

Continuous Disclosure, Investor Relations and Communications Policy

1. Overview

SAI Global Limited and its related bodies corporate (“SAI Global” or “the Company”) are committed to:

- ensuring all its employees and agents act with high standards of honesty, integrity, fairness and equity and otherwise in accordance with the Company’s codes of business conduct from time to time;
- dealing fairly and transparently with both current and prospective shareholders, beyond merely complying with the Listing Rules of the Australian Securities Exchange Limited (“ASX”) and other relevant laws but by also facilitating shareholder participation at meetings, corresponding periodically with shareholders, meeting periodically with investors, potential investors and other relevant market participants and otherwise dealing with shareholder queries in a timely manner;
- dealing fairly and honestly with all its customers, suppliers, competitors and others in the course of its business operations in full compliance with the laws to which it is subject; and
- promptly and appropriately responding to media queries and relevant government/regulatory/legal enquiries and commissions which may affect the Company from time to time.

The Company acknowledges that its failure to do the above may reflect badly on its business and reputation, may cost money to rectify and may result in legal liability for the Company and even for the individuals concerned.

2. Commitment to Shareholders and an Informed Market

- 2.1** With certain limited exceptions, as a public listed company, the Company is required under the Corporations Act 2001 (Cth) (the “Corporations Act”) and the Listing Rules of the ASX to immediately disclose to the ASX any information regarding the Company and its subsidiaries which may have a material effect on the price or value of SAI Global’s shares were that information to be generally available. This requirement is in addition to the Company’s Half Year and Full Year disclosure obligations.
- 2.2** A failure by SAI Global to make timely disclosure of information which may have a material effect on the price or value of its shares may result in criminal or civil liability for the Company, its directors and executive officers.
- 2.3** SAI Global Limited’s Board of Directors (“the Board”) is committed to ensuring that shareholders and the investment market generally should be informed of all major business events which could influence the Company’s share price.
- 2.4** This is not only in order to comply with legal requirements, but so that all shareholders have an equal opportunity to receive or obtain information issued by SAI Global to enable them to exercise informed judgment as to whether or not to remain involved with the Company.

- 2.5** The Company will not respond to market rumours or speculation unless required to do so by law or to respond to a query from the ASX.

3. Channels of Communications

3.1 Codes of Conduct

The Company already has implemented certain policies, applicable to all staff worldwide, that require ethical and honest business conduct and behavior, including:

- SAI Global Code of Business Conduct;
- Suite of Anti-Bribery & Corruption Policies;
- policies prohibiting discrimination, harassment and bullying;
- Privacy Policies; and
- SAI Global Group Whistle blowing Policy.

These policies must be adhered to when communicating with internal and external parties.

3.2 Shareholder communications

SAI Global aims to be open and transparent with all its shareholders and other stakeholders. Information is to be communicated to shareholders regularly through a range of forums, publications and online. These will include:

- Notices and Explanatory Memoranda of General Meetings;
- the Annual Report;
- the Half Year and Full Year Financial and Directors' Reports;
- disclosures to the ASX, including the lodging (in line with ASX Guidance Note 8) of any analyst or media presentations made;
- letters from the Chairman or Chief Executive Officer to specifically inform shareholders of key matters of interest, including providing information on dividends;
- notices of changes to substantial shareholdings; and
- statements informing shareholders where changed material interests of a Director alter their independent status. In this regard, a "material interest" of a Director is defined as having control of, or being associated with:
 - more than 2 ½% of issued shares in the Company; or
 - the principal of a supplier of goods or services where that supply in total represents more than 10% of the Company's total supply to all parties of that goods or services.

The Company, as a company registered in Australia and listed on the ASX complies with its Constitution, the ASX Listing Rules and the Corporations Act in convening annual and general meetings of the Company which provide an opportunity for shareholders and other guests to hear from and question the Board and management of the Company.

Notices and other details for these shareholders' meetings are issued by the Company Secretary by order of the Board.

3.3 Continuous Disclosure Channels

3.3.1 All of the information referred to in clause 3.2 will be made immediately available on the Company's website (www.saiglobal.com), following lodgement with the ASX. Notifications to or lodgements with the ASX will also be immediately notified to Directors having obtained, where necessary, their prior approval.

3.3.2 The Chairman, Chief Executive Officer, Chief Financial Officer, Investor Relations Executive are the only persons who may communicate with representatives of the media where the media interest concerns the Company's securities.

3.3.3 Other members of the Executive Committee ('EXCO') and our subject matter expert community (who will be approved by EXCO and media trained) are authorised from time to time to communicate with media representatives in regard to Company products, advertising, literature, exhibits, direct mail, promotional gifts, directories, case studies and websites.

3.3.4 The Regional Head of Marketing offices may issue advertisements or other promotional material concerning the Company's day-to-day products or services where the matter is not price sensitive, subject to complying with the Company's processes. A record demonstrating compliance with these processes must be retained as these processes may be subject to internal audit.

3.3.5 The Company Secretary is responsible for communicating with the ASX. Where the ASX requires certain reports or notifications to be submitted in a predetermined form the Company Secretary shall ensure that they are so lodged.

3.4 Continuous Disclosure & Insider Trading

The Company has this Policy to ensure the fundamental rights of shareholders to receive information about their securities in SAI Global.

The Company's rules on insider trading are also important, and must be followed by all staff, to ensure that shareholders are given fair access to material information regarding securities. The Company endeavors to limit the chances of insider trading in its own securities through this Policy and its Securities Trading Policy. These two policies should also be adhered to when communicating with others.

3.5 Disclosure Committee

3.5.1 A Disclosure Committee has been established by the Company as a management committee:

- (a) to ensure SAI Global complies with its continuous disclosure requirements through the administration of this Policy; and
- (b) to promote the practices and procedures contained in this Policy by raising awareness within SAI Global of the Company's continuous disclosure obligations.

3.5.2 The Disclosure Committee will assist the Chief Executive Officer to make decisions with respect to when information is to be disclosed to the market in accordance with this Policy. The members of the Disclosure Committee are:

- (a) Chief Executive Officer or his/her delegate;
- (b) Chief Financial Officer; and

(c) Company Secretary.

- 3.5.3** The Disclosure Committee will meet on an ad hoc basis, in person or by any technological means. The Company Secretary will maintain minutes of the Disclosure Committee meetings.
- 3.5.4** In the event that any officer or employee of the Company becomes aware of information that may be subject to disclosure, they are to immediately raise the matter with the Company Secretary or another member of the Disclosure Committee and copy any associated correspondence to the Company Secretary who will immediately forward a copy to the Chairman.
- 3.5.5** Any potentially disclosable information is not to be discussed with colleagues, or indeed anyone except the three nominated officers in clause 3.5.2 above, before or after reporting it.
- 3.5.6** Discretion is not to be exercised as to which matters are to be brought forward.
- 3.5.7** The Company Secretary will take the matter to the Disclosure Committee who will direct the form and content of any disclosure to be made. The Chief Financial Officer and Company Secretary will both normally assist with the content of any disclosure lodged with the ASX, subject to Board approval.
- 3.5.8** If there is any doubt whether disclosure is necessary, after discussion with Directors, the ASX Companies Office is to be contacted and the issue discussed on a confidential basis. If it is determined that information needs to be disclosed to the ASX, the Chairman and Directors are to be notified.
- 3.5.9** If the Chief Financial Officer is not involved as described in clause 3.5.7 above, he/she is to be immediately briefed on the ASX disclosure in order to prepare any necessary media briefing material. Nothing is to be released in advance of the release of the information to the ASX.

3.6 General briefings with shareholders and financial intermediaries

The Company deals with shareholder enquiries (be they verbal or in writing) promptly and courteously and ensures that its share registry, Link Market Services does the same.

All enquiries from, and meetings with, shareholders, financial intermediaries or others enquiring about the Company must be directed to and conducted by the Chairman, Chief Executive Officer, the Chief Financial Officer and/or the Investor Relations Executive who may respond directly, or delegate the task from time to time to a nominee of their choice, such as the Company Secretary or member of EXCO. A register should be kept of meetings held as well as minutes of such meetings.

There are to be no external briefings during the two blackout periods which are, respectively, the time between the end of the financial year and the announcement of the results and the time between the end of the half year and the announcement of the half year results. Any deviation from this prohibition is to be approved by the Chairman.

3.7 Correspondence with external solicitors /attorneys and regulatory authorities

All correspondence with external solicitors or attorneys must at least in the first instance be directed to the Group General Counsel or the relevant regional General Counsel, unless otherwise directed or approved from time to time, by the Chief Executive Officer. In some cases, other members of management may be permitted to correspond with external counsel directly but the regional General Counsel must be kept informed of the matter and its developments.

Correspondence with external solicitors /attorneys and regulatory authorities that must be brought to the immediate attention of General Counsel include:

- threats of legal action against the Company
- requests received by way of letter, email, telephone conversation, or in person for information or documents about the Company's products, services, employees or clients;
- matters relating to complaints against the Company, its products, services, practices, and clients; and
- any served Summons, Subpoena, Notice to Produce Documents, Notice to Appear/ Give Evidence etc.

This also includes correspondence with any regulatory authority – or their equivalents - such as:

- Australian Securities Exchange ("ASX");
- Australian Securities and Investments Commission ("ASIC");
- Australian Consumer and Competition Commission ("ACCC");
- Consumer Affairs / Fair Trading Departments;
- Freedom of Information Offices;
- Privacy Offices / Commissions; and
- any government department, Authority, Commission etc. undertaking any public enquiry involving the Company.

Correspondence from any taxation/revenue/customs authorities should be directed to the Chief Financial Officer.

Submissions to be made on behalf of the Company in response to government enquiries or reviews (such as Royal Commissions, Productivity Commissions, Parliamentary Committee Enquiries or Senate Estimates Committee Enquiries) must have the prior approval of an EXCO member and the Company Secretary.

3.8 Day to Day Business, Advertising and Promotions Communications Procedure

The Company's Day to Day Business, Advertising and Promotions Communications Procedure, as amended from time to time, seeks to ensure that such communications are truthful and accurate and that the Company's messages to third parties around the globe are consistent and verifiable.

This procedure, which comprises overarching guidelines must be followed by all staff and outsourced providers of the Company who deal with customers, suppliers or other third parties or who have a role in the preparation, development, release or use of advertising or promotional material.

4. Recognising Public Information versus Confidential Information

All staff, if requested for information, may freely refer third parties to information and materials which have already been released to the public, including:

- the SAI Global Limited Prospectus of December 2003;
- Annual Reports (2012, 2013, 2014 etc.);
- ASX Releases (refer www.asx.com.au - code: SAI) (which are replicated on the Corporate website). This includes Half Year and Full Year Financial Reports;
- periodic investor presentations; and
- information provided in webcasts and podcasts.

Other information may not be released without authority from the Chief Executive Officer, Chief Financial Officer or Company Secretary.

Date Approved by the Board: 24 February 2016