

# CONTINUOUS DISCLOSURE POLICY

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## TABLE OF CONTENTS

|     |                                 |   |
|-----|---------------------------------|---|
| 1.0 | OVERVIEW                        | 3 |
| 2.0 | THE CONTINUOUS DISCLOSURE RULES | 3 |
| 3.0 | COMMUNICATIONS                  | 5 |
| 4.0 | RESPONSIBILITIES                | 6 |
| 5.0 | CONTRAVENTIONS AND PENALTIES    | 7 |
| 6.0 | SOURCE DOCUMENTS                | 8 |
|     | APPENDIX 1                      | 8 |

## 1.0 OVERVIEW

### 1.1 Continuous Disclosure of Material Information

Blackmores Limited (BKL) is listed on the Australian Securities Exchange (ASX) and must comply with the Corporations Act 2001 (Cth) (Corporations Act) and the ASX Listing Rules (Listing Rules). One of the most significant obligations imposed by the Corporations Act and the Listing Rules is the requirement to disclose to the market (via the ASX) all material information. This is a mandatory obligation.

### 1.2 Purpose

This Policy was approved by the Board of Directors.

The purpose of this Policy is to:

- (a) Meet the requirements of the Listing Rules and Corporations Act;
- (b) Provide a framework to enable BKL to provide its shareholders with timely, relevant and equal disclosure of information;
- (c) ensure that all directors, employees and contractors (Employees) are aware of the continuous disclosure rules;
- (d) outline the procedure for the central collection, assessment and if required release to the ASX of material information;
- (e) enable Employees to identify and report material price sensitive information; and
- (f) outline the potential ramifications for BKL and individual Directors and officers in the event that the rules are contravened.
- (g) This Policy applies primarily to all Directors of BKL and its subsidiaries, all members of Board Committees and any persons appointed by BKL as representatives on the management committees of any joint venture companies, operations or arrangements to which BKL is a party (referred to in this Policy as "Executive Management").

This policy further underpins Principle 5: Make Timely and Balanced Disclosure of BKL/s Corporate Governance Statements document.

All BKL Employees must be aware of this policy and how to report information which may have a material effect on the price or value of BKL securities (shares).

## 2.0 THE CONTINUOUS DISCLOSURE RULES

### 2.1 Legal Compliance

Section 674 of the Corporations Act imposes an obligation on BKL to comply with the provisions of the Listing Rules relating to the continuous disclosure to the ASX of material information relating to BKL (continuous disclosure obligation).

ASX Listing Rule 3.1 requires BKL to immediately notify the ASX if it has, or becomes aware of, information that would material effect on the price or value of BKL's securities or shares ("material information").

ASX Listing Rule 15.7 provides that BKL must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.

### 2.2 What is "become aware" and "price sensitive information"?

ASX Listing Rule 3.1 provides:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."

BKL "becomes aware of information" if any of its Directors, the Company Secretary or Executive Management have, or ought reasonably to have, come into possession of the information in the course of performance of his or her duties as a Director, Company Secretary or Executive Management of BKL.

Information is considered to be "price-sensitive" if it would or would likely, influence persons who commonly invest in securities, in deciding whether to acquire or dispose of securities.

### 2.3 What is Material Information?

"Material Information" is information of which BKL becomes aware, concerning BKL, which a

reasonable person would expect to, have a material effect on the price or value of securities (BKL shares) were that information to be generally available.

A list of matters that may be considered material is set out in Appendix A. This list is not exhaustive but provides an indication of the type of information which may require disclosure under this Policy.

There are certain exceptions to Listing Rule 3.1. This rule does not apply to particular information while the following three separate tests are met in relation to the information:

1. A "reasonable person" would not expect the information to be disclosed;
2. The information is confidential (and ASX has not formed the view that the information has ceased to be confidential); and
3. One or more of the following situations applies:
  - (a) it would be a breach of law to disclose the information;
  - (b) the information concerns an incomplete proposal or negotiation;
  - (c) the information is insufficiently definite to warrant disclosure;
  - (d) the information is generated for BKL' internal management purposes only; or
  - (e) the information is a trade secret.

## 2.4 False Market

Only authorised spokespersons may speak to the media on behalf of BKL. Due care must be taken to ensure that comments are not made that could result in market speculation or rumour about BKL.

BKL does not respond publicly to market speculation or rumour, unless required to do so by the ASX or the law. In some circumstances it may be required to make a clarifying statement or announcement to the ASX, for instance where there is a rumour or report which appears to be affecting the price or volume of trading in BKL securities.

Listing Rule 3.1B provides that where:

"ASX considers that there is or is likely to be a false market in an entity's (BKL) securities and asks the entity (i.e. BKL) to give it information to correct or prevent a false market, the entity must give ASX the information needed to correct or prevent the false market."

A false market in BKL shares may occur in the following instances:

- (a) where BKL has made a false or misleading announcement;
- (b) where a segment of the market is trading on the basis of market sensitive information that is not available to the market as a whole; or where there is a reasonably specific and reasonable accurate rumour or media/analyst comment or report in relation to BKL that has not been confirmed or clarified by an announcement to the market (via the ASX); and
- (c) there is evidence that the information, rumour, comment or report is having, or ASX forms the view that the rumour or comment is likely to have, an impact on the price or traded volumes of BKL shares.

## 2.5 Disclosure Protocols

If you come into possession of information you think might be material, you must first and foremost remember your duty of confidentiality to BKL. Any information that comes into your possession regarding BKL or a joint venture partner or a client, as a result of your engagement with BKL, must be kept confidential and reported only in accordance with this Policy.

Information which you believe is material must be reported immediately to the Company Secretary. It is important that you do not prejudice whether the information is material or not. If in doubt, report to the Company Secretary.

If you are not Executive Management as defined in paragraph 1.2 above, you should pass the information on to Executive Management immediately, who will confirm whether the information should be treated as material information.

Executive Management must immediately notify the Company Secretary, Chief Executive Officer, Chief Financial Officer or the Chairman as soon as they become aware of the information.

The Company Secretary must liaise with the Chief Financial Officer on information supplied to determine if it needs to be disclosed under continuous disclosure regulations and, where authorised, report the material information to the ASX.

## 2.6 The Role and Function of the Continuous Disclosure Process

The Continuous Disclosure Group (CDG) comprises the Company Secretary, the Chairman, and either or both the Chief Executive Officer and the Chief Financial Officer. In the event that the Chairman is not available, another Non-Executive Director may fill the role.

The CDG will consider the information submitted and determine whether it is indeed material information which needs to be disclosed to the ASX. The CDG will also consider the form of that disclosure and whether an exception applies.

Any Director may attend any meeting of the CDG.

Other Executive Management may attend the meetings as required by the CDG.

In the event that it is not possible for the Chairman or a Non-Executive Director to attend a convened meeting due to their unavailability, and the matter requires urgent action, the CDG's deliberations and decisions shall not be invalidated due to the absence of the Chairman or a Non-Executive Director.

The Company Secretary will co-ordinate the actual form of disclosure with the relevant members of management, prior to convening the meeting of the CDG.

The Company Secretary will maintain a file of the CDG's deliberations, including minutes of discussions which record why the decision was made to announce or not to announce a particular matter. Copies of minutes of meetings will be provided to the Board at the next available Board meeting.

The CDG may meet by telephone or other electronic form of communication, including email.

Only the CDG has the authority to determine that BKL need not disclose or may delay the disclosure of Material Information.

## 2.7 Director Review of Draft Announcements

A draft form of the ASX announcement outlining the material price sensitive information will be distributed to all Directors, Chief Financial Officer and Chairman, to ensure that all Directors, have the opportunity to provide their feedback in relation to the draft announcement.

## 3.0 COMMUNICATIONS

### 3.1 Authorised announcements

Where announcements are made to the market through the ASX, such announcements are pre-vetted by the Chief Financial Officer, Chairman and Board of Directors to ensure that such statements are factual, do not omit material information and are expressed in a clear and objective manner.

### 3.2 Periodic disclosure

ASX Listing Rules 4.1-4.12 sets out the relevant periodic disclosure requirements that an entity is required to satisfy on a quarterly, half-yearly and annual basis. Periodic disclosure requirements support and supplement the continuous disclosure obligations under Listing Rule 3.1.

Executive Management are made aware of continuous disclosure requirements and a separate Board agenda item covering requirements of continuous disclosure is discussed at every Board meeting.

BKL follows a calendar of periodic disclosure (e.g. the release of the quarterly, half year and full year results, the Annual General Meeting, etc). This calendar is posted on the Company's website [blackmores.com.au/about-us/investor-centre](http://blackmores.com.au/about-us/investor-centre) and outlines the dates for the release of results, shareholder meetings, etc.

### 3.3 Analysts, stockbrokers, investors and media

#### 3.3.1 Analyst or media briefings and conferences

The Chairman, or any other Director with the approval of the Chairman, Chief Executive Officer and the Chief Financial Officer are authorised to present at briefings and conferences whether with analysts, investors, journalists or otherwise.

Other Executive Management may be asked to present at media briefings or conferences, for instance in relation to a particular project or a localised issue. Prior to accepting the invitation, Executive Management must seek the authorisation of the Chief Executive Officer and provide copies of any presentation to be given. The Chief Financial Officer / Company Secretary should be consulted in the absence of the Chief Executive Officer.

The only information which can be discussed or presented is that which is already in the public domain or which (if not in the public domain) does not include price sensitive material and therefore hasn't required a formal disclosure through an announcement to the ASX.

#### 3.3.1.1 Prior release of presentation or media release to the ASX

All media releases and material to be presented must be approved by and referred through the Chief Financial Officer and / or the Company Secretary. Under the Continuous Disclosure obligation BKL must release all external materials or presentations firstly to the ASX and subsequently make them available on the BKL website so that the market is fully informed.

#### 3.3.1.2 Review - Post Event

The Chief Financial Officer, together with the Company Secretary, shall review and verify that no new material information has been disclosed following an analyst or media briefing. A record will be maintained of the events attended and presentations given by a BKL representative.

#### 3.3.2 Analysts or media enquiries.

All inquiries from analysts, investors, journalists or media representatives must be referred to the Chief Executive Officer or Chief Financial Officer and Company Secretary.

Board members may be asked to attend media or investor events or meet with investors on a one to one basis from time to time. Board members should confirm to the Chief Executive Officer or Chairman if at such meetings they disclose any price sensitive information which has not been disclosed to the market.

Board members should only disclose information which is already in the public domain or which (if not in the public domain) does not include price sensitive material and therefore hasn't required a formal disclosure through an announcement to the ASX.

#### 3.4 Release of information to media and others

BKL may not release Material Information to any person (e.g. the media) until it has first given the information to the ASX and has received acknowledgement from the ASX that the information has been released to the market.

#### 3.5 Trading halts

In accordance with Listing Rule 17.1, BKL may ask the ASX to apply a trading halt in order to facilitate the orderly, informed trading of its securities. The effect of the trading halt will be to suspend trading in BKL shares. As any decision to request a trading halt will need to be considered and acted upon quickly, if the Board is unable to be convened in sufficient time to make such a decision on a timely basis, a trading halt may be requested by the Chairman or either the Chief Executive Officer or the Company Secretary acting with the consent of the Chairman, or, if the Chairman is unavailable, another Non-Executive Director. If no Non-Executive Director is available within such time, then the Company Secretary may request a trading halt with the consent of an Executive Director.

The Company Secretary or another person involved in the deliberations will record why the decision was made to request or not request a trading halt as the case may be. Copies of these minutes will be provided to the Board at the next available Board meeting.

## 4.0 RESPONSIBILITIES

#### 4.1 Company Secretary

The Company Secretary has been appointed as the person responsible for communication with the ASX in relation to all listing rule matters.

The Company Secretary is primarily responsible for ensuring that this Policy is implemented and enforced and that all material information is disclosed to the ASX as required by the

Corporations Act and the Listing Rules. The Company Secretary is responsible for reviewing all information forwarded pursuant to this Policy and, where necessary, for making a recommendation to the Chairman or the Chief Executive Officer on whether it is material information that must be disclosed to the ASX and/or falls within an exemption.

The Company Secretary is also responsible for:

- 4.1.1 liaising with the Chief Financial Officer on information supplied to determine if it needs to be disclosed under continuous disclosure regulations;
- 4.1.2 (where authorised) report the material information to the ASX;
- 4.1.3 keeping a record of ASX releases etc and distributing these to Directors and Executive Management upon release; and
- 4.1.4 ongoing review of BKL's continuous disclosure procedures to ensure they represent best practice for BKL.

#### 4.2 Directors' and Executive Officers' Responsibilities

Executive Management must:

- 4.2.1 Understand the continuous disclosure regulations; and
- 4.2.2 Report potentially material information immediately to either the Company Secretary, the CEO (or similar), the CFO or the Chairman.

At the conclusion of each Board meeting, Directors will consider any information which may potentially require disclosure.

#### 4.3 Employee responsibilities

All Employees of BKL, its subsidiaries or associated companies who have access to material price sensitive information must immediately disclose full details of any material information that comes to their attention to Executive Management. If an Employee is unsure whether specific information would be material information, the Employee must immediately disclose full details of the information to Executive Management and / or the Company Secretary.

## 5.0 CONTRAVENTIONS AND PENALTIES

Contravention of this Policy could result in serious penalties for BKL, and its Directors and officers.

A breach of section 674 of the Corporations Act is both a criminal and civil offence.

Furthermore, under section 1317DAC of the Corporations Act, the Australian Securities & Investments Commission (ASIC) may issue an Infringement Notice for an alleged contravention of the Corporations Act.

In the event that it contravenes these rules, BKL may face:

- civil liability for any loss or damage suffered by any person as a result of its failure to disclose Material Information;
- if the contravention is reckless or intentional - criminal liability with a monetary fine;
- an Infringement Notice served by ASIC;
- potential de-listing from the ASX; and
- unwanted and negative publicity for BKL, which may damage its reputation in the market.

A person who is 'involved in' any contravention by BKL of its continuous disclosure obligations also faces criminal (monetary fine of up to \$200,000 and/or up to five years imprisonment) and civil liability as outlined above. A person will be 'involved in' the breach of BKL's continuous disclosure obligations if it aids, abets, counsels or procures the breach, or is in any way, by act or omission, directly or indirectly, knowingly concerned in the breach.

A person will not be liable if they can prove that they:

- (a) took all reasonable steps to ensure that BKL complied with its continuous disclosure obligations; and
- (b) after doing so, believed on reasonable grounds that BKL was complying with its obligations.

## 6.0 SOURCE DOCUMENTS

Refer to the following:

- 6.1 ASX Guidance Note 8: Continuous Disclosure: Listing Rule 3.1
- 6.2 ASX Guidance Note 14: Company Announcements Platform
- 6.3 ASX Guidance Note 16: Trading Halts
- 6.4 ASX Guidance Note 20: ASX Online
- 6.5 Corporations Act 2001 (Cth): Chapter 6CA

## APPENDIX 1

### TYPES OF INFORMATION THAT MAY REQUIRE DISCLOSURE

For assistance in determining if information is Material Information, the following types of information may be material and therefore may be required to be disclosed:

- entry into, variation or termination of a material agreement;
- information about BKL business plans, investment proposals or asset purchases or sales;
- regulatory decisions or industrial actions that may affect BKL' operations globally;
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- proposed acquisitions, mergers, disposals, sales, joint ventures or takeovers;
- the fact that BKL' earnings will be materially different from guidance or market expectations;
- a declaration of a dividend or a decision that a dividend not be declared;
- the making of a share, option or debt issue and the under or over subscription of that issue
- the granting or withdrawal of a material licence;
- the threat, commencement or settlement of any material litigation or claim;
- an agreement between BKL (or a related party or subsidiary) and a Director (or related party of the Director);
- Executive Management remuneration terms, e.g. termination payouts, as and when they are agreed;
- a change in accounting policy adopted by BKL;
- legal proceedings against or allegations of breach of law (whether civil or criminal) by BKL or any of its Employees;
- an agreement between BKL (or a subsidiary or related party) and a Director of BKL (or a related party of the Director);
- regulatory actions or investigations to be undertaken by a Government authority; and
- any negative publicity.