



Continuous Disclosure Policy

This policy explains how Austin Engineering Limited (**Company**) complies with its continuous disclosure obligations and manages other communications with the media and financial markets. It applies to the Company, and to all Directors and employees of the Company and its controlled subsidiaries.

Commitment to disclose

In accordance with the Corporations Act, ASX Listing Rules and ASX Listing Rules Guidance Note 8 Continuous Disclosure: Listing Rules 3.1-3.1B, the Company will immediately (that is, promptly and without delay), notify the Australian Securities Exchange (ASX) of information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities (market sensitive information).

The test for determining whether information is market sensitive information is whether the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities. Directors, executives, other employees and consultants of the Company should notify their General Manager or the Disclosure Officers (as the case may be) of any matters that they think may be market sensitive information or otherwise influence an investor's decision to buy or sell securities (see further about these processes and the roles of these persons in section two).

The only exception to this immediate disclosure requirement is where the ASX Listing Rules do not require such information to be disclosed.

Upon confirmation of receipt from ASX, the Company will post all information disclosed in accordance with this policy on its website.

It is of fundamental importance to the Company and, as such, the Company will ensure, that its disclosures are accurate, balanced and do not omit any material information, and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Disclosure responsibilities and procedure

2.1 Disclosure Officers

The Board has appointed the Chief Executive Officer and Company Secretary as the disclosure officers (Disclosure Officers).

The Disclosure Officers are responsible for administering this policy and, in particular:

- a) overseeing and coordinating all communication with ASX, investors, analysts, brokers, shareholder associations, the media and the public;
- b) overseeing and coordinating the disclosure training and education of all Company employees to ensure that they understand the Company's disclosure obligations and what information may be market sensitive; and
- c) collecting and recording all potential market sensitive information concerning the Company and making auditable disclosure decisions, subject to the approval requirements set out below.

The Disclosure Officers may delegate aspects of administering this policy to other Company employees. The delegation may be general or specific to a particular matter.



2.2 Reporting processes

All employees should immediately bring to the attention of their General Manager information which may require disclosure. General Managers are responsible for providing this information to the Chief Executive Officer or the other Disclosure Officers immediately.

It is not up to the Company's employees to determine whether or not an event is market sensitive or whether there exists market sensitive information. Employees must, and will be directed to, disclose to the Disclosing Officers all potentially significant information concerning the Company whether or not the employee believes that:

- a) it is market sensitive information; or
- b) an exception to disclosure applies.

2.3 Assessment of information

The Disclosure Officers must assess whether any information of which the Company is or becomes aware must be disclosed to ASX by assessing whether the information meets the market sensitive information test and then whether it need not be disclosed due to an exception.

2.4 Approval for disclosure to ASX

If the Disclosure Officers believe information must be disclosed, the Disclosure Officers must:

- a. (unless the matter concerns normal operating activities) consult with the Chair of the Board (or in his or her absence, another independent Non-Executive Director of the Board) about whether the information and the associated disclosure considerations ought to be referred to the Board, having regard to the nature of the information and all the relevant circumstances. When in doubt, the matter should be referred to the Board; and
- b. where so referred, seek approval from the Board for disclosure of the information (providing the Board with a reasonable opportunity to consider the form and content of the ASX announcement in which the disclosure will be made), unless:
 - i. the information concerns normal operating activities (in which case, following appropriate consultation with the other Disclosure Officers, the Chief Executive Officer or his delegate is authorised to approve the making and form of any disclosure); or
 - ii. in all other circumstances, that is not possible or practical having regard to all the circumstances and the requirements of the ASX Listing Rules.

Where it is not possible or practical to seek the Board's approval (recognising the requirement to disclose market sensitive information promptly and without delay), both Disclosure Officers will determine whether particular information should be disclosed to the ASX, and the form and content of any disclosure (or at least one of them if the other is not available and a decision is required for the Company to comply with its disclosure obligations).



2.5 Board review of continuous disclosure matters

As a standing agenda item at each Board meeting, the Directors will raise and consider whether there is any information (including any matters reported to or discussed at the Board meeting) that may potentially need to be disclosed to the market pursuant to the Company's continuous disclosure obligation.

Each Board report will contain a section dealing with continuous disclosure issues.

The Company will ensure that copies of all material announcements are provided to the Board promptly after they have been made.

2.6 Disclosure to ASX

When disclosure of market sensitive information has been approved, the Company Secretary must immediately lodge that information with ASX in the manner prescribed by the ASX Listing Rules.

Information lodged with ASX must not be released publicly by the Company until it has received formal confirmation from ASX that the information has been released. Once formal confirmation from ASX is received, the Company must promptly post the information on its website. The Company may simultaneously or subsequently release the information in any other manner it considers appropriate including issuing a media release, conducting a press conference or mailing details to the Company's security holders.

Measures to Avoid the Emergence of a False Market in Company Securities and the use of trading halts

The Company recognises that a false market in its securities may result if the Company provides incomplete information to ASX or if it fails to respond to market and media speculation that may be likely to have an impact on the Company's securities. While the Company does not, in general, respond to market speculation or rumours unless required to do so by law or by ASX, the Company may need to correct a rumour or respond to speculation (for example, to prevent a false market) by making an announcement to the market. The Company is also committed to disclosing as much information as possible, without serious adverse implications to the Company, to a wide audience of investors through media releases of important milestones. Market sensitive information given to ASX for market release will also be provided to investors through media releases. Such media releases will also be posted on the Company's website.

Where appropriate, the Company may request from ASX a trading halt (or, in exceptional circumstances, a voluntary suspension from trading) in order to prevent trading in the Company's securities on an uninformed basis until the Company can make an announcement to appropriately inform the market of market sensitive information.

The Disclosure Officers are authorised to request a trading halt from ASX.

Before requesting a trading halt, the Disclosure Officers must generally seek approval to do so from the Board. However, it is recognised that the Company may be required to submit a trading halt expeditiously and that it may be not always be practicable for the approval of the Board to be sought (depending upon the circumstances), and in such circumstances any one of the Disclosure Officers will be permitted to request a trading halt from ASX.

Further, if ASX considers that there is or is likely to be a false market in the Company's securities and asks the Company to give ASX information to correct or prevent a false market, the Company must immediately give ASX that information.



Media Contact and Comment

The Board has authorised the Chair and Managing Director (or his delegated representatives) to speak to the media on matters associated with the Company. In general, the Company's Directors and employees are not authorised to speak to the media without the prior approval or delegated authority of the Managing Director or Chair.

In speaking publicly or to the media, the Chair and Managing Director (or his delegated representative) will not comment on market sensitive information that has not already been disclosed to ASX, however, he or she may clarify previously released information.

There will be times when Directors and employees will be approached by the media for public comment. On such occasions, the Director(s) or employee(s) should follow the procedure set out below:

- refer the person to the Managing Director (or his delegated representative) for comment;
- do not disclose any information, documents or other forms of data to the person without the prior consent of the Managing Director (or his delegated representative); and
- report to the Managing Director (or his delegated representative) the name of the person who contacted the Director/employee, the reason (explicit or inferred) for the contact and summary of any other relevant information as soon as possible.

External Communications Including Analysts Briefing and Responses to Shareholders' Questions

The Company discloses its financial and operational results to the market at least at the end of each half year and full financial year, as well as informing the market of other events throughout the year as they occur. Annual and half-yearly financial reports, media releases and annual general meeting speeches are all lodged with ASX and subsequently posted to the Company's website. All financial information is disclosed to ASX.

The Company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves. However, if a significant divergence between internal projections on the one hand, and market expectations (usually reflected by consensus estimates and/or broker forecasts) on the other, becomes apparent, the Company will consider whether disclosure is required under the ASX Listing Rules.

The Company is committed to ensuring that all investors have equal access to information about the company and its activities, and preventing selective or inadvertent disclosure of market sensitive information.

The Company conducts briefings and discussions with analysts and institutional investors. However, market sensitive information will not be discussed unless that information has been previously formally disclosed to the market via an ASX announcement. Slides and presentations in the briefings will also be released immediately prior to the briefing to the market via ASX and posted on the Company's website.

If any new market sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholders queries, written materials containing such information will be lodged with ASX prior to the briefing commencing. The briefing material will be posted to the Company's website as soon as ASX confirms the information has been received. If market sensitive information has been disclosed inadvertently at any briefing, this must immediately be reported to the Disclosure Officers.



Periodic Disclosure

The Company is committed to the full and accurate reporting of its financial results. Consequently, when complying with its periodic disclosure requirements, the Company will provide commentary on its financial results. The purpose of the commentary will be to clarify and contextualise the information in the financial results, and will be delivered in a manner that is neutral, free from any bias and easy to understand. This may involve the provision of both positive and negative information that the Company believes is necessary to keep investors fully informed.

Verifying periodic reports and other substantive announcements

The Company acknowledges that investors are increasingly relying on a broader range of periodic corporate reports (than audited or reviewed financial statements), as well as announcements made for the purposes of continuous disclosure, in order to inform their investment decisions.

When preparing and disclosing either a report of this type, or any other announcement made for the purposes of compliance with the Company's continuous disclosure obligations, the Company undertakes a vetting process by which each statement of fact or belief (which is not otherwise self-evident) is verified.

The verification sources are not public information and will not be disclosed by the Company.

Confidentiality of corporate information

The Company has in place important policies and procedures to ensure that the confidentiality of market sensitive information is maintained until such time as it is duly disclosed. Every employee (and Director) has a duty not to disclose confidential information to any person except with the express consent of the Company or in circumstances required by law. It is important that all employees (and Directors) abide by these policies and procedures, and recognise the importance of information remaining confidential, such that confidentiality is not lost, avoiding premature disclosure by the Company.

Review

The Company will periodically review this policy to check that it is operating effectively and whether any changes are required to the policy.