



# CONITNUOUS DISCLOSURE POLICY

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## 1.0 Introduction - Energy Action's Commitment

Energy Action is committed to continuous disclosure as required by the Australian Stock Exchange Listing Rules and the Corporations Act 2001.

The purpose of this policy is to set in place systems that:

- (a) identify when matters are "material";
- (b) bring them to the attention of those who are in a position (and have the responsibility) to decide on whether disclosure is made; and
- (c) if disclosure is required, to ensure that disclosure is made promptly, fully, and appropriately.

This policy is consistent with Energy Action's commitment to the promotion of investor confidence through open and honest communication.

This Continuous Disclosure Policy has been endorsed by the Board of Energy Action.

The policy may change over time to ensure best practice.

## 2.0 The Guiding Principle — Continuous Disclosure

### 2.1 Disclosure

Energy Action must immediately notify the market via an announcement to the ASX of any information concerning Energy Action that a reasonable person would expect to have a 'material' effect on the price or value of Energy Action securities.

The Board is primarily responsible for making decisions about what information will be disclosed and ensuring that the necessary information is disclosed.

### 2.2 'Material' Information

Information is "material" if there is a substantial likelihood that the information would influence investors in deciding whether to buy, hold or sell Energy Action securities. Materiality is to be assessed against this qualitative test, taking into account Energy Action's business activities, size and place in the market.

A quantitative assessment may also be undertaken as part of, but not in substitution for, the materiality test. Where a quantitative assessment is performed EA will rely on the guidance provided by its Investigating Accountants as to what constitutes materiality.

### 2.3 Exceptions to the Guiding Principle

Disclosure will not necessarily be made by Energy Action where:

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential; and
- (c) it falls within specified exceptions (e.g. information regarding incomplete proposals) contained in the ASX Listing Rules.

### 2.4 Confidential Information

Energy Action believes that all information of the company or about the company, its business prospects or its operations is confidential unless deemed otherwise by a designated officer of the company. This confidentiality must be respected.

Should confidential information become public without the company's permission, Energy Action will review whether that information or associated information should be disclosed immediately to the market.

No director, employee, or person associated with Energy Action (such as a consultant, adviser, lawyer, accountant, auditor, banker or other contractor) is permitted to comment publicly on matters relating to Energy Action without the explicit and prior approval of the Board. All information about Energy Action's business and company prospects is confidential information and must be treated as such.

The presumption should be that external communications such as analyst briefings and responses to questions from particular shareholders are not confidential.

Information must be subject to on-going assessment as to whether or not it must be disclosed. If any of the conditions referred to in section 2.3 above ceases to apply in relation to any particular information, Energy Action will disclose that information immediately.

## 3.0 Authorised Spokespersons

The only persons authorised to speak to the ASX, the media or externally in relation to Energy Action's affairs (including briefings and responses to analysts, investors, brokers or shareholders) are:

- (a) the Chairman;
- (b) the Deputy Chairman;
- (c) the Chief Executive Officer (CEO);
- (d) those approved by the CEO from time to time.

Where the announcement or comment is to be made to the ASX to comply with continuous disclosure obligations, only the CEO or the Chairman has the authority to approve and release the announcement.

If neither the CEO nor Chairman is available to provide authorisation, the authority of at least two directors, one of whom must be the Deputy CEO, will be required to authorise any announcement.

If any other person connected to Energy Action receives a request for comment from a third party, that person must advise the third party that they are not authorised to speak on behalf of Energy Action and refer the inquiry to one of the persons listed above.

### 4.0 Implementation

#### 4.1 Energy Action's Chief Executive Officer/Company Secretary

The CEO/Company Secretary is responsible for communicating with the ASX, once appropriate authorisation under paragraph 3 has been obtained, and for coordinating the continuous disclosure systems, as well as the provision of information to ASX, analysts, brokers and shareholders.

The CEO/Company Secretary's name and contact details are set out on Energy Action's website.

The CEO/Company Secretary is responsible for:

- (a) maintaining the Market Guidance Register (see section 4.2 below);
- (b) maintaining the currency of this Policy;
- (c) conducting or arranging training of the directors, the CFO and Heads of Department and other appropriate personnel in relation to disclosure obligations (whether continuous, periodic or otherwise);
- (d) periodically reviewing Energy Action's disclosure record; and
- (e) preparing a draft summary of Energy Action's continuous disclosure systems for consideration by the Board and inclusion in Energy Action's annual report.

#### 4.2 Market Guidance Register

The CEO/Company Secretary is responsible for maintaining a Market Guidance Register that lists the key material items that have been disclosed, in accordance with the Market Guidance Policy, to the market such as:

- (a) material contract agreements;
- (b) material and relevant changes affecting the Company; and
- (c) key commercial relationships.
- (d) forecasts of financial results;
- (e) sales and revenue forecasts; and

Where the Company releases a forecast, the Company, including Directors and Officers and Employees must ensure that the forecast remains:

- (a) Accurate;
- (b) Material
- (c) Relevant; and
- (d) Does not create a False Market for our Shares.

The Register will be available for review by senior management and the directors. When it is apparent that circumstances have changed and that prior disclosure is no longer accurate, the Company Secretary will assist the Board to identify the need for Energy Action to disclose the changed circumstances.

### 4.3 Immediate Notification

If a director or any member of senior management becomes aware of information that may have a material effect on the price or value of Energy Action's securities, the policy of Energy Action is that he/she should immediately notify that information to the CEO/Company Secretary

This rule applies even where there is doubt as to whether the information requires disclosure. The directors and executive officers of Energy Action should err on the side of caution and notify that information to the CEO/Company Secretary. It is only if such information is brought forward that the appropriate consideration may be given to whether it should be disclosed to the ASX.

### 4.4 Periodic Disclosure

Meetings of company officers will be used as an opportunity to consider and discuss potential disclosure issues and also ensure ongoing compliance with this Policy.

#### (a) The Executive Committee Meetings

The Executive Committee is comprised of the CEO/Company Secretary, CFO and the Heads of Department or Divisions.

Each member of the Executive Committee is required to consider, prior to each of their meetings, whether they have any information in their possession that may require disclosure. They may be asked at each meeting whether or not any matter needs disclosure or any previously disclosed matters needs an update.

#### (b) Heads of Departments Reports to Board

Board meetings frequently require presentations by the CEO, the CFO, Heads of Departments or other senior executives. These presentations will include opportunities for the senior executives to raise with the Board any matter that the senior executive believes needs to be analysed by the Board and considered for disclosure.

#### (c) Board Meetings

Each director is also required to consider prior to and before the conclusion of each Board meeting whether they possess any information that may require disclosure by Energy Action under its continuous disclosure obligations.

It shall be a standing agenda item at each Board meeting that the directors raise and consider any information that potentially may require disclosure. The directors are encouraged to refer to the Material Disclosures Register.

### 4.5 How Information Is Considered For Disclosure

All information notified to the CEO/Company Secretary under this policy:

- (a) will in the first instance be considered by the CEO/Company Secretary (and, when necessary, the Chairman, an independent director or legal counsel); and
- (b) if a disclosure is required and time permits, the draft form of the disclosure will be circulated to the Board members for immediate comment before being announced to the market.
- (c) In this way, adequate consideration by appropriately qualified persons is given to the need for, and the contents of, any disclosure in accordance with Energy Action's continuous disclosure obligations.

The Board recognises that the responsibility for timely continuous disclosure requires that the Chairman and the CEO have sufficient authority to make announcements without consultation with all members of the Board if they are not immediately available.

All directors and executive officers are required to communicate any information that they consider may require disclosure — even if they are doubtful that disclosure may be required. It is only if such information is brought forward that the appropriate consideration may be given to whether it should be disclosed to the ASX.

In all circumstances, the directors and executive officers of Energy Action should err on the side of caution and notify that information to the CEO/Company Secretary.

### 4.6 The Decision to Disclose

In the ordinary event, the decision to release information to the market or externally, and the form of that disclosure, will be a matter which is to be decided by the Board. Where matters are not as significant or where circumstances otherwise require it, a decision to make disclosure can be taken individually by the Chairman, the CEO/Company Secretary. In making that decision, these officers are expected to consult as widely as time and circumstances permit before doing so.

The decision making officer or body will make a decision to disclose having regard to the law and listing rules, market practice and expectations and the reputation of Energy Action.

### 4.7 Making Disclosure

Where disclosure is determined to be necessary, Energy Action will immediately disclose the information to the ASX.

Energy Action's policy will be to provide the information to the ASX first and not to provide it to any other persons (including on an embargoed basis) until the ASX has confirmed that it has released the information to the market.

Once information has been released to the ASX, Energy Action may issue the information to other interested parties, such as substantial shareholders.

### 4.8 Correcting a False Market, Managing Market Speculation and Rumours

Energy Action's policy is not to comment on any speculation or rumour unless forced to do so and then only to the extent necessary to satisfy regulatory requirements. Its policy is also not to respond to reports (or rumours) published about it by analysts, fund managers, reporters or other third parties. Energy Action will not comment on, or endorse, any market guidance figures published by any other person.

Where Energy Action becomes aware that a third party's report contains information that seriously misrepresents the position (financial or otherwise) of Energy Action and that a significant portion of the market is acting on that information, the Board may decide to issue an ASX announcement correcting the misinformation. It is expected that any such action by the Board will be the exception rather than the rule.

This policy must be observed by all officers and employees at all times.

### 4.9 Correcting Selective Disclosure

In the event that this Policy is not complied with, or notwithstanding compliance, the directors become aware that material price sensitive information has been selectively disclosed, the relevant information will be promptly released to the market through the ASX. Such announcements will be made as soon as practicable after learning of the need for the disclosure.

### 4.10 Use of Website

Given that a significant portion of Energy Action's business and communications are conducted on the internet, it is important to note that information that requires disclosure to the ASX under Listing Rule 3.1 cannot be published on Energy Action's website before ASX has published the announcement.

Accordingly, information that is being disclosed will not be posted on to the Energy Action website until authorisation has been provided by the CEO.

## 5.0 Trading Halts

Where appropriate, Energy Action will make use of the trading halt function available to it under the ASX Listing Rules. A decision to impose a trading halt is expected to be taken only by the CEO in consultation with the Chairman and, if time and circumstance permit, the Board.

## 6.0 Guiding Principles

Energy Action will not communicate material price or value sensitive information to an external party, except where that information has previously been disclosed to the ASX.

## 7.0 Communication "Blackout" Period

To protect against inadvertent disclosure of material price or value sensitive information, Energy Action imposes communication 'blackout' periods between the end of its financial reporting periods and the announcement of results for that period to the market.



In these 'blackout' periods, Energy Action does not intend to hold:

- (a) one-on-one briefings with any external parties, including institutional investors, individual investors or stock broking analysts to discuss financial information concerning Energy Action; or
- (b) open briefings other than to deal with matters which are the subject of an announcement via the ASX; or
- (c) comment on any third party's estimates about Energy Action performance.

## 8.0 Briefings

### 8.1 Open Briefings

Energy Action may hold open briefings (i.e. where all members of a relevant group are invited) with institutional investors and/or stock broking analysts to discuss information that has been released to the market.

For purposes of this policy, all meetings that are not open meetings are treated as one-on-one briefings.

Energy Action's policy for conducting open briefings is not to disclose any material price or value sensitive information unless that information has previously been announced to the market generally.

For open briefings, Energy Action will follow these procedures:

- (a) Energy Action will advise the market in advance, via the ASX and on Energy Action's website, of details of the open briefings; and
- (b) briefing and presentation materials will be disclosed to the market via the ASX and placed on Energy Action's website.

For the purposes of this policy, public speeches and presentations by Energy Action's CEO or CFO will be classed as 'open briefings'.

### 8.2 One-On-One Briefings

It is in the interest of Energy Action's shareholders that stock broking analysts, journalists, institutional investors and other interested third parties have a thorough understanding of Energy Action's business operations and activities. Energy Action considers one-on-one discussions and meetings with investors and stock broking analysts an important part of proactive investor relations.

From time to time, Energy Action will participate in one-on-one briefings with those interested parties. At these briefings, Energy Action may provide background and technical information to assist these parties in their understanding of Energy Action's business activities.

Energy Action'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 between Energy Action and a

stock broking analyst, a journalist or an institutional investor including, for example, during phone calls to the CEO/Company Secretary or another senior executive or director.

Where possible, file notes should be made of all one-on-one briefings and those notes maintained for a reasonable period.

For any planned series of one-on-one briefings arranged by Energy Action, Energy Action will follow these additional procedures:

- (a) Energy Action will advise the market in advance, via the ASX and on Energy Action's website, of the one-on-one briefings; and
- (b) any presentation materials will be disclosed to the market via the ASX and placed on Energy Action's website.

### 8.3 Relationship with Market Disclosure

If any Energy Action director or employee participating in a briefing (either open or one on one) considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to the CEO/Company Secretary for possible consideration under this Continuous Disclosure Policy.

Where a question raised in a briefing can only be answered by disclosing material price or value sensitive information, directors and employees must decline to answer the question or take the question on notice and wait until Energy Action announces the information publicly through the ASX before responding.

## 9.0 Review of Analysts Reports

Energy Action recognises the role performed by analysts in assisting the establishment of an efficient market with respect to its securities.

However, Energy Action is not responsible for, and does not endorse, analyst reports that contain commentary on Energy Action. Accordingly, Energy Action will not:

- (a) externally distribute individual analyst projections or reports;
- (b) refer to individual analyst recommendations on the website; or
- (c) refer to specific analysts, or publicly comment on individual analyst recommendations or proprietary research.

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

Where analysts send draft reports to Energy Action for comment, they must immediately be referred to the CEO/Company Secretary.

Energy Action 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 Energy Action does not imply endorsement of the content of these reports.

Energy Action will not in any circumstance comment on any profit forecasts that may be contained in this type of information. A standard disclaimer will be provided in any response made to an analyst.

### **10.0 Use of the EA Website**

The Energy Action website is the key information dissemination point to the broader market. All ASX announcements and media releases (once ASX has published the announcement) are placed on the site in addition to copies of presentations made to the market at conferences presentations, open briefings or one-on-one briefings. No Company announcement information is to be removed from the Energy Action website without approval from the CEO.

### **11.0 Policy Breaches**

Breaches of this policy, including a failure to report a serious violation by others, may lead to a breach of law and ASX rules, particularly in regard to continuous disclosure. In turn, that may lead to personal penalties for directors and officers. Accordingly, breaches of this policy will lead to disciplinary action being taken against the relevant officer or employee, including dismissal in serious cases.