



DISCLOSURE POLICY

Shares in Australian Dairy Nutritionals Limited (**Company**) are stapled to units in the Australian Dairy Farms Trust (**Trust**) (for which Dairy Fund Management Limited is currently the responsible entity (**Responsible Entity**)). The Company and the Trust together form the Australian Dairy Nutritionals Group (**Group**). The Responsible Entity will cooperate with the directors of the Company to facilitate the operation of the Group as a single economic entity for the benefit of stapled securities holders. A reference to the **Board** in this policy is a reference to the board of the Responsible Entity and the board of the Company.

Disclosure requirements

1. Under ASX Listing Rule 3.1 (**Rule**) and section 674 of the *Corporations Act 2001 (Cth)* (**Act**), the Group is required to immediately release to the market information that a reasonable person would expect to have a material effect on the price or value of the Group's listed securities (subject to certain exceptions in ASX Listing Rules 3.1A).
2. Breaching such requirements can attract serious legal consequences for the Group and its officers.

Purpose of this Policy

3. This policy sets out detailed procedures for the Group to keep the market fully informed of information which may have a material effect on the price or value of the Group's listed securities (as well as to ensure that all investors have equal and timely access to material information concerning the Group - including its financial position, performance, ownership and governance).
4. All employees and officers of the Group must be informed of this policy and act in compliance with this policy.

Responsibilities of the Board

5. The Board is primarily responsible for ensuring that the Group complies with its disclosure obligations and for deciding what information will be disclosed.
6. The Board has delegated its primary responsibilities to communicate with ASX to the following Authorised Disclosure Officer:
 - (a) the Group Company Secretary; or
 - (b) in the absence of the Group Company Secretary, the CEO.

Responsibilities of directors, officers and employees

7. Every director, officer and employee of the Group is required to immediately report any potential price sensitive information that they become aware of to an Authorised Disclosure Officer.

Responsibilities of Authorised Disclosure Officer

8. Subject to Board intervention on a matter, the Authorised Disclosure Officer is responsible for the following:
 - (a) monitoring information likely to be required to be disclosed to ASX and coordinating the Group's compliance with its disclosure obligations;
 - (b) ASX communication on behalf of the Group, authorising Group announcements and lodging documents with ASX;
 - (c) requesting a trading halt or suspension in order to manage all disclosure obligations including to prevent or correct a false market;
 - (d) providing education on these disclosure policies to the Group's directors, officers and employees;
 - (e) ensuring there are vetting and authorisation processes designed to ensure that Group announcements:
 - (i) are made in a timely manner;
 - (ii) are factual;
 - (iii) do not omit material information; and
 - (iv) are expressed in a clear, concise and objective manner that allows investors to assess the impact of the information when making investment decisions;
 - (f) keeping a record of all announcements disclosed on ASX; and
 - (g) updating the Group's website immediately following its announcements on ASX.
9. An Authorised Disclosure Officer must
 - (a) be available to communicate with the ASX at all reasonable times, and is responsible for providing contact details and other information to ASX to ensure such availability;
 - (b) remain familiar and conversant with the relevant applicable provisions of the Act, the Rule and ASX Guidance Notes and ASIC Regulatory Guides (especially ASX GN 8 and ASIC RG 62).

Disclosure decision process

10. An employee or officer of the Group who is faced with a decision on whether information is price sensitive will be helpfully guided by the following questions:
- (a) “would this information influence my decision to buy or sell securities in the Group at their current market price?”
 - (b) “would I feel exposed to an action for insider trading if I were to buy or sell securities in the Group at their current market price, knowing this information had not been disclosed to the market?”

If the answer to either question is “yes”, this is a firm indication that the information may be market sensitive and must be immediately reported to the Authorised Disclosure Officer.

11. The Authorised Disclosure Officer, after receiving such information, must:
- (a) if the information clearly falls into rule 15 of this policy, make a decision that the information need not be disclosed and inform the Board of such decision;
 - (b) if the information clearly fits into one of the examples listed in rule 16 of this policy, make a decision that the information needs to be disclosed and immediately inform the Board of such decision and draft an announcement in compliance with rule 21 of this policy;
 - (c) in any other cases, immediately report the information to the Board.
12. The Board must deal with any information referred to it under rule 11 promptly and without delay.
13. The Board should be aware that it cannot decide not to disclose the information simply because:
- (a) it is contrary to the short-term interests of the Group; or
 - (b) it is contrary to contractual commitments.
14. If the Board decides to disclose the information, the Authorised Disclosure Officer:
- (a) must immediately make an ASX announcement to the market; or
 - (b) may, if an announcement cannot be issued immediately (for any reason), request ASX to place the Group (and its securities) in a trading halt or trading pause.
15. Information is not required to be disclosed if:
- (a) the information falls into one of the categories in Listing Rule 3.1A including:
 - (i) it would be a breach of 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 the Group; or

- (v) the information is a trade secret; **and**
 - (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; **and**
 - (c) a reasonable person would not expect the information to be disclosed in the circumstances.
16. Examples of price sensitive information are:
- (a) a transaction that will lead to a significant change in the nature or scale of the Group's activities;
 - (b) a material mineral or hydrocarbon discovery;
 - (c) a material acquisition or disposal;
 - (d) the granting or withdrawal of a material license;
 - (e) the entry into, variation or termination of a material agreement;
 - (f) becoming a plaintiff or defendant in a material lawsuit;
 - (g) the fact that the Group's earnings will be materially different from market expectations;
 - (h) the appointment of a liquidator, administrator or receiver;
 - (i) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
 - (j) giving or receiving a notice of intention to make a takeover;
 - (k) a capital raising; and
 - (l) any rating applied by a rating agency to the Group or its securities and any change to such a rating.

Measures to avoid a false market

17. In the event that the Group becomes aware of a report or rumor in the media which appears to contain or to be based on credible market sensitive information (whether that information is accurate or not) and has or is likely to have a material effect on the Group's securities, the Group should immediately contact its ASX adviser to discuss the situation and seek guidance on the appropriateness of a trading halt or announcement.
18. If ASX requests information from the Group in order to correct or prevent a false market in the Group's securities, the Group will promptly comply with that request.
19. If the Group is unable to give sufficient information to ASX to correct or prevent a false market, the Group will request a trading halt.

ASX Announcements

20. Group announcements of price sensitive information must remain confidential and are subjected to the following vetting and authorisation processes to ensure their clarity, timely release, factual accuracy and inclusion of all material information:
- (a) The Authorised Disclosure Officer must prepare (or procure preparation of)

ASX announcements when required to fulfill the Group's disclosure obligations.

- (b) Proposed announcements must be approved by the Chairperson or in their absence, urgent announcements may be approved by the Chief Executive Officer or other person expressly authorised by the Board.
- (c) Whilst the Group should endeavor to obtain Board approval prior to release of all announcement to the ASX, only significant announcements require prior Board approval (verbal or written). Whether an announcement is 'Significant' will depend on the circumstances but may include announcements which contain or relate to financial forecasts or Group policy or strategy. Significant announcements of a recurring nature include the Group's half-year and end-of-year results.
- (d) Where the urgency of the subject-matter precludes reference to the full Board an announcement may be approved by the Directors who are available (even if the announcement is significant).
- (e) Announcements must first be released to the ASX Announcements Platform before being disclosed to any other private or public party (such as the media). After release of the announcement, it should then be displayed on the Group's website, following which the Group can then release such information to media and other information outlets.
- (f) All announcements must be copied to Board and senior managers by email immediately after they have been released to ASX.

Confidentiality and unauthorised disclosure

- 21. The Group, its employees and officers must safeguard the confidentiality of information which a reasonable person would expect to have a material effect on the price or value of the Group's securities.
- 22. The employees and officers of the Group must report any leak of such information to the Authorised Disclosure Officer as soon as they become aware of it.
- 23. The Authorised Disclosure Officer must refer any such information to the Board as soon as possible for the Board to decide on whether there is an unauthorized disclosure and consequential measures to be taken.
- 24. The Group should immediately announce such information on ASX if appropriate.

External communications and media relations

- 25. The Chairperson and Chief Executive Officer (or equivalent) are authorised to communicate on behalf of the Group with the media, government and regulatory authorities, stockbrokers, analysts and other interested parties or the public at large. No other person may do so unless specifically authorised by the Chairperson or Chief Executive Officer (or equivalent).
- 26. All requests for information from the Group must be referred to the Authorised Disclosure Officer for provision to the Chairperson and Chief Executive Officer (or equivalent).

Breach of Disclosure Policy

28. Serious breaches of this disclosure policy may be treated with disciplinary action, including dismissal, at the discretion of the Board.
29. Where the breach is alleged against a member of the Board, that director must provide any available information regarding the allegation and respond promptly to any questions from the Board. The director who is the subject of the allegation must be excluded from the Board's consideration of the allegation or breach and any disciplinary action which the Group may undertake.

Review of Disclosure Policy

30. This Policy will be regularly reviewed at least on an annual basis and at least on the following aspects:
 - (a) legal and policy compliance;
 - (b) processes used for the collection and management of information for disclosure;
 - (c) list of price sensitive information examples;
 - (d) practical application of each of the rules of this Policy (including maintenance of confidentiality and accountability of responsible officers); and
 - (e) maintenance of records of price sensitive information (including the Group's website).