

Continuous Disclosure and Investor Relations

Purpose

This policy sets out the requirements and procedure for continuous disclosure applicable to PaperlinX Limited in accordance with Australian law.

Policy

This policy applies to all PaperlinX businesses worldwide.

PaperlinX is committed to

- promoting investor confidence and ensuring that shareholders and the market are provided with factual, clear and timely disclosure of all material matters concerning the Company ;
- ensuring PaperlinX (PaperlinX) complies with the continuous disclosure obligations contained in the Listing Rules of the Australian Securities Exchange Limited, the disclosure requirements under the Corporations Act 2001 and the disclosure requirements pursuant to the Corporate Governance Principles and Recommendations.;
- ensuring that all shareholders have equal and timely access to externally available information issued by the Company.

The Company can, at any time, amend all or part of this policy, at the discretion of the Chief Executive Officer ('CEO')/Managing Director, with approval from the Board in accordance with the Delegation of Authority Policy.

Introduction

In accordance with ASX Listing Rule 3.1, the Company shall immediately notify the ASX once it becomes aware of any 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.

Chapter 6 CA of the Corporations Act require disclosure of information not generally available to the market which is information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Failure to comply can result in civil and criminal proceedings against both the Company and any person involved in the contravention. Substantial damages and penalties apply under the Corporations Act.

Definitions or Clarifications

Company's Securities

PaperlinX Limited, PaperlinX Step-Up Preference and related securities

Material effect

Information will be expected to have a material effect on the price or value of the Company's securities, if a reasonable person would expect the information 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 Company's securities.

false market

Where there is a specific rumour or media comment in relation to the Company that has not been clarified or confirmed by an announcement to the ASX, and there is evidence that the market price of the Company's securities is moving in a way referable to such a rumour or comment.

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

Immediately

Promptly and without delay as articulated in the ASX Guidance Note 8.

Aware

Such time when Management is able to meaningfully assess the materiality of the information to the Company.

Management

CEO and or Managing Director, CFO, Deputy CFO and EGM Corporate Services, and the Company Secretary

Exceptions to Continuous Disclosure Rule

The only exception to the Continuous Disclosure rule is where each of the following is satisfied in relation to the information:

- (a) one or more of the following applies:
- it would be a breach of a law to disclose the information;
 - the information concerns an incomplete proposal or negotiation;
 - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - the information is generated for the internal management purposes of the Company; or
 - the information is a trade secret; and
- (b) the information is confidential and ASX has not formed the view the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

Confidential information may be given to third parties in the ordinary course of the Company's business and activities but the Company must retain control over the use and disclosure of the information and have the third party execute appropriate confidentiality arrangements.

Information which is not confidential does not qualify for the exceptions from disclosure. If information has been leaked, even in breach of a duty of confidentiality, it is no longer confidential and disclosure of the information to the ASX will be required immediately.

Potentially Disclosable Information

The following non-exhaustive examples may require disclosure and should be discussed with the Executive General Manager Corporate Services who will consult with other Management and Directors:

- (a) a transaction that will lead to a significant change in the nature or scale of the entity's activities (refer to Listing Rule 11.1 and Guidance Note 12);
- (b) a material acquisition or disposal;
- (c) the granting or withdrawal of a material licence;
- (d) the entry into, variation or termination of a material agreement;
- (e) becoming a plaintiff or defendant in a material law suit;
- (f) the fact that the entity's earnings will be materially different from market expectations;
- (g) the appointment of a liquidator, administrator or receiver;
- (h) the commission of an event of default under, or other event entitling a financier to terminate, a material financial facility;
- (i) under subscriptions or over subscriptions to an issue of securities (a proposed issue of securities is separately notifiable to ASX under listing rule 3.10.3);
- (j) giving or receiving a notice of intention to make a takeover; and
- (k) any rating applied by a rating agency to an entity or its securities and any change to such a rating.
- (l) decision to pay or not to pay an external dividend or distribution;
- (m) information about any undisclosed substantial shareholdings obtained under Part 6C.2 of the Corporations Act;
- (n) an agreement between PaperlinX (or a related party of PaperlinX) and a director (or a related party of the director);
- (o) there is a reasonably specific rumour or media comment in relation to the entity that has not been confirmed or clarified by an announcement by the entity to the market;
- (p) there is evidence that a rumour or comment is having, or ASX forms the view that the rumour or comment is likely to have, an impact on the price of the entity's security.

What is "material" in relation to the foregoing will be a matter for judgement in each particular case. The determination of materiality requires consideration of both quantitative and qualitative elements.

The ASX Guidance Note 8 in relation to earnings surprises states that, "If an entity becomes aware that its earnings for the current reporting period will differ materially (downwards or upwards) from market expectations, it needs to consider carefully whether it has a legal obligation to notify the market of that fact." The market expectations may have been set by earnings guidance* given by the Company, earnings forecasts of those analysts or earnings results for the prior corresponding reporting period.

"earnings guidance" should be read broadly as covering any type of guidance that an entity may give in relation to its expected earnings for the current reporting period regardless of the particular measure used (eg, operating revenue, EBITDA, EBIT,

underlying profit before tax, underlying profit after tax, statutory profit after tax, or earnings per share)

A matter may be disclosable even if it does not come within any of the above categories and any Director, manager or employee of the Company should immediately consult with Executive General Manager Corporate Services if they believe the information may potentially be disclosable.

Disclosure Responsibilities

Board of Directors

Responsibilities include ensuring the Company complies with its continuous disclosure obligations.

Any proposed releases to the ASX may be initiated by Management, the Chairman or the Board. Releases which relate to price sensitive information require the approval of the PaperlinX Limited Board.

Management

The Executive General Manager Corporate Services review all information of which he becomes aware for the purposes of ASX Listing Rule 3.1 and together with the Management will be responsible for assisting the Board to ensure that the Company complies with the continuous disclosure requirements.

ASX liaison

Executive General Manager Corporate Services and Company Secretary are responsible for communicating with the ASX in relation to Listing Rules matters including overseeing and coordinating disclosure of information to the ASX.

Executive General Manager, Corporate Services

Responsibilities include:

- reviewing the information including consulting with PaperlinX management and personnel to determine the accuracy of the information to be disclosed;
- coordination of discussion with Management and the Board;
- preparation of all releases to ASX by the Company and its related corporations and other Corporate Presentation material;
- overseeing and coordinating disclosure of information to analysts, brokers, shareholders, the media and the public;
- ensuring all information disclosed to the ASX will be promptly placed on the PaperlinX website;
- overseeing and coordinating disclosure of information to the ASX;
- obtain input from the Company Secretary on the ASX Listing Rules on Continuous Disclosure and advise the Board appropriately;

- communicating and raising Directors and employees awareness of this Policy;
- reviewing the appropriateness of this Policy in term of its processes;
- updating this Policy as and when required to comply with the Corporations Act and ASX Listing Rules.

Authorised Company spokespersons

The spokespersons for PaperlinX and its related company for communication with the ASX, market and financial stakeholders are as follows:

- Chairman of the Board
- CEO/ Managing Director
- Chief Financial Officer
- Executive General Manager Corporate Services
- any other persons authorised by the Chairman from time to time

The spokespersons are entitled to clarify information publicly released through the ASX, but they should not add or reveal material price sensitive matters.

The Executive General Manager Corporate Services should be kept advised of all discussions with the media and consulted in relation to any significant briefings or disclosures.

Trade Press

The CEO/Managing Director, Chief Financial Officer and Regional Vice Presidents and head of local operating companies are authorised spokespersons with trade press.

In addition, the head of each local operating company may authorise certain person(s) to speak to the trade press however the authorised person is not permitted to add or reveal material price sensitive matters about the business.

Any spokespersons dealing with trade press must adhere to this Policy at all times.

Reporting Processes

An employee who is aware of any potentially price sensitive information must as soon as practical inform their head of department/business unit before escalating the matter to the Executive General Manager Corporate Services.

Disclosure issues are standing item at the PaperlinX Limited's Board of Directors and PaperlinX Executive meetings; and the Executive Management and regional/divisional monthly reports. Every director and Executive is required to consider whether they have knowledge or

information that may require disclosure by the Company under its continuous disclosure obligations.

All potential matters for disclosure should be brought to the attention of Executive General Manager Corporate Services. The Executive General Manager Corporate Services should be present at all PaperlinX Limited Board of Directors and Executive meetings and should be provided with the regional/divisional monthly reports.

Approval Process

All price sensitive releases must be approved by the PaperlinX Limited Board. Non-price sensitive releases may be approved by the Chairman.

Trading Halt

When the Company has established that market sensitive information exists but not yet in the position to make an announcement, in the absence of time and or the availability of all Directors, the Chairman can decide that the Company request a trading halt on the Company's securities. In absence of the Chairman, the Chairman of the Audit Committee may make that decision.

INVESTOR RELATIONS

Contact with the financial market ("market discussions")

The Company interacts regularly with the financial market in a variety of ways including results briefings, market announcements, formal addresses and one-on-one briefings. Where practical, results briefing will be accessible through a webcast or other mass communication mechanism. In addition, the Company provides background and technical information to institutional investors and stockbroking analysts to support announcements made to the ASX.

Comments confined to factual matters

The Company recognises that it is important to have financial market discussions and that there should be no undisclosed price sensitive information communicated during these discussions. The authorised Company spokespersons may clarify information that the Company has publicly released, but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.

Company representation at market discussions

In relation to external briefings on the Company, wherever possible, Executive General Manager Corporate Services should be present. Otherwise, one of the Company persons present will be nominated to take notes of what is said. These notes will be provided to Executive General Manager Corporate Services as soon as practicable after the discussions. Any information that is considered to be materially price or value sensitive, which is inadvertently released, should be immediately released to the ASX.

Slides and presentations used in market discussions should be given to Executive General Manager Corporate Services who, in consultation with CEO/Managing Director and Chief Financial Officer, will determine

whether all information has been previously disclosed to the market or may require disclosure.

Advance provision of briefing materials

Any slides and presentation materials proposed to be used at a briefing will, if not previously disclosed, be disclosed to the ASX and placed on the Company's website as soon as receipt of confirmation has been received from the ASX.

Review of analyst reports

The Company recognises the important role performed by analysts in assisting the establishment of an efficient market with respect to the Company's securities. However, the Company is not responsible for, and does not endorse, analyst reports that contain commentary on the Company.

Earnings forecasts are complex and based upon a wide range of assumptions beyond the Company's control. The Company will not comment upon nor endorse external earnings projections. However where the assumptions are materially incorrect, misleading or has the likelihood of impacting the price of the Company's securities, the Company may make an announcement to clarify its position.

Review of draft analyst reports

Where analysts send draft reports to the Company to comment, they must immediately be referred to Executive General Manager Corporate Services.

The Company will not provide non-disclosed material price or value sensitive information in response to such reports. The information may be reviewed only to correct factual inaccuracies on historical matters. Any correction of factual inaccuracies by the Company does not imply endorsement of the contents of these reports.

Responding on financial projections and reports

Comments on the Company's published financial projections and reports will only be made in relation to material that has already been publicly disclosed. The Company will publicly announce any material change in earnings expectations before commenting to anyone outside the Company.

Media monitoring

The Company subscribes to a media monitoring service which automatically notifies Directors and management if there is any media coverage regarding the Company. There is also an internal process to monitor social media. If the Company is undertaking a potential transaction, it usually engages a media adviser to assist with monitoring media coverage.

Disclosure of Corporate Governance compliance

The Company will include in the Corporate Governance section of its Annual Report, and/or make publicly available by posting on the

Company's website in the Corporate Governance section, all such information as the Company is required to disclose as a consequence of the reporting requirements specified in the ASX Corporate Governance Council Recommendations.

General Meetings

Notice of general meeting is provided to all shareholders in accordance with the Corporations Act and ASX Listing Rules. Shareholders are encouraged to ask questions at the general meeting or to send their questions to the Company ahead of the general meeting either in writing or through the "Contact Us" on the PaperlinX website so that the Company could prepare and give a comprehensive response at the general meeting.

E-Communication

Shareholders and any persons may subscribe to receive the Company's latest ASX announcements via e-mail by registering their email address at "Register For News" on the PaperlinX website. Alternatively, they can go to the PaperlinX website to download the announcement. All PaperlinX ASX announcements will be placed on the PaperlinX website as soon as practical after the Company receives the ASX confirmation.

All PaperlinX ASX announcements can be obtained from the PaperlinX and ASX websites.

Breaches of this policy

Breaches of this policy may lead to disciplinary action being taken against the employee involved, including dismissal in serious cases.

References

- *ASX Listing Rules*
- *ASX Guidance Note*
- *ASX Corporate Governance Principles & Recommendations*
- *Australian Corporations Act*