a rumour indicates that the underlying information is no longer confidential so that the exception to disclosure in the ASX Listing Rules no longer applies;
- (b) the ASX requests disclosure by the Company under ASX Listing Rule 3.1B; or
- (c) the Board considers it appropriate for a response to be made.

### **5. COMMUNICATIONS WITH SHAREHOLDERS**

#### **5.1 Commitment**

The Company is committed to ensuring that its shareholders are well-informed about major developments affecting the Company as well as administrative matters concerning their shareholding.

## 5.2 Website

The Company's website ([www.sca.com.au](http://www.sca.com.au)) provides extensive information about the Company's governance, activities, performance and financial position. Information available on the Company's website includes:

- the Company's constitution, Board and Committee charters and other governance policies of the Board;
- ASX announcements and media releases concerning the Company;
- the Company's half-year and annual financial reports;
- the Company's annual reports;
- notices of meetings of the Company's shareholders (including explanatory material) and voting results;
- information about the Company's directors and senior executives; and
- information about the Company's business activities and operations, including information provided to the investment community.

## 5.3 Annual report

The Company aims to ensure that its annual report provides shareholders with a good understanding of the Company's governance, activities, performance and financial position.

## 5.4 Shareholder meetings

- (a) The Company encourages shareholders to attend and participate at the Company's AGM. Shareholders are provided with an opportunity to express their views to directors and management and to vote on resolutions presented at the meeting. The Company invites the external auditor to attend the AGM to answer shareholders' questions about the conduct of the audit and the preparation and content of the auditor's report.
- (b) Shareholders will be able to submit questions and comments ahead of any meeting they cannot attend. Where appropriate, the Company will address any such questions or comments at the relevant meeting.
- (c) For each meeting, shareholders will receive a notice which provides all material information relevant to shareholders in making decisions on matters to be considered at the meeting. Information about how to vote (e.g. if shareholders wish to vote by proxy) will also be included.
- (d) The Company will ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.

## 5.5 Shareholder queries

The Company aims to respond to any shareholder enquiries they may receive in a timely manner. Any significant comments or concerns raised by shareholders or their

representatives should be reported to the Board and relevant senior executives in accordance with this policy.

#### **5.6 Other communications**

Information may also be communicated to shareholders via periodic mail outs. Shareholders are encouraged to receive this information by electronic communication and the Company's website enables shareholders to communicate with the Company by electronic communication.

#### **5.7 Share registry**

The Company's share registrar, Computershare Investor Services, provides shareholders with a secure online facility to assist them to manage their investment in the Company. The Investor Centre enables shareholders to view their shareholding information and dividend payments and update their contact details. Contact details for Computershare Investor Services are available on the Company's website.

### **6. BREACH OF POLICY**

The Company regards its continuous disclosure obligations as very important. Breach of this policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

### **7. REVIEW OF POLICY**

- (a) This policy will be reviewed periodically to check that it is operating effectively.
- (b) The Company Secretary is authorised to make administrative amendments to this policy.