

PIPE NETWORKS LIMITED
MARKET DISCLOSURE POLICY

1. Introduction

- 1.1 The Board has established a Continuous Disclosure Policy (**Policy**).
- 1.2 The objective of the Policy is to ensure the Company complies with the continuous disclosure requirements of the *Corporations Act 2001* (Cth) and the Australian Stock Exchange Limited ('ASX') *Listing Rules* in accordance with the ASX 'Principles of Good Corporate Governance and Best Practice Recommendations'.

2. What is Pipe Networks Limited's Market Disclosure Policy?

- 2.1 The Company has obligations under the *Corporations Act 2001* (Cth) and ASX *Listing Rules* to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities and to correct any material mistake or misinformation in the market. The Company fulfils these obligations by providing to the ASX information in the form of an ASX release or disclosure or other relevant documents.
- 2.2 This policy sets out the procedure to:
- (a) identify material, price-sensitive information;
 - (b) report material, price-sensitive information to the Company Secretary for review;
 - (c) ensure the Company complies with its continuous disclosure obligations under the *Corporations Act 2001* (Cth), ASX *Listing Rules* and the ASX 'Principles of Good Corporate Governance and Best Practice Recommendations' by timely disclosure of material, price-sensitive information; and
 - (d) ensure that individual officers and directors do not contravene the *Corporations Act 2001* (Cth) or ASX *Listing Rules*.

3. How to identify material, price-sensitive information

- 3.1 Material, price-sensitive information is information concerning the Company that a reasonable person would expect to have a material effect on the price or value of any securities issued by the Company.
- 3.2 Information has a material effect on the price or value of any of the securities issued by the Company if the information would, or would be likely to, influence persons who commonly invest in such securities in deciding whether or not to subscribe for, or buy or sell, these securities.

4. What are the sources of the Company's obligation to disclose material, price-sensitive information?

- 4.1 The Company's continuous disclosure obligations are contained in the following sources:
- (a) the ASX Listing Rules, in particular, Listing Rules 3.1 and 3.1B; and

- (b) the continuous disclosure provisions contained in the *Corporations Act 2001* (Cth), particularly section 674.

4.2 *ASX Listing Rule 3.1*

The Company must immediately notify the ASX of any information of which the Company is or becomes aware, concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares.

4.3 *ASX Listing Rule 3.1B*

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 it information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market.

4.4 *ASX Listing Rule 15.7*

The Company must not release information that is for release to the market to any person until it has given the information to ASX and has received an acknowledgment that ASX has released the information to the market.

5. **Who is responsible for disclosure?**

5.1 The Chief Executive Officer and the Company Secretary have primary responsibility for:

- (a) ensuring that the Company complies with its disclosure obligations; and
- (b) deciding what information will be disclosed.

5.2 All Directors, executive officers and employees of the Company are responsible for communicating to the Company Secretary or the Managing Director information of which they become aware which is material, price-sensitive information, including:

- (a) a general description of the matter;
- (b) details of the parties involved;
- (c) the date of the event or transaction;
- (d) the status of the matter (for example, whether the matter is finalised or preliminary);
- (e) an estimated value for the transaction;
- (f) the effect on the Company's finances and operations; and
- (g) the names of any persons advising the Company in the matter.

5.3 Continuous disclosure is a standing agenda item of meetings of the Board. The Board ratifies information disclosed to market prior to the Board meeting and assesses whether further information should be released to the market.

5.4 Managers are responsible for ensuring that their teams are aware of the Company's continuous disclosure obligations and report material information on a continuous basis.

6. What to do if ASX considers that a false market exists in the Company's securities?

- 6.1 If ASX considers that there is or is likely to be a false market in the Company's securities, it will ask the Company to give it information to correct or prevent the false market.
- 6.2 A false market may arise, for example, where there is a reasonably specific rumour or media comment in relation to the Company that has not been confirmed or clarified by an announcement to the market and ASX forms the view that the rumour is or is likely to have an impact on the price of the Company's securities.
- 6.3 The Company will disclose to ASX the information needed to correct or prevent the false market as the information may influence persons who commonly invest in such securities in deciding whether or not to subscribe for, or buy or sell, the Company's securities.

7. How to make external communications

- 7.1 In order to safeguard the confidentiality of corporate information and avoid premature disclosure:
- (a) all information or presentations provided to, and discussion with, analysts, professional bodies, journalists or any other person must be referred to or approved by the Managing Director;
 - (b) inquiries from analysts, institutional shareholders or journalists must be referred to the Managing Director or to a delegate approved by the Managing Director; and
 - (c) no unauthorised director, officer or employee of the Company should speak to analysts, institutional shareholders or journalists regarding the Company's financial matters. Only the Managing Director (or the Managing Director's delegate) may speak on the Company's behalf on financial matters.
- 7.2 Any delegate must to the extent practicable inform the Managing Director of any public comments or responses to enquiries on financial matters that the delegate proposes to make.
- 7.3 All responses to shareholder questions should be referred to or approved by the Company Secretary to ensure that material, price-sensitive information is not selectively disclosed.

8. What happens if the company contravenes its continuous disclosure obligations?

- 8.1 The Company will contravene its continuous disclosure obligations by failing to notify ASX of information required by the ASX Listing Rules.
- 8.2 If the Company contravenes its obligations, the Company and its officers may be guilty of an offence under the *Corporations Act 2001* (Cth) and incur serious civil and criminal sanctions.

9. How often will this policy be reviewed?

- 9.1 The Policy will be reviewed by the Board annually and revised as required.