

CONTINUOUS DISCLOSURE POLICY

1. General Policy

Gunns Limited ("**the Company**") must immediately notify the market via an announcement to the Australian Stock Exchange (**ASX**) of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of Company securities. Information is "material" if there is a substantial likelihood that the information would influence investors in deciding whether to buy, hold or sell Company securities.

2. Exception

Where the information is generally available, there is no requirement to disclose it to the market.

Aside from the case of generally available information disclosure is not required where:-

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential (and the ASX has not advised that such information has ceased to be confidential); and
- (c) the information:-
 - i. concerns an incomplete proposal or negotiation; or
 - ii. comprises matters of supposition; or
 - iii. is insufficiently definite to warrant disclosure; or
 - iv. is generated for internal management purposes of the Company; or
 - v. is a trade secret; or
 - vi. is unable to be disclosed by law.

3. Reporting discloseable events, receipt of infringement notices and written statement of reasons

- (a) It is a standing agenda item at all Company Board meetings to consider whether any matters reported to or discussed at a Board meeting should be disclosed to the market pursuant to the Company's continuous disclosure obligation. Continuous disclosure is also a standing agenda item at senior management meetings for the purpose of monitoring compliance with the Company's obligations.
- (b) If management becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to the Managing Director or, in their absence, to the Company Secretary. Operating divisional heads and group functional heads must ensure they have appropriate procedures in place within their areas of responsibility to ensure that all relevant information (ie any information that could be materially price sensitive) is reported to them immediately for onforwarding in accordance with this policy.

A similar reporting obligation also arises where the Chair or a non executive Director becomes aware of information that should be considered for release to the market.

- (c) The receipt by the Company of any infringement notice, or written statement of reasons, issued to it by ASIC must be reported immediately to the Company's Market Disclosure Committee (**Committee**). The Committee is constituted by the Managing Director and Company Secretary.
- (d) Where any information, infringement notice or written statement is reported as referred to in paragraph 3(b) or 3(c), the Committee will (as appropriate):-
 - i. review the information in question
 - ii. determine whether any of the information is required to be disclosed to the ASX
 - iii. coordinate the actual form of disclosure with the relevant members of management
 - iv. review and respond to any infringement notice, or written statement of reasons, issued to the Company by ASIC in accordance with the procedure set out in section 4.

All announcements to the ASX will be made through Group Secretariat under the authority of the Company Secretary.

All deliberations of the Committee will be shared without delay with the Chair or, in his or her absence, the Chair of the Audit Committee. Where open briefings or public speeches are to be made and, in accordance with this Policy, relevant presentation materials and speeches are to be lodged with the ASX, prior approval will be obtained from the Chair and Managing Director.

4. Response procedures to infringement notices and statement of reasons

If the Company receives a written statement of reasons from ASIC, the Company Secretary must call a meeting of the Committee to consider the statement and, if appropriate, authorise a representative of the Company (including legal representation) to appear at a private hearing before ASIC, to give evidence and make submissions to ASIC in relation to the alleged contravention.

If the Company receives an infringement notice, the Company Secretary must call a meeting of the Committee and the Committee must decide whether the Company should:-

- (a) pay the penalty specified in the infringement notice and lodge the requisite notification with ASX within the compliance period
- (b) request that ASIC extends the compliance period for the infringement notice, providing reasons for the extension
- (c) make written representation to ASIC seeking withdrawal of the infringement notice (and, if appropriate, seeking refund of any penalty paid in accordance with the infringement notice)
- (d) decline to satisfy the infringement notice within the compliance period.

Any such notification, request or written representations must be in a form approved by the Committee. The Managing Director and Chair must approve the final form of notification, request or written representation to ASIC.

5. Role of the Company Secretary

The Company has nominated the Company Secretary as the person with the primary responsibility for all communication with the ASX in relation to Listing Rule matters. In particular, the Company Secretary is responsible for:

- liaising with the ASX in relation to continuous disclosure issues
- the lodging of announcements with the ASX in relation to continuous disclosure matters
- ensuring senior management are aware of the Company's Disclosure Policy and related procedures, and of the principles underlying continuous disclosure
- ensuring this Disclosure Policy is reviewed and updated periodically as necessary
- maintaining an accurate record of all announcements sent to the ASX and all correspondence with ASIC in relation to the Company's continuous disclosure obligations.

6. Managing Market Speculation and Rumours

Market speculation and rumours, whether substantiated or not, have the potential to impact the Company. Speculation may be factually incorrect and potentially damaging to the Company or may result in the ASX formally requesting disclosure by the Company on the matter.

Company policy is that it does not respond to market speculation or rumours and this must be observed by employees at all times. If any comment is to be made in relation to such issues, the matter must be referred to the Managing Director who will determine the nature of response required.

Employees are required to report any market speculation or rumours that they become aware of to the Managing Director in accordance with paragraph 3 of this policy.

7. Timing

The Company's primary obligation for release of information is to the market through the ASX. Information that is required to be disclosed through the ASX cannot be released publicly until there has been formal confirmation of its release by the ASX. The record of confirmation is held by the Company Secretary.

8. Public Disclosure

Public comment or disclosure of information must be approved by the Managing Director. This is particularly relevant in relation to requests from market analysts and journalists. Media enquiries are to be managed in accordance with the group Media Policy.

9. Ensuring Compliance

The Company has training programs for all employees, upon induction and then provided on a continuing basis, of their role in reporting matters that may be material, and otherwise maintaining a strict level of confidentiality.

The Company's officers (including the Directors), employees or advisers who are 'involved' in any contravention of the Company's continuous disclosure obligations may face criminal penalties and civil liability. Substantial penalties, or both, may apply.

A person will not be considered to be 'involved' in the contravention if the person proves that they:-

- a. took all steps (if any) that were reasonable in the circumstances to ensure that the Company complied with its continuous disclosure obligations
- b. after doing so, believed on reasonable grounds that the Company was complying with those obligations.

The Company regards its continuous disclosure obligation very seriously. Breach of this policy may lead to disciplinary actions being taken against the employee, including dismissal in serious cases.