



Living and Leisure Australia Group Market Disclosure Policy

1. Introduction

Living and Leisure Australia Group (**LLA**) recognizes the critical importance of timely disclosure to ensure the efficient operation of the securities market. The objective of this policy is to ensure that the management and delivery of price sensitive information by LLA provides equality of opportunity to all security holders and market participants.

2. Disclosure Principle

LLA has obligations under the Corporations Act and ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of LLA's securities. LLA discharges these obligations by releasing information to the ASX in the form of an ASX release or disclosure in other relevant documents (eg the Annual Report).

3. Compliance with Policy

The Board and senior management are responsible for ensuring that LLA complies with its continuous disclosure obligations. They must immediately notify the Company Secretary as soon as they become aware of information that should be considered for release to the market (**material information**). The Company Secretary will review the material information reported and determine, in consultation with the Chief Executive Officer (**CEO**) whether any of the material information is required to be disclosed to the ASX.

The Company Secretary will be the primary officer for the purpose of administering notifications to the ASX.

4. Your obligations

As soon as you become aware of information that is not generally available and may be price sensitive, you must provide to the Company Secretary a general description of the matter including;

- details of the parties involved;
- the relevant date of the event or transaction;
- the status of the matter (eg final/negotiations still in progress/preliminary negotiations only);
- where relevant, the estimated value of the transaction; and
- the estimated effect on LLA's finances or operations.

5 Legal Obligations

5.1 Introduction

The Corporations Act and the ASX Listing Rules require LLA, as a stapled entity listed on the ASX, to comply with the continuous disclosure obligations.

5.2 Disclosure obligations

(a) ASX Listing Rule 3.1

ASX Listing Rule 3.1 requires that LLA immediately notify the ASX of any information of which LLA becomes aware, concerning LLA that a reasonable person would expect to have a material effect on the price or value of securities issued by LLA.

(b) Material effect on the price of securities

A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

(c) Information in LLA's knowledge

LLA becomes aware of information if any of its directors or executive officers 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 LLA.

(d) Release of Information to Others

LLA or any of its directors or officers must not release the material price sensitive information to any person (eg the media) until it has given the information to the ASX and has received an acknowledgment that the ASX has released the information to the market.

(e) Information that is generally available

The obligation does not apply where the information is generally available. Information is considered to be generally available if:

- i. it consists of a readily observable matter; or
- ii. it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of securities issued by LLA and a reasonable period for it to be disseminated among such persons has elapsed; or
- iii. it consists of deductions, conclusions or inferences made or drawn from other information that is generally available.

5.3 Exceptions to ASX disclosure obligations

Disclosure under Listing Rule 3.1 does not apply while **all** of the following are satisfied:

- a) a reasonable person would not expect the information to be disclosed; and
- b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- c) **one or more** of the following conditions apply:
 - 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 solely for the internal management purposes of LLA; or
 - v. the information is a trade secret.

As soon as any of these elements are no longer satisfied, LLA must immediately comply with its continuous disclosure obligations. The obligation to disclose the information arises even though two of the above three requirements remain satisfied.

“Confidential” means confidential as a matter of fact. LLA may give confidential information to its advisers (including legal adviser, registry, printer, a party whom LLA is negotiating with and regulatory authorities) and will continue to satisfy the exception as LLA retains control over the use and disclosure of the information. However, ASX would be likely to consider information has ceased to be confidential if the information, or part of it, becomes known either selectively or generally, whether inadvertently or deliberately by LLA or a third party. For example, where there is rumour circulating or media comments about the information and the rumour or comment is reasonably specific, this will generally indicate that confidentiality has been lost.

It is important that employees and advisers, who have access to information which is confidential, maintain the confidentiality of that information.

5.4 False Market

If ASX considers that there is or is likely to be a false market in LLA's securities and asks LLA to give the ASX information to correct or prevent a false market, LLA must give the ASX the information needed to correct or prevent the false market. The obligation to give information arises even if the exceptions apply. ASX would consider that there is or is likely to be false market in the following circumstances:

- LLA has information that has not been released to the market, eg because all of the limbs to the exceptions are satisfied; and
- there is reasonably specific rumour or media comment in relation to LLA that has not been confirmed or clarified by LLA; and
- there is evidence that the rumour or comment is having, or ASX forms the view that it is likely to have, an impact on the price of LLA's securities.

5. Price Sensitive Information

All information which is potentially price sensitive should be notified to the CEO and Company Secretary through the procedures discussed in paragraphs 3 and 4. Price sensitive information includes:

- a) the financial condition, results of operations, company issued forecasts and earning performance of LLA or a controlled entity, which are significantly different from that anticipated by LLA or the market;
- b) a proposed acquisition or disposition of material assets to be announced by LLA, a controlled entity or joint venture partner;
- c) impending mergers, acquisitions, reconstructions, takeovers, etc;
- d) significant litigation;
- e) significant foreign activities or proposed foreign activities) by LLA or a controlled entity;
- f) events or occurrences that have an impact on the operations of LLA or a controlled entity;
- g) natural disasters or accidents that have particular relevance to the businesses of LLA;
- h) a significant change in LLA's financial forecast or expectation;
- i) changes in LLA's directors, senior management or auditors;
- j) any negative publicity;
- k) planning to undertake a significant financing or security issue (whether debt or equity) or to take other action with respect to outstanding securities i.e. securities repurchase program.

Note: These examples are not an exhaustive list. You should notify any matters which you think may be "price sensitive" or influence an investor's decision to buy or sell securities.

Employees should not pre-judge whether any information is not price sensitive and should follow the reporting procedures set out in paragraphs 3 and 4.

6. Communication of Information

6.1 Disclosure to ASX

All information which would be expected to have a material effect on the price or value of LLA's securities will be released by the Company Secretary to ASX before any other person. Immediately following notification to the ASX, all Board members are to be provided with an electronic copy of the notification.

6.2 Placement on website

All information disclosed to ASX in compliance with this policy will be promptly placed on LLA's website following confirmation of receipt from ASX.

6.3 Further Dissemination

The CEO and/or Company Secretary will in each instance determine if further dissemination of information is required following release of material to the ASX. Eg. Press releases, media conferences, or mail outs to security holders.

6.4 Authorised spokespersons

Unless otherwise advised, the nominated LLA spokespersons are the CEO and the Chair.

The spokespersons are entitled to clarify information publicly released through ASX, but they should not add to or reveal any additional information which may be considered as materially price sensitive.

6.5 Market speculation and rumours

Market speculation and rumours, whether substantiated or not, have a potential to impact LLA and may contain errors. Speculation may also result in ASX formally or informally requesting disclosure by LLA on the matter.

LLA will not generally comment on rumours or market speculation. However, notwithstanding this "no comment" approach, LLA may issue a statement in relation to market speculation or rumour where:

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

The CEO and/or Board will decide whether it is appropriate to issue such a statement. No LLA employee is authorised to respond to speculation and market rumours except with the approval of the CEO.

6.6 Trading halts

At times it may be necessary to request a trading halt from ASX to ensure orderly trading in LLA's securities. The CEO (or, in his absence, the Board) will make all decisions in relation to trading halts. No LLA employee is authorised to seek a trading halt except with the approval of the CEO (or, in his absence, the Board).

6.7 Responding to financial projections and reports

Comments on LLA financial projections and reports will only be made in relation to material which has already been publicly disclosed. LLA will publicly announce any material change in expectations before commenting to anyone outside LLA.

7 Contraventions and Penalties

7.1 Contravention

LLA contravenes its Australian continuous disclosure obligations if it fails to notify the ASX of the information required by Listing Rule 3.1 to be disclosed. If LLA contravenes this obligation intentionally, recklessly or negligently by failing to notify the ASX of information:

- a) that is not generally available; and

- b) that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of LLA securities,

LLA and its officers may be guilty of an offence under section 674 of the Corporations Act. Breaches of this Policy may also lead to disciplinary action being taken, including dismissal in serious cases.

7.2 Liability and enforcement – penalties for breach

(a) LLA

If LLA contravenes its continuous disclosure obligations, it may face:

- criminal liability with a monetary fine if the contravention is intentional or reckless;
- civil liability for any loss or damage suffered by any person as a result of LLA' failure to disclose relevant information to the ASX; and
- de-listing from the ASX.

The ASIC can also institute proceedings under the ASIC Act.

(b) Others

LLA's directors, officers, employees or advisers who are involved in the contravention, may also face criminal liability (monetary fine and/or 5 years imprisonment) and civil liability as outlined above.

(c) Enforcement

The court also has power under the Corporations Act to order compliance with the Listing Rules on the application by ASX, the ASIC or an aggrieved person (for example, an LLA security holder).

(d) Adverse publicity

Contravention of its continuous disclosure obligations may cause damage to LLA reputation which may adversely impact upon the market value of its securities.