

CONTINUOUS DISCLOSURE POLICY

Enero Group Limited ABN 97 091 524 515

1 Purpose of this Policy

This policy sets out the approach to be taken by Enero Group Limited (Enero) in managing its continuous disclosure obligations and the procedure to be followed by officers, employees and other staff of Enero and its group companies (Enero people) to identify and report material price sensitive information and comply with Enero's continuous disclosure obligations.

This policy:

- outlines Enero's continuous disclosure obligations;
- provides guidance to assist Enero people to identify and report material price sensitive information;
- sets out the procedure for reporting potentially price sensitive information to the Disclosure Officer for review;
- outlines the procedure for dealing with media, analysts and other third parties to minimise the risk that material price sensitive information will be inadvertently disclosed; and
- explains the consequences of Enero failing to comply with its continuous disclosure obligations.

2 Continuous Disclosure Principle

2.1 Obligation to make Continuous Disclosure

ASX listing rule (LR) 3.1 requires Enero to notify the ASX immediately if it has, or becomes aware of, any information concerning Enero that a reasonable person would expect to have a material effect on the price or value of Enero's securities were that information to be generally available (described as "material price sensitive information"). This is known as the continuous disclosure obligation. Enero is also required by section 674 of the Corporations Act 2001 (Cth) (Act) to comply with this obligation.

2.2 Meaning of "immediately"

For the purpose of LR3.1 "immediately" means "promptly" and "without delay". ASX guidance (ASX Guidance Note 8) provides that doing something immediately and without delay means "...doing it as quickly as can be done in the circumstances (acting promptly) and not deferring, postponing or putting off to a later time".

The ASX will take into account various factors in determining whether Enero has acted "promptly and without delay" in complying with its disclosure obligations. These factors include, but are not limited to: the nature of the information to be disclosed; where and when the information originated; the amount and complexity of the information; the need for Enero to verify the accuracy of information; and the need in some cases, for information to be approved by the Board. Another important factor is the state of the market and its expectations.

2.3 When is Enero “aware” of information for the purpose of this rule?

Enero will be “aware” of information as soon as one of its officers has or ought reasonably to have come into possession of information in the course of performing his/her duties. This policy sets out procedures for ensuring that information which is potentially price sensitive is brought to the attention of the Enero’s officers in a timely manner.

2.4 Examples of price sensitive information

LR3.1 provides a non-exhaustive list of examples of information which may be price sensitive, these include:

- (i) A material change in Enero’s financial performance (either positive or negative). For example, if Enero becomes aware that its earnings for the current period differ materially from market expectations, whether based on earnings guidance published by the company, consensus analysts’ estimates or earnings from the prior period, or are otherwise materially different from market expectations;
- (ii) a transaction which will lead to a significant change in the nature or scale of Enero’s activities;
- (iii) a material acquisition or disposal;
- (iv) entry into, variation or termination of an agreement which is material to the Enero group as a whole;
- (v) involvement in a material lawsuit;
- (vi) the appointment of a liquidator, administrator or receiver;
- (vii) the commission of an event of default under, or other event entitling a financier to terminate a material financing facility; and
- (viii) giving or receiving a notice of intention to make a take-over.

2.5 Information must be given to ASX first

LR 15.7 requires that Enero 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. This includes releasing information to analysts or media. This policy sets out the procedure that must be followed by employees and officers if they become aware of material price sensitive information.

3 Exceptions to the continuous disclosure principle

3.1 The Exceptions to Continuous Disclosure

The obligation to make disclosure to the market does not apply to particular information while each of the following requirements is satisfied in relation to the information:

- (a) one or more of the following situations applies:
 - (i) it would be a breach of a law to disclose the information;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) the information is generated for internal management purposes of Enero; or
 - (v) the information is a trade secret, AND
- (b) the information is confidential and ASX has not formed a view that the information has ceased to be confidential; AND
- (c) a reasonable person would not expect the information to be disclosed.

Each of (a), (b) and (c) above must be satisfied before the exception to the continuous disclosure obligation applies.

3.2 Maintaining the Confidentiality of Information

Information which is price sensitive will only be excluded from the obligation of continuous disclosure if it is confidential (and also satisfies the other exceptions above). This requires that the information is secret and that people privy to the information maintain its secrecy.

The confidentiality of information may be lost if it leaks or otherwise becomes known to third parties. ASX may also determine that information is no longer confidential and may require Enero to make an announcement.

Some signs that the confidentiality of particular information may have been lost include:

- media comment or speculation which is reasonably specific; or
- a significant movement in the price or traded volumes of Enero securities which cannot otherwise be explained.

Where Enero is relying on the exception not to disclose information about a market sensitive transaction the Disclosure Officer and/or the Company's advisors will be responsible for monitoring information sources for signs that the information is no longer confidential. All Enero people are also responsible for bringing any such information to the attention of the Disclosure Officer so that an assessment can be made as to whether confidentiality has been lost.

If confidentiality is lost Enero may be required to make an announcement to ASX.

4 Identifying and Reporting Price Sensitive Information

4.1 Disclosure Officers

Enero has appointed the Company Secretary and the Group Finance Director as its Disclosure Officers.

It is the role of the Disclosure Officer to determine whether information is materially market sensitive. Any material price sensitive information must be disclosed to ASX in accordance with this policy.

Where there is doubt as to whether certain information should be disclosed, the Disclosure Officer will discuss the matter with any one or more of the CEO, the Directors, senior executives, and if necessary, will seek external advice.

4.2 Decisions about material price sensitive information and announcements

Recognising the need to ensure that price sensitive information is disclosed to ASX promptly, where practicable, approval will also be sought in advance from the following persons in relation to proposed announcements to ASX:

- (i) from the Group Finance Director, where the proposed announcement incorporates financial information;
- (ii) from the Chairman of the Board, or if the Chairman cannot be contacted, from the Deputy Chairman, where the information to be announced is a significant material disclosure; and
- (iii) from the Board, where the announcement contains information intended to update the market's expectations concerning Enero's earnings for a period.

4.3 Obligations of officers and employees

All Enero are required to:

- (a) consider whether any information, transaction or event of which they are aware may be price sensitive;
- (b) immediately advise one of the Disclosure Officers of any issues which could develop into price sensitive information (for example, a dispute which could lead to significant legal action or the termination of a major contract). The Disclosure Officers must be kept informed of any developments and the developing potential issue must continue to be included in monthly reports to the CEO until the issue is either resolved or notified to the ASX;
- (c) immediately inform a Disclosure Officer of any information that they believe may be price sensitive;

- (d) pass on any potentially price sensitive information to a Disclosure Officer if in doubt about whether the information requires disclosure;
- (e) ensure that the information is not disclosed to anyone outside Enero before the ASX is notified. Enero people may only review potentially price sensitive information with company colleagues (or Enero's professional advisers) on a need to know basis. Enero people may be committing a criminal offence by passing on the information to outsiders; and
- (f) immediately advise a Disclosure Officer if the ASX has not been told about price sensitive information and it is discovered that outsiders know about the information.

It is important that all potentially price sensitive information, regardless of whether its consequences are fully known, is immediately reported to a Disclosure Officer so that Enero is in a position to comply with its continuous disclosure obligations.

4.4 Authorised Officer

The Company Secretary is authorised by the Board as Enero's usual point of contact for communication with ASX in relation to ASX Listing Rule matters. In the Company Secretary's absence this role may be performed by the CFO, the CEO, the Group General Counsel or such other person as is authorised by the Chairman from time to time ("Authorised Officer").

The Authorised Officer:

- (a) has authority to file administrative announcements with ASX without seeking approval from any other person; and
- (b) may lodge announcements with ASX regarding price sensitive information approved in accordance with this policy.

5 Market Rumours and False Market

- (a) LR 3.1B provides that if ASX considers that there is, or is likely to be, a false market in Enero's securities, and requests information from Enero to correct or prevent the false market, Enero must immediately give the ASX the information needed to correct or prevent the false market.
- (b) The Company Secretary and Group Finance Director monitor the market in an effort to understand the reasons for movements in the Enero share price. If rumours or leaked information are considered to be the cause of unexpected movements in the share price, discussions with the ASX will be initiated as soon as practicable.
- (c) The Company Secretary and Group Finance Director, monitor the consensus of analysts' forecasts of Enero profit performance (where applicable) to determine whether an announcement to the ASX may be necessary to correct a misunderstanding of the company's prospects. Where appropriate, feedback will be given to analysts if they have made factual errors or wrong assumptions based on publicly available information. Information on market forecasts is provided regularly to the Board.
- (d) In general, Enero will not respond publicly to market rumours or speculation unless required to do so by the ASX.

6 Trading Halts and Voluntary Suspension

- (a) In certain circumstances it may be appropriate for Enero to request a trading halt to prevent the trading of its securities on an uninformed basis. Examples of when this could arise include, circumstances where information has leaked ahead of an announcement and it is having a material effect on the price or traded volumes of the entity's securities; the company has been asked by the ASX to provide information to prevent or correct a false market; or where the information is especially damaging and likely to cause a significant fall in the market price of the entities securities.

- (b) A Disclosure Officer, in consultation with the Chairman or the Deputy Chairman, is responsible for determining whether a trading halt is necessary and is authorised to request a trading halt. Unless expressly authorised by a Disclosure Officer no other person is authorised to request a trading halt.
- (c) A request to the ASX for a voluntary suspension may only be made by a Disclosure Officer with the approval of the Board.

7 Inadvertent disclosure of information

- (a) If any Enero person becomes aware that:
 - (i) there may have been inadvertent disclosure of material price sensitive information (which has not yet been disclosed to the ASX) during any communication with external parties; or
 - (ii) confidential Enero information may have been leaked (whatever its source),he or she should immediately notify a Disclosure Officer. In such a situation, Enero will need to immediately issue a formal ASX announcement and post the announcement on its website.
- (b) Where the confidential information disclosed during external communications is considered not market sensitive, Enero will ensure equal access to that information in accordance with this policy.

8 Contact with Stockbrokers, Financial Analysts and the Media

- (a) It is a criminal offence to divulge price sensitive information to anyone who may take advantage of it before it is disclosed to the ASX.
- (b) The following rules apply to all Enero people (including directors):
 - (i) no formal or informal discussions may be held (including off the record discussions) about price sensitive issues with people outside Enero and especially not with members of the financial community, including stockbrokers, financial analysts, investors, journalists and others who have an interest in price sensitive information, unless expressly authorised by the CEO, CFO or Company Secretary;
 - (ii) if discussions with the financial community are authorised by the CEO, CFO or Company Secretary, before the discussion takes place details of what may be said must be agreed and adhered to. A written report of discussions with such people must be promptly provided to the CEO, Group Finance Director and Company Secretary;
 - (iii) with the exception of the CEO, CFO and Company Secretary, only the Chairman and the Deputy Chairman will normally be authorised to have discussions with the financial community;
 - (iv) the CEO, CFO or Company Secretary may only conduct or authorise discussions with members of the financial community, media or other outsiders to:
 - (i) elaborate on information which has already been notified to the ASX;
 - (ii) provide information regarding the staff, products or services of Enero Group companies; and
 - (iii) provide basic industry or company background information and other matters of public record;
 - (v) it is important that no such discussion includes mention of price sensitive information that was not contained in the original disclosure to ASX. Outside parties would also be in breach of the law if they pass on price sensitive information as yet undisclosed to the share market. It is in everyone's interest for Enero people not to discuss such share price sensitive issues with non-company people;

- (vi) during the time between the end of Enero's financial reporting periods (31 December and 30 June) and the announcement to the ASX of the financial results for those periods (often termed blackout periods), further restrictions are imposed to help ensure that Enero does not inadvertently disclose price sensitive information. Generally, no presentations will be made to the financial community during blackout periods, except where the CEO, in consultation with the Chairman decides that it is important and appropriate for the company to do so. Only the CEO, Group Finance Director or Company Secretary may respond to questions from the financial community during blackout periods;
 - (vii) if any new price sensitive information is inadvertently disclosed, a Disclosure Officer must be urgently advised of the details so that the information can then be immediately released to the ASX; and
 - (viii) no matter how damaging, once price sensitive information ceases to be confidential, as when an outside party is informed (no matter how informally or unofficially this may be), Enero must immediately disclose it to the ASX.
- (c) Failure to advise the ASX immediately will mean that Enero and relevant employees are likely to be in breach of both insider trading laws and continuous disclosure laws. If the ASX is advised immediately, the damage done by the unlawful disclosure, together with the risk of legal action and the penalties and damages, are minimised.

9 Media Releases and Interviews

- (a) No employee may provide information to the media in general concerning Enero without the approval of the CEO or Company Secretary. No Enero person may communicate with the media (or any third party) regarding the financial position or performance of any Enero Group company without the prior approval of the CFO.
- (b) When an Enero person is seeking such approval, they should provide a draft media statement or release to the CEO/Company Secretary for review.
- (c) The exceptions to the above rule are:
 - (i) trade media releases and other media contact relating solely to marketing, client or operational matters of Enero group companies. No reference should be made to financial matters, including but not limited to, financial performance, forecasts or earnings. Commonsense should apply;
 - (ii) contact with the media in the ordinary course of business for clients. In which case, no mention should be made of company performance, Enero company performance or any financial matters or earnings or to any information which is confidential to Enero, its group companies or its clients.

10 Electronic Access to Information

In addition to its continuous disclosure obligations, Enero has a policy of seeking to keep shareholders informed through electronic communication. All announcements released to ASX are promptly posted to Enero's website.

11 Protecting Information or Intellectual Property

- (a) Under the Act, employees must not take personal advantage of their position or of company information. These obligations are reinforced in the terms of employment of Enero employees. All information about Enero, its group companies, their clients or staff or owned by Enero or its group companies ("Enero Information") must be kept confidential and properly dealt with by employees. Enero people must ensure that Enero Information is disclosed to outsiders only for legitimate company purposes and that due care is taken to protect the confidentiality and value of that information.

- (b) Appropriate steps (such as confidentiality agreements and other protocols) must be implemented to protect the confidentiality of company, client and staff information and Enero's intellectual property. The Company Secretary can assist in providing advice and any necessary documents.

12 Improper Use of Information or Position in Enero

- (a) No employee or former employee may make improper use of information obtained by virtue of their position with Enero to gain an advantage for themselves or any other person or to cause detriment to Enero.
- (b) No employee may make improper use of their position with Enero to gain an advantage for themselves or any other person or to cause detriment to Enero.
- (c) This policy operates in conjunction with Enero's Security Trading Policy which applies to all Enero people.

13 Breach of Continuous Disclosure Obligations and this Policy

- (a) If Enero contravenes its continuous disclosure obligations by failing to immediately notify ASX of materially price sensitive information, it may face criminal liability, fines or other civil or administrative sanctions. Enero's officers (including its directors), employees or advisors who are involved in a breach by Enero may also face personal criminal or civil liability. A breach of its continuous disclosure obligations could also expose Enero to significant liability from its shareholders and/or cause significant reputational damage.
- (b) All employees and officers of Enero are required to comply with this policy. A failure to adhere to this policy may lead to disciplinary action being taken against an employee, including dismissal in serious cases. As well as, other criminal or civil penalties.

14 Questions

Any questions regarding this policy or continuous disclosure more generally should be directed to the Company Secretary.

Adopted by the Board on 30 May 2013.