

COCKATOO RIDGE WINES LIMITED

ABN 72 008 095 207

MARKET DISCLOSURE AND COMMUNICATIONS POLICY

1. INTRODUCTION

As a publicly listed company, Cockatoo Ridge Wines Limited (“CKR” or “Company”) is required to comply with the continuous disclosure obligations contained in the listing rules of the Australian Securities Exchange (“ASX”). These continuous disclosure obligations are complemented by requirements under the Corporations Act 2001 (“Corporations Act”).

1.1 Commitment of CKR

CKR is committed to:

- the promotion of investor confidence by ensuring that trade in its securities takes place in an efficient, competitive and informed market;
- ensuring that shareholders and the market are provided with full and timely disclosure of material information about CKR;
- complying with the general and continuous disclosure principles contained in the ASX Listing Rules and the Corporations Act; and
- preventing the selective or inadvertent disclosure of material price sensitive information.

1.2 Purpose of this Policy

The purpose of this Policy is to:

- record and reinforce CKR’s commitment to the continuous disclosure obligations imposed by law;
- describe the processes implemented by CKR to ensure compliance with those obligations; and
- outline CKR’s corporate governance standards and related processes aimed at ensuring timely and accurate information is provided equally to all shareholders and market participants regarding the Company.

1.3 Review of this Policy

The Board will evaluate this Policy on an annual basis to determine whether it remains effective in ensuring accurate and timely disclosure in accordance with CKR’s disclosure obligations.

2. CONTINUOUS DISCLOSURE

2.1 ASX Disclosure Obligation

Under Listing Rule 3.1, CKR is required to notify ASX immediately 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.

CKR must not release such information to any other person until it has given the information to ASX and ASX has acknowledged to the Company that the information has been released by ASX to the market (Listing Rule 15.7).

2.2 Exception to Disclosure

Under Listing Rule 3.1A, CKR may elect not to disclose information where **each** of the following conditions exists:

- (a) a reasonable person would not expect the information to be disclosed,
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential, and
- (c) 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,
 - (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 the entity, and/or
 - (v) the information is a trade secret.

As soon as one of the conditions is no longer satisfied the information must be disclosed. For example, if information which is confidential is inadvertently released and can no longer be considered confidential, CKR must immediately disclose this information to the ASX.

In addition, under 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, CKR must give ASX the information needed to correct or prevent the false market. The obligation to give information under Rule 3.1B arises even if the exception under Rule 3.1A applies.

2.3 When is CKR aware of information?

The continuous disclosure obligation applies not only to information that a director or executive officer of CKR is actually aware of but extends to information which a director or executive officer of CKR **ought reasonably to have become aware of** in the course of the performance of his duties as a director or executive officer (as the case may be) (see the definition of “aware” in Listing Rule 19.12).

2.4 Materiality

The measure used in Listing Rule 3.1 (whether a reasonable person would expect the information to have a material effect on the price or value of the Company’s securities) is the subject of a deeming provision in the Corporations Act (Section 677). As a result, a reasonable person is taken to expect particular information to have a material effect on the price or value of any of the Company’s securities if the information would, or would be likely to, influence persons who commonly invest in such securities in deciding whether to acquire or dispose of the securities.

If any officer or employee of CKR or any subsidiary of CKR is not sure whether information comes within Listing Rule 3.1, he or she should immediately seek guidance from the Company Secretary or, in his absence, the Chairman.

2.5 Disclosure Committee

CKR has established a Disclosure Committee comprised of the Chairman, the Managing Director and the Company Secretary. The Committee reports to the Board. The Committee’s responsibilities include:

- managing CKR’s compliance with its continuous disclosure obligations and communications policy;
- if considered appropriate, appointing disclosure officer(s) with particular responsibility for reporting information relating to different countries and/or sectors where CKR operates;
- identifying and reviewing information to determine if disclosure is required;
- implementing reporting processes and controls and determining guidelines for the release of information; and
- ensuring that the Board is kept fully informed of its determinations and is promptly advised of all information disclosed to the market.

The Company Secretary is the secretary and convenor of the Disclosure Committee.

2.6 Timely Disclosure

In order to ensure CKR meets its obligations of timely disclosure of information that may affect the value of the Company's securities or influence investment decisions, CKR employs the following practices:

- (a) All officers and employees of CKR or any subsidiary of CKR, including those (if any) nominated for the time being by the Disclosure Committee, must report to the Company Secretary (or in his absence the Chairman) any information which may be material, including information where the employee or officer is unsure as to the materiality of the information.
- (b) The information should be immediately brought to the attention of the Disclosure Committee.
- (c) The Disclosure Committee shall assess the information and determine whether, in its opinion, a reasonable person would expect the information to have a material effect on the price or value of the Company's securities as prescribed under Listing Rule 3.1.
- (d) Where the Disclosure Committee determines that the information should be disclosed, the Committee shall to the extent reasonably practicable consult with other members of the Board before disclosing the information. Once approved for release by the Committee, the Company Secretary shall immediately cause ASX to be notified of the information.
- (e) The Company Secretary shall maintain a record of all matters received and assessed by the Disclosure Committee.
- (f) If at any time any officer or employee of CKR or any subsidiary of CKR has any query in respect to the Company's continuous disclosure obligations, he or she must contact the Company Secretary (or in his absence the Chairman) for clarification.

3. CORPORATE GOVERNANCE STANDARDS ON COMMUNICATIONS

3.1 Key Corporate Governance Standards

CKR has adopted a corporate governance framework which is designed to ensure:

- timely and accurate information is provided equally to all shareholders and market participants regarding CKR including its financial situation, performance and activities;
- channels for disseminating information are adopted which are fair, timely and cost-efficient;
- it does not communicate material price, or value, sensitive information to any external party prior to that information being disclosed to all shareholders and market participants in compliance with its continuous disclosure obligations.

The specific processes adopted by CKR to implement these corporate governance standards are set out below.

3.2 Communication of Disclosable Information on Website

All information released to ASX will be posted on the CKR website as soon as practicable following confirmation of receipt by ASX. CKR's website address is: *www.cockatooridge.com.au*

3.3 Authorised Spokespersons

The only CKR officers or employees authorised to make any public statement on behalf of, or attributable to, CKR are those who have the prior approval of the Chairman.

3.4 Rumours and Market Speculation

Rumours and market speculation, whether substantiated or not, have the potential to adversely impact CKR. CKR's general policy is not to comment on rumours or market speculation.

However, it may be necessary to issue a statement in specific circumstances where:

- (a) CKR considers it has an obligation to make a statement on a particular matter,
- (b) the market moves in a way that appears to be referable to the comment or speculation and a statement in response has not previously been made, or
- (c) in response to a formal request for information by ASX.

3.5 Trading Halts

In order to facilitate an orderly, fair and informed market, it may be necessary to request a trading halt from ASX. The Chairman, in consultation with the other members of the Disclosure Committee, will make all decisions relating to a trading halt.

3.6 Close Periods

CKR observes a series of "close" periods throughout the year to protect against inadvertent disclosure of material information.

The close periods operate in the periods 30 days before the preliminary announcement of the half yearly and annual results.

During these periods CKR will not comment on analysts' estimates other than to acknowledge the range and average estimates in the market and will make no comment on the financial performance of CKR unless the information has already been released to the market.

For the avoidance of doubt, CKR's continuous disclosure obligation continues to apply during these close periods.

3.7 Financial Calendar

CKR follows a calendar of regular disclosure to the market of its financial and operational results. The calendar includes dates for the release of half yearly and full year results, other financial information, shareholder meetings and business briefings.

At these meetings and briefings:

- no information of the kind outlined in paragraph 2.1 will be disclosed unless it has been previously released to the market; and
- if material information of that kind is inadvertently released, it will be immediately released to ASX and placed on CKR's website.

3.8 Analyst and Investor Briefings

CKR recognises the importance of the relationship between the Company and investors and analysts.

From time to time CKR may conduct analyst and investor briefings. In these cases the following protocols will apply:

- No information of the kind outlined in paragraph 2.1 will be disclosed at these briefings unless it has been previously or is simultaneously released to the market;
- If material information of that kind is inadvertently released, it will be immediately released to the market via ASX and placed on CKR's website;
- Questions at briefings that deal with material information not previously disclosed will not be answered;
- The Company Secretary will either attend the briefing or be provided with a report thereof including all material information provided thereat as soon as practicable after the briefing; and
- CKR will place a copy of the presentation material on the CKR website.

3.9 Analysts' Reports and Estimates

CKR acknowledges the important role performed by analysts in disseminating information on the Company's prospects and business to the financial markets.

Where requested to do so, CKR may review analysts' research reports but will confine its comments to factual matters and material previously disclosed by it.

CKR may comment on analysts' estimates to the extent of:

- acknowledging the current range of estimates;
- questioning an analyst's assumptions or sensitivities if the analyst's estimate is significantly at variance from current market range estimates;
- advising factual errors where the data is already in the public domain.

Forecast information will not be provided by CKR unless it has already been provided to the market.

4. OTHER PROVISIONS

4.1 Consultants and Professional Advisers

CKR will require any consultant or professional adviser engaged to undertake work on behalf of CKR or any of its subsidiaries to abide by this Policy.

4.2 Breaches and Liability

If CKR fails to notify ASX of information required to be disclosed in accordance with Listing Rule 3.1, it may be guilty of an offence under section 674 of the Corporations Act. CKR may face civil and criminal liability for the contravention of the Corporations Act.

Any person involved in the contravention of the Corporations Act by CKR may face personal liability including pecuniary penalty orders.

Under the recently introduced infringement notice regime for less serious breaches of the continuous disclosure provisions, ASIC could impose a financial penalty of up to \$33,000 for any breach.

4.3 Accountabilities and Responsibilities

Each member of the Disclosure Committee is responsible for applying this Policy and ensuring that it is communicated throughout the CKR Group.

The Company Secretary is responsible for all communications with ASX, monitoring compliance with the Company's disclosure obligations and managing and administering this Policy.

4.4 Internal Communication of Policy and Practices

A copy of this document has been provided to all directors and senior employees within CKR.

4.5 Additional Information

If you have any questions arising from CKR's Market Disclosure and Communications Policy you may contact the person specified below:

Mr Melvyn J Drummond
Company Secretary
Cockatoo Ridge Wines Limited
Melbourne, Australia
Tel: +61 3 9909 7625
Email: mel.drummond@cockatooridge.com.au