



carsales.com Ltd ABN 91-074 444 018

## Continuous Disclosure Policy

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### 1. The company's obligations of continuous disclosure

- ASX Listing Rule 3.1 requires the Company to “immediately” disclose any information concerning the Company:
  - when the Company is, or becomes, aware of the information; and
  - which a reasonable person would expect the information to have a material effect on the price or value of the Company's securities, commonly referred to as continuous disclosure obligations.
- Section 793C of the Corporations Act reinforces the Listing Rule by creating criminal and civil penalties for non compliance.
- The requirement to disclose this information does not apply if, and only if, each of the following four conditions is, and remains, satisfied:
  - a reasonable person would not expect the information to be disclosed; and
  - the information is confidential; and
  - one or more of the following conditions apply:
    - it would be a breach of a law to disclose the information; or
    - the information concerns an incomplete proposal or negotiation; or
    - the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
    - the information is generated for the internal management purposes of the Company; or

the information is a trade secret; and

- ASX has not asked the Company for information to prevent a false market in the Company's securities.

## **2. When the company is deemed to have become aware of the information**

2.1 The Company will be deemed to have become aware of information where a Director or executive officer has, or ought reasonably to have, come into possession of the information in the course of performance of his or her duties as a Director or executive officer of the Company.

2.2 An executive officer is a person concerned in, or taking part in, the management of the Company.

## **3. Procedures adopted by the board to ensure compliance**

The Board has established procedures to ensure compliance with its Continuous Disclosure obligations. These include the appointment of a Compliance Officer to ensure that the Company complies with its obligations of continuous disclosure.

## **4. The compliance officer**

### **4.1 Appointment of Compliance Officer**

The Compliance Officer is primarily responsible for ensuring that the Company complies with its disclosure obligations under the Corporations Act and the ASX Listing Rules, and is primarily responsible for deciding what information will be disclosed.

### **4.2 Responsibilities of the Compliance Officer**

- decide what information must be disclosed to the ASX and, in this regard, consult with the Company's legal advisors when necessary;
- conduct all disclosure discussions with the ASX;
- maintain a disclosure file containing:

- all reports received by the Compliance Officer setting out information required, or potentially required, to be disclosed to the ASX;
  - copies of all disclosure correspondence with the ASX; and
  - copies of all material that has not been disclosed to the ASX;
- as required, submit periodical reports to the Board, setting out:
    - details of the matters reported to the Compliance Officer for consideration as to whether they should be disclosed to the ASX;
    - details of those matters disclosed to the ASX; and
    - any significant matters revealed by the Compliance Officer's review of the reports provided Directors and other persons; and
  - institute such procedures as the Compliance Officer considers necessary and expedient to ensure that the company's staff are aware of and understand the Company's Continuous Disclosure requirements and of their responsibilities under this protocol.

## 5. Reporting and disclosure procedure

### 5.1 Reporting to Compliance Officer

- Where any information comes to light about the Company which may need to be disclosed, all Directors, executive officers and employees are obliged to bring that information to the attention of the Compliance Officer with all possible expediency.
- In the case of an emergency, or where any delay would prejudice the Company, initial verbal notification should be given directly to the Compliance Officer, to be followed by a written report.

### 5.2 Determining whether the information must be disclosed

- Upon receipt of a report from a Director or any other person, the Compliance Officer shall determine whether the information contained in that report may have a material effect on the price of the Company's securities and whether it should be

disclosed to the ASX. In making that determination, the Compliance Officer shall decide whether the information:

- is price-sensitive and must be disclosed;
- is not price-sensitive and does not have to be disclosed; or
- does not have to be disclosed because it falls under each element of the exception to ASX Listing Rule 3.1.

### 5.3 If the information must be disclosed

- If the information is price-sensitive and must be disclosed, the Compliance Officer shall, immediately:
  - discuss the matter with the Managing Director or, in his absence, the Chairman;
  - prepare, together with the relevant senior executive, an appropriate release, to be reviewed by the Managing Director or, in his absence, the Chairman prior to it being sent to the ASX;
  - send the release to the ASX's Company Announcements Office by facsimile or electronic means; and
  - place a copy of the release on the disclosure file.
  - If the Compliance Officer and the Managing Director or the Chairman (as the case may be) are unable to agree on whether the information must be disclosed, whether in whole or in part, or as to the terms of the disclosure, the Company's legal advisors should be consulted immediately.

### 5.4 If the information does not have to be disclosed

- If the information is not price-sensitive or does not have to be disclosed because it falls under all elements to the exception to ASX Listing Rule 3.1, then the Compliance Officer must:
  - record the information and the reason for it not being disclosed; and
  - place a copy of all notes and correspondence relating to the matter on the disclosure file.

### 5.5 If the Compliance Officer is unsure

- If the Compliance Officer is unsure whether the information is price sensitive or whether it falls under an exception to ASX Listing Rule 3.1, then he must immediately discuss the matter with the Managing Director or, in his absence, with the Chairman.
- If the Compliance Officer and the Managing Director or the Chairman respectively (as the case may be) cannot agree on whether the information is required to be disclosed, then the Compliance Officer shall immediately seek advice from the Company's legal advisors.

### 5.6 Release of Information

- The Company must not disclose the information in any way until disclosure has been made to the ASX and the Company has received acknowledgement from the ASX that the information has been released to the market.
- After receipt of the ASX's acknowledgement, the Compliance Officer will arrange for a copy of the announcement to be posted on the Company's website.
- All announcements must be kept separate from any promotional material found on the Company's website.

## 6. Confidential information

If a determination is made that the information which comes to light is confidential, the Compliance Officer will ensure that anyone who has a copy of, or knows about, the information is aware that it is confidential.

## 7. Relationship with media, public and analysts

- Care must be taken not to make comments to the media or others which could result in rumours or speculation about the Company.

- The policy limits media contact to the Chairman, the Managing Director and the Compliance Officer. Other Directors and executives may only speak with the media in relation to a particular matter concerning the Company if they have obtained the prior express approval of the Managing Director.
- It is also important to ensure that any speeches, or external addresses given, do not result in rumours or speculation about the Company or unauthorized disclosure. The text of all speeches and external addresses must receive prior endorsement of the Managing Director.
- During any briefings and discussions with analysts, Directors and executives must only disclose information that has been publicly released through the ASX. If a question arises which can only be answered by disclosing price sensitive information, the Director or executive must decline to answer the question or take it on notice and then announce the information through the ASX before responding.

## 8 Maintenance of continuous disclosure protocol

- The Continuous Disclosure Protocol shall, at all times, be kept under review by the Compliance Officer to ensure that the Company complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules. Where appropriate, the Company's legal advisors shall be consulted to ensure that the Continuous Disclosure Protocol complies with all relevant legislation.
- Any queries about the Continuous Disclosure Protocol should be referred to the Compliance Officer.