
Continuous Disclosure Policy

Effective: 27 January 2021
Owner: Company Secretary
Approval: Board
Reviewed: Annually

- POLICY** The Company is committed to promoting a fair market in listed securities, honest management and full and fair disclosure.
- PURPOSE** The Board has established this policy (**Policy**) to:
- summarise the disclosure obligations of listed entities;
 - explain what type of information needs to be disclosed;
 - identify who is responsible for disclosure; and
 - explain how individuals at RFM can contribute.
- SCOPE** This Policy applies to RFM and all entities which are owned and/or managed by RFM.
- RELATED POLICIES** Securities Trading Policy
- NEED HELP?** Any queries regarding this Policy should be directed to the Company Secretary
-

Continuous disclosure

1. Rural Funds Group (**RFF**) is managed by RFM and is listed on the Australian Securities Exchange (**ASX**). RFF and any supplementary listed entities RFM manage will be known respectively as the **Listed Entity** and the **Relevant Exchanges**.
2. Continuous disclosure obligations for Listed Entities are principally set out in the ASX Listing Rules 3.1, 3.1A and 3.1B and Guidance Note 8. The continuous disclosure regime is also given legislative support by section 674 of the Corporations Act.
3. Information should be disclosed when it is:
 - a. price sensitive (ASX) information;
 - b. information required to correct a false market; or,
 - c. a periodic disclosure required by the Relevant Exchange.
4. When required, disclosure must be made immediately by the person responsible for communications to the Relevant Exchange, the **Responsible Officer**. The Responsible Officer is the Company Secretary.

Price sensitive information (ASX Listing Rule 3.1)

5. Once the Company or a Listed Entity is or becomes aware of any information concerning it that a "*reasonable person would expect to have a material effect on the price or value of the entity's securities*" (**Price Sensitive Information**), the entity must immediately provide that information to the ASX unless a specific exception applies (as described in paragraph 12 below).
6. In determining whether information should be disclosed, the following questions should be considered:
 - a. *'Would this information influence my decision to buy or sell Listed Entity securities at their current market price?'*
 - b. *'Would I feel exposed to an action for insider trading if I were to buy or sell Listed Entity securities at their current market price, knowing this information had not been disclosed to the market?'*
7. The types of information that are likely to constitute Price Sensitive Information in relation to the Company and Listed Entities is information that:
 - a. relates to the affairs of the Company or a Listed Entity;
 - b. may give a person proposing to deal in securities of a Listed Entity an advantage over other persons holding or dealing in securities of a Listed Entity; and
 - c. if it were generally available, would be likely to materially affect the price of the securities in question.
8. This kind of Price Sensitive Information may derive from the internal activities of RFM or the Listed Entities or may come from external sources, such as a joint venture partner, an unlisted entity in which the Listed Entities has an interest or a decision by a court or government body.

9. Examples of Price Sensitive Information that may require disclosure are included at Appendix A.

Exceptions to the requirement to disclose Price Sensitive Information

10. The obligation to disclose Price Sensitive Information does not apply if, and only if, each of the following conditions is and remains satisfied¹:
- a. one or more of the following applies:
 - i. it would be a breach of a law to disclose the information;
 - ii. the information concerns an incomplete proposal or negotiation (for example, a negotiation to enter into a new contract);
 - iii. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - iv. the information is generated for the internal management purposes of RFM or the Listed Entities; and/or
 - v. the information is a trade secret; AND
 - b. the information is confidential (i.e. not in the public domain) and ASX has not formed a view that the information has ceased to be confidential; AND
 - c. a reasonable person would not expect it to be disclosed (ASX has indicated that this test has a very narrow scope of operation and will only apply 'if there is something in the surrounding circumstances sufficient to displace the general rule').
11. All three elements of this test must be met in order to conclude the disclosure is not required. If one or more of the requirements ceases to be satisfied, the exception no longer applies, and the information must be disclosed immediately.
12. Only the Board, Managing Director or Chief Operating Officer² acting in conjunction with the Chair, can decide as to whether RFM can rely on this exception to its disclosure obligations.

When should this information be disclosed?

13. Price Sensitive Information not subject to an exclusion should be disclosed immediately.
14. This does not mean that the information must be disclosed instantaneously, but it means that the Listed Entity must act 'promptly and without delay'.
15. This means attending to the matter as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay). If the obligation to disclose is triggered overnight or on a weekend, it is generally sufficient for RFM to provide the information for release before trading resumes, being no later than 9:30am AEDT if it is to be released by market open at 10:00 am AEDT. However, the relevant information should be brought to the attention of a Manager, as soon as possible.

¹ ASX Listing Rule 3.1A.

² In consultation with the Company Secretary

16. RFM must act particularly quickly to correct a false market (see further below) if there is a sudden and significant movement in the price or volume of trading, or if the information is especially damaging and likely to cause a significant fall in a Listed Entities' securities price.

What needs to be included in an announcement?

17. Where possible, an announcement under Listing Rule 3.1 should contain sufficient detail for investors or their professional advisers to understand its ramifications and to assess its impact on the price or value of the entity's securities.
18. For example, the signing of a contract to acquire or dispose of a significant asset might include:
- a. the counterparty to the contract;
 - b. details of the assets being bought or sold;
 - c. the consideration payable for the acquisition or disposal;
 - d. the material conditions including any pre-conditions;
 - e. any security holder approvals that may be required to give effect to the transaction;
 - f. the impact of the purchase or sale on the entity;
 - g. the intended use of funds (if a disposal) or the intended source of funds (for an acquisition) and whether will it require the raising of capital or debt;
 - h. any changes to the board or senior management; and
 - i. the timetable for implementation.
19. It is open for RFM to lodge a copy of the agreement to which the announcement relates (but it is not required and, in many cases, not preferable). It is however important to note:
- a. the summary included in the announcement must be accurate and not leave out any material terms; and
 - b. if the agreement contains a confidentiality clause this does not overrule RFM's continuous disclosure obligations – so unless RFM can qualify for one of the exceptions to Listing Rule 3.1, RFM must disclose if the information/ agreement is price sensitive.³

Information required to correct a false market

20. A false market refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery of a Listed Entity's securities. This may arise, for example, where:
- a. a Listed Entity has made a false or misleading announcement;
 - b. there is other false or misleading information, including a false rumour, circulating in the market; or

³ ASX Guidance Note 8, para 4.15, pages 26 to 29

- c. a segment of the market is trading on the basis of Price Sensitive Information that is not available to the market as a whole.
21. Where the Listed Entity considers it to be likely that there is, or is likely to be, a false market in an entity's securities, the Relevant Exchange has the power to direct an entity to provide information to correct or prevent a false market.⁴ In order to ensure that there is at all times a fair and balanced market in the Listed Entities securities, RFM should:
- release to the market information required to correct a false market, whether or not a request has been received from the Relevant Exchange;
 - provide the market with balanced and factual commentary on the Listed Entities financial results to ensure that the Listed Entities' investors are able to make an informed assessment of the Listed Entities activities and results; and
 - where appropriate, request a trading halt to prevent trading in the Listed Entity's securities by an inefficient and uninformed market until the Listed Entity can make an announcement to the market.

Periodic and ongoing disclosure

22. The tables below set out some of the more important periodic and ongoing disclosure obligations of the Listed Entities under the relevant Listing Rules. This Policy applies equally to the Listed Entities periodic and ongoing disclosure obligations.
23. Specific ASX reporting obligations include:

ASX reporting obligations	Comment
Financial reports: annual and half year	<ul style="list-style-type: none"> preliminary final report (Appendix 4E) half year report (Appendix 4D) Both are required to be provided within two months of the end of the relevant financial period.
Information relating to equity securities	Issue, ownership and attached rights of the entities listed on the ASX securities, including any agreement to issue securities.
Information relating to RFM's office, registers, officeholders and auditor	<ul style="list-style-type: none"> change to registered office details change to Chair, Director, CEO, CFO, Company Secretary or auditor notifiable interests of a director (Appendix 3X) change to Directors notifiable interest (Appendix 3Y)
Documents sent to or received from security holders (including requisitions)	RFM must disclose a copy of documents sent to security holders generally (not documents pertaining to individual circumstances of a security holder) for release under the Listing Rules and the Corporations Act (refer to ASX Listing Rule 3.17, ASX Listing Rule 15.1, and ASX Guidance Note 14). Within two business days of receipt, RFM must also disclose the material terms of a general meeting requisition notice received from security holders (ASX Listing Rule 3.17A).
Dividends or distributions	Any decision to pay, or not pay, a dividend or distribution.

⁴ ASX Listing Rules 3.1B

<p>Finance arrangements</p>	<p>New material financing arrangements or alterations to existing material financing arrangements which include terms that may be activated upon the occurrence of certain events (particularly those beyond the control of the Company, such as market events), disclosure may be required under ASX Listing Rule 3.1 at the time that any such term is activated or becomes likely to be activated.</p> <p>The disclosure required may include the nature and terms of the arrangements, the trigger event and any other material information such as any impact that triggering of the term may have on the Company's relationship with its bankers. It may also be appropriate in some circumstances for the Company to request a trading halt if the Company is unable to immediately release the information.</p>
<p>Margin loans by directors</p>	<p>Directors must comply with the Company's securities trading policy before entering into a margin loan or similar arrangements concerning the Company's circumstances.</p> <p>Where a Director has entered into margin loan or similar funding arrangements involving a material number of securities in the Company, ASX Listing Rule 3.1 may, in certain circumstances, operate to require the Company to disclose the key terms of the arrangements, including the number of securities involved, the trigger points, the right of the lender to sell unilaterally and any other material details.</p> <p>Whether a margin loan arrangement is material under ASX Listing Rule 3.1 is a matter which the Company must decide having regard to the nature of its operations and the particular circumstances of the Company.</p>

24. There is also specific information that ASX has determined must be disclosed. For instance:
- a. an agreement to issue securities in the Listed Entity (ASX Listing Rule 3.10),
 - b. information about the beneficial ownership of securities obtained under Part 6C.2 of the Corporations Act (ASX Listing Rule 3.17.2) or
 - c. a decision to pay, or not pay, a dividend or distribution (ASX Listing Rule 3.21).

Procedure for disclosure

Identifying a disclosure obligation

25. Where a director, officer or employee of RFM or a related entity of RFM becomes aware of Price Sensitive Information or information which might be considered Price Sensitive Information, that person must immediately notify one of the following Managers who will then notify the Responsible Officer for consideration of disclosure obligations:
- a. Managing Director;
 - b. Chief Operating Officer;
 - c. Company Secretary;
 - d. Chief Financial Officer; or
 - e. in the absence of all of the above, an RFM Director.

26. In cases where it is unclear whether the information needs to be disclosed please refer to the flowchart set out in ASX Listing Rules, Guidance Note 8.

Release of information to the ASX

27. RFM must immediately notify the Relevant Exchange of any undisclosed Price Sensitive Information unless a specific exception applies.
28. If RFM becomes aware that information that should be released to the Relevant Exchange has become generally already available or is available to a sector of the market, and that information has not been given to the Relevant Exchange, RFM must immediately give the information to the Relevant Exchange.
29. Disclosure of Price Sensitive Information to the Relevant Exchange must be made by the Responsible Officer in accordance with the Company's Publications Policy.

Public release of Price Sensitive Information

30. RFM must not publicly disclose Price Sensitive Information until it has given that information to the Relevant Exchange and has received an acknowledgment from the Relevant Exchange that the information has been released to the market.
31. After an acknowledgment has been received from the Relevant Exchange, information disclosed in compliance with this Policy should be promptly placed on RFM's website.
32. The Board may also determine that the disclosed information should be released to major news services and other news outlets.
33. In order to ensure that Price Sensitive Information is kept confidential until the relevant Listed Entity has received an acknowledgment from the Relevant Exchange under paragraph 31, RFM and the Listed Entity should:
- a. establish internal systems that set out the standards of behaviour and procedure for handling Price Sensitive Information;
 - b. maintain a register of both internal and external people who are insiders on transactions that involve Price Sensitive Information (as contemplated under the Company's Securities Trading Policy);
 - c. provide training programs to employees on how to handle Price Sensitive Information; and
 - d. enter into confidentiality agreements before passing on Price Sensitive Information.

Queries from the Relevant Exchange

34. If the Company receives any queries from the Relevant Exchange, the Responsible Officer must:
- a. consider the content of the query;
 - b. make the necessary enquiries; and
 - c. consult with the Chair, Managing Director and Chief Operating Officer regarding a response.

Authorised Spokespersons

35. The number of Authorised Spokespersons of RFM who are permitted to speak to media outlets must be kept to a minimum to ensure consistent communications and reduce the risk of material information being inadvertently disclosed to the market.
36. The Chair, Managing Director or Chief Operating Officer⁵ must approve the content of all public comments proposed to be made by an Authorised Spokesperson.
37. Only the following persons may act as Authorised Spokespersons of RFM:
 - a. the Chair, the Managing Director, the Chief Operating Officer and General Manager – Investor Relations & Marketing; and
 - b. on specific occasions, the Board may authorise other directors or executives to act as authorised spokespersons of RFM, however any comments made by those persons must be limited to their area of expertise.
38. No employee or associated party of RFM or the Listed Entities (such as consultants, advisers, lawyers, accountants, auditors, etc.) is permitted to comment publicly on matters confidential to RFM. All employees and associated parties must be aware of their obligation to keep non-public company information confidential. In some circumstances, employees and associated parties of RFM or the Listed Entities may be asked to sign confidentiality agreements.

Dealing with external parties

Insider trading

39. The Corporations Act makes it unlawful to deal in the securities of the Listed Entities while in possession of Price Sensitive Information that has not been disclosed. It is unlawful for any directors, officers and/or employees of RFM or any other person to buy, sell or otherwise deal in the Listed Entities' securities while in possession of undisclosed Price Sensitive Information (for example, prior to the release of the Listed Entities' financial results or an announcement by RFM of a negotiated joint venture).
40. It is also unlawful for a director, officer and/or employee of RFM, or any other person in possession of undisclosed Price Sensitive Information to:
 - a. advise, procure or encourage someone else to deal in the Listed Entities' securities; or
 - b. pass the information on to someone, either directly or indirectly, who they know, or ought reasonably to know, is likely to use the information to deal in a Listed Entities' securities or procure another person to deal in those securities.
41. RFM's policy on the trading of its securities by directors, officers, employees of RFM and certain other persons is contained in RFM's Securities Trading Policy.

Media

42. RFM must not provide information to the media that contains material or Price Sensitive Information before that information has been disclosed to the market.
43. Where the Board considers it appropriate, the media may be invited to participate in RFM presentations to investors and analysts.

⁵ In consultation with the Company Secretary

44. Press releases should be honest, fair and consistent with the terms of this Policy.

Analysts: One-on-one and group briefings

45. RFM does not permit selective disclosure of material information. All investors are to be treated in a balanced and fair fashion. One-on-one and group briefings between RFM and investors or analysts must be restricted to discussion of previously disclosed information.
46. Where any director or employee of RFM who participated in that briefing considers that a matter was raised that might constitute a previously undisclosed price-sensitive matter, they must immediately refer that matter to the Managing Director, Chief Operating Officer or Chair.
47. If the Managing Director, Chief Operating Officer or the Chair considers that Price Sensitive Information was inadvertently disclosed at a briefing, RFM must immediately release that information to the Relevant Exchange.⁶
48. In responding to analyst, security holder and investor queries, an Authorised Spokesperson must:
- a. only discuss information that has been publicly released;
 - b. ensure all responses are balanced, factual and truthful; and
 - c. confine comments on market analysts financial projections to errors in factual information or underlying assumptions.
49. Where an analyst, security holder or investor query can only be answered by disclosing Price Sensitive Information, RFM's Authorised Spokesperson must decline to answer that query. He or she should then refer the query to the Managing Director or Chief Operating Officer so a formal decision can be made as to whether or not it is appropriate for RFM to disclose information relevant to that query. The information, if price sensitive, must be disclosed to the Relevant Exchange before it is released to an analyst, security holder or investor.⁷

Analyst reports and forecasts

50. Where the Managing Director or Chief Operating Officer resolve that RFM should comment on a report prepared by an analyst, RFM's comments must be restricted to information that RFM has publicly disclosed or information that is in the public domain.
51. RFM must not comment on analyst forecasts regarding earnings projections for RFM except:
- a. if RFM has previously published earnings projections, where the forecast differs materially from RFM's published earnings projections. Where the expected variation in earnings compared to published guidance is between 5% and 10%, a judgment must be formed by RFM as to whether or not it is material. An expected variation in earnings compared to published guidance equal to or greater than 10% should be treated as material unless there is evidence or convincing argument to the contrary; or

⁶ In consultation with the Company Secretary

⁷ In consultation with the Company Secretary

- b. to correct any factual errors relating to publicly issued information and company statements.
52. Price Sensitive Information which has not been disclosed to the market must not be disclosed to individual analysts or brokers. RFM may distribute individual analyst projections and reports provided that those projections and reports:
- a. do not contain information that is factually incorrect or differ materially from projections and reports prepared and published by RFM;
 - b. are not inconsistent with information already disclosed to the Relevant Exchange; and
 - c. contain appropriate disclaimers.
53. RFM should not endorse, or be seen to endorse, analyst or broker reports or the information they contain. RFM should not:
- a. externally distribute (via the ASX) individual analyst projections or reports;
 - b. include a reference to any such report or a hyperlink to any such report in information published by RFM through the ASX;
 - c. selectively refer, or publicly comment on individual analyst recommendations or proprietary research (except where necessary to correct a factual error in accordance with this Policy).
54. Any market sensitive fact-based information in a broker/analyst report should have already been released by RFM. Where RFM becomes aware that the market's earnings projections on Listed Entities differ significantly from the Listed Entities' published earnings projections or own earnings estimates, RFM should issue a profit warning or company statement, if considered necessary by the Managing Director, to avoid a false market. Any such release should be approved by the Board prior to release.
55. RFM should not use an announcement under ASX Listing Rule 3.1 as a guide to publish material that is really promotional, political or tendentious in nature rather than being information that a reasonable person would expect to have a material effect on the price or value of its securities.⁸

Commenting on market speculation

56. RFM should not comment on market speculation and rumour unless:
- a. the relevant material is reasonably accurate and reasonable specific to a matter involving RFM or a Listed Entity;
 - b. there are factual errors contained in the speculation or rumour that could materially affect RFM or a Listed Entity;
 - c. there is a move in the price of a Listed Entities securities which is reasonably referable (in the opinion of the Managing Director) to the speculation or rumour;
or
 - d. RFM receives a formal request from the Relevant Exchanges or a regulator (e.g. requiring the correction of a false market).

⁸ASX Guidance Note 8, para 4.15, page 28

57. Any comments made by RFM in response to market speculation and rumour must be authorised by the Managing Director or Chief Operating Officer⁹ acting in conjunction with the Chair and must be limited to correcting factual errors.
58. RFM is committed to ensuring that a false market is not created in respect of the Listed Entities' securities and on an ongoing basis will consider which information channels (including social media) it is appropriate for RFM to monitor in order to assist in identifying market speculation and rumours that are likely to create, or have created, a false market.

Communications: Website

59. To ensure information relevant to the Listed Entities is readily available to security holders, investors and stakeholders, RFM will provide the following information on its website:
 - a. all company announcements made to the ASX;
 - b. all corporate governance policies or summaries thereof;
 - c. annual reports and result announcements;
 - d. copies of notices of meetings of security holders and any accompanying documents;
 - e. copies of any documents tabled or otherwise made available at meetings of security holders and, if it keeps them, a recording or transcript of the meetings;
 - f. company profile and contact details; and
 - g. copies of materials distributed at investor or stockbroking analyst presentations.
60. All information posted on RFM's website must be approved in accordance with the Company's Publications Policy and must be continuously reviewed and updated to ensure its accuracy and relevance.

Publications and other communications

61. Where approved by the Managing Director, Chief Operating Officer or Chair, RFM may issue company statements or publications regarding previously disclosed information, including:
 - a. press releases;
 - b. fact books and other corporate publications;
 - c. publications on RFM's website; and
 - d. broadcast via e-mail and/or fax to the Listed Entities security holders, institutional investors and other key stakeholders.

Trading halts and voluntary suspensions

62. In order to maintain a fully informed, fair and transparent market in respect of the Listed Entities securities, RFM may request a trading halt from the Relevant Exchange in certain circumstances, including where:

⁹ In consultation with the Company Secretary

- a. confidential information about the Listed Entity is inadvertently made public, which has created a false market and/or is particularly damaging to RFF, and further time is required to enable RFM to prepare an appropriate public announcement; or
 - b. RFM is preparing to make a major company announcement and is concerned to prevent speculative or insider trading (for example, where RFM plans to announce a joint venture enterprise, capital raising or profit warning).
63. The only person authorised to request a trading halt is the Managing Director, Company Secretary or Chief Operating Officer acting in consultation with the Chair.
 64. RFM will implement appropriate processes to ensure that a trading halt can be obtained from the Relevant Exchange as soon as possible when required (e.g. by preparing and utilising trading halt request templates as appropriate).
 65. RFM will also consider where a trading halt is not appropriate, and a voluntary suspension of the Listed Entities' securities is more appropriate (e.g. where the disclosure involves a complex or protracted issue and RFM does not expect to be able to make an announcement within the usual two trading days permitted for a trading halt).

Compliance with this policy

66. If this Policy is complied with by all directors, officers and employees of RFM, the Board should be aware of all Price Sensitive Information that has been disclosed and which may need to be disclosed.
67. The Managing Director, Chief Operating Officer and/or the Chair must notify the Board of any decisions made in accordance with this Policy and must:
 - a. keep accurate and complete records of such decisions; and
 - b. provide the Board with reasons for that decision by close of business on the day the decision is made.
68. A list of disclosures made between board meetings should be included in the Board package for the next Board meeting.
69. As part of RFM's commitment to its continuous disclosure obligations all directors, officers and employees of RFM must be issued with a copy of this Policy.
70. Board members are recommended to review the 'Abridged Guide' and Guidance Note 8 on continuous disclosure published by the ASX. RFM will also consider utilising training sessions, where considered appropriate, on an ongoing basis. The Managers, listed in this Policy, must undertake regular training on RFM's continuous disclosure obligations every two years.

Annual review

71. The Board must review this Policy and procedures on an annual basis to determine whether they are effective in ensuring accurate, balanced and timely disclosure in accordance with RFM's disclosure obligations.

Consequences of a breach of this Policy

72. Failure of a director or employee of RFM to comply with this Policy may lead to disciplinary action being taken, including dismissal or removal in serious cases.

73. Failure to strictly comply with this Policy and the continuous disclosure obligations imposed by the Corporations Act and Listing Rules of the Relevant Exchanges may result in serious civil or criminal liability for the Company and its officers, and any person involved in the contravention, and could result in significant reputational damage.

Definitions

Term	Definition
ASX	Australian Securities Exchange Limited
Authorised Spokesperson	has the meaning set out in paragraph 36 of this Policy
Board	RFM Board of Directors
Company or RFM	Rural Funds Management Limited
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Manager	has the meaning set out in paragraph 26 of this Policy
Listed Entity	means RFF
Price Sensitive Information	has the meaning set out in paragraph 5 of this Policy
RE	Responsible Entity
Responsible Officer	The Company Secretary
RFF	Rural Funds Group (ASX: RFF), which is the collective term for the RFM managed entity listed on the ASX encompassing Rural Funds Trust and RF Active

Annexure A: Guidelines for material information requiring disclosure

1. The following are non-exhaustive examples of the type of information that, depending on the circumstances, might need to be disclosed¹⁰:
 - a. a transaction that will lead to a significant change in the nature or scale of a Listed Entity's activities;
 - 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 lawsuit;
 - f. a change of Responsible Entity of a Listed Entity;
 - g. the fact that a Listed Entity's earnings will be materially different from market expectations;
 - h. the appointment of a liquidator, administrator or receiver;
 - i. the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
 - j. under subscriptions or over subscriptions to an issue of a Listed Entity's securities;
 - k. RFM giving or receiving a notice of intention to make a takeover; and
 - l. any rating applied by a rating agency to a Listed Entity or its securities and any change to such a rating; and
 - m. if RFM fails to comply with the regulatory capital requirement imposed under its Australian financial services licence.

¹⁰ ASX Listing Rules 'Guide Note 8 – Continuous Disclosure' page 8.