

IDP Education Limited

Continuous Disclosure Policy

1 Introduction

As a public listed company, IDP Education Limited (the **Company**) is required to comply with a continuous disclosure obligation contained in the Listing Rules of ASX Limited (**ASX**). This continuous disclosure obligation is complemented by requirements under the Australian Corporations Act.

In addition to these legal requirements, the Company also seeks to comply with the best practice guidelines for disclosure set out in the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council, and ASX policy as set out in Guidance Note 8 that ASX has issued in relation to continuous disclosure.

2 ASX Disclosures

2.1 General Obligation

Under ASX Listing Rule 3.1, and subject to the exception discussed in section 2.3, the Company is required to notify ASX "immediately" (ie, "promptly and without delay") once it 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 [its] securities.

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.

Such information is referred to in this Policy as "market sensitive information".

The Company must not release market sensitive information to any other person (such as the media or analysts) until it has given the information to ASX and received an acknowledgement that ASX has released the information to the market (Listing Rule 15.7).

Appendix 1 to this Policy provides some guidance to assist directors, executive officer and other employees to identify matters that may constitute "market sensitive information".

2.2 When is the Company Aware of Information?

Under ASX Listing Rule 19.12, the Company becomes aware of information if, and as soon as, an officer of the Company has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of the Company.

Accordingly, whenever the Company employee is in possession of information which may have a material effect on the price or value of the Company's shares, it is critical that the information is immediately communicated in accordance with this Policy.

2.3 Exception

Disclosure under ASX Listing Rule 3.1 is not required where each of the following conditions is satisfied in relation to the relevant information:

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

The Company must meet its continuous disclosure obligation under ASX Listing Rule 3.1 once one or more of the above criteria is no longer satisfied. For example, if the information is inadvertently leaked and is therefore no longer confidential, immediate disclosure of the information to ASX will be required.

2.4 Correcting a False Market

ASX has the power under ASX Listing Rule 3.1B to require the Company to immediately provide information if ASX considers that there is or is likely to be a false market in the Company's securities and asks the Company to provide information to it to correct or prevent a false market. The Company is required to give ASX this information even if the Company considers that the exceptions to disclosure (as set out in section 2.4 above) apply.

3 IDP Education's Compliance Procedures

3.1 ASX Communications Officer

The Board is responsible for ensuring that the Company complies with its continuance disclosure obligations and has established procedures to ensure compliance. These include the appointment of an ASX Communications Officer who has primary responsibility for administration of this Policy.

The ASX Communications Officer is the Company Secretary (or another person nominated by the Board).

The ASX Communications Officer is responsible for:

- (a) making sure that the Company complies with the continuous disclosure requirements, including determining what information will be disclosed by the Company to ASX;
- (b) preparing (or overseeing the preparation of), reviewing, approving and co ordinating disclosure of information to ASX and other external disclosures (including information provided to analysts, brokers, shareholders, the media and the public), and consulting with appropriate members of the Board, management and/or external advisers as necessary;
- (c) maintaining an accurate record of all announcements sent to ASX and all correspondence with ASX and ASIC in relation to the Company's continuous disclosure obligation; and
- (d) instituting such procedures as the ASX Communications Officer considers necessary and expedient to ensure that the company's directors, executive officers and other employees are aware of and understand the Company's Continuous Disclosure requirements and their responsibilities under this Policy.

If the ASX Communications Officer is absent, then the references in this Policy to the ASX Communications Officer should be taken as being to the Chief Financial Officer or Chief Executive Officer (unless the context requires otherwise).

3.2 Reporting and Disclosure Procedure

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 ASX Communications Officer immediately.

The Company's internal reporting procedures for ensuring potentially market sensitive information is notified to the ASX Communications Officer include:

- attendance by the ASX Communications Officer at Board and Board committee meetings;
- reports of potentially market sensitive information from relevant scheduled meetings of the Global Leadership Team; and
- regular communications between senior management and the ASX Communications Officer on significant operational matters.

Upon receipt of a report from a director, executive officer or other employee or any other person, the ASX Communications Officer shall form a view as to whether the information contained in that report is market sensitive information. If the ASX Communications Officer forms that view, the ASX Communications Officer will immediately:

- (a) discuss the matter with the Chief Executive Officer or, in his absence, the Chairman to determine whether it should be disclosed to the ASX;
- (b) if it must be disclosed, prepare, or oversee the preparation of, an appropriate release, to be reviewed by the Chief Executive Officer or, in his absence, the Chairman prior to it being sent to the ASX;
- (c) send the release to the ASX's Market Announcements Platform; and
- (d) once the Company has received an acknowledgement that ASX has released the information to the market, arrange for a copy of the release to be posted to the Company's website.

If the ASX Communications Officer and the Chief Executive Officer 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 external advisers should be consulted immediately.

3.3 No Selective Disclosure

There must be no selective disclosure of market sensitive information. All releases of market sensitive information must first be made through the ASX Market Announcements Platform.

3.4 Leaks, Rumours and Inadvertent Disclosure

From time to time, it may be necessary to respond to the unauthorised disclosure of information or market rumours concerning the Company. To ensure a consistent response from the Company to such occurrences, all instances of unauthorised disclosure or rumours should be reported to the ASX Communications Officer as soon as they become known.

3.5 Briefings/Meetings/Conferences/Conference Calls with Analysts or Investors

As part of the Company's management of investor relations and to enhance analysts' understanding of its background and technical information, the Company may conduct briefings

with analysts, investors and the media from time to time to discuss information that has been released to the market, including:

- (a) investor presentations/group briefings;
- (b) analyst conference calls; and
- (c) media interviews,

(together, **briefings**).

Members of the Company's management may also be invited from time to time to participate or present at broker-sponsored conferences.

The Company's policy for conducting these briefings is not to disclose any information which is, or potentially is, market sensitive information, where that information has not previously been disclosed to ASX.

If a question raised during the briefing can only be answered by disclosing market sensitive information which has not previously been disclosed to the ASX, any Company director, executive officer or other employee present at the briefing must decline to answer the question, and in appropriate cases take the question on notice and wait until the Company announces the information publicly through ASX before responding.

3.6 Responding to Analyst Reports and Forecasts

Analysts frequently prepare reports on securities of listed entities, including the Company, which contain performance and financial forecasts. The Company will not endorse any such reports, and will restrict its comments to factual matters and information which has been previously disclosed to ASX by the Company.

In particular, the Company will not generally comment on analyst forecasts or earnings projections. However, it may comment on analysts' reports by correcting factual errors or underlying assumptions, but only to the extent that does not involve providing market sensitive information that has not previously been disclosed by the Company to ASX. The Company will not comment on any of the analysts' conclusions themselves.

If a draft report has been sent to the Company for comment, it should be forwarded immediately to the ASX Communications Officer.

3.7 ASX Communication

No one other than the ASX Communications Officer may release information to, or communicate with, ASX unless specifically authorised to do so by the ASX Communications Officer.

3.8 Trading Halts and Voluntary Suspensions

In certain circumstances the Company may consider that it is not in a position to make an announcement to the market immediately regarding relevant information.

In that case, whether a trading halt is appropriate will depend on the circumstances.

Any request by the Company to ASX for a trading halt in the Company's securities requires the approval of any two of the ASX Communications Officer, the Chief Executive Officer, the Chief Financial Officer and the Chairman. If any two of ASX Communications Officer the Chief Executive Officer, the Chief Financial Officer and the Chairman are unavailable, the Chairman of the Audit and Risk Committee may provide a substitute approval. Any written request for a trading halt will be signed by the ASX Communications Officer, the Chief Executive Officer or the Chief Financial Officer.

If a trading halt has not been requested to prevent the market trading ahead of an announcement, the ASX Communications Officer (or another employee nominated by the ASX Communications Officer) will monitor:

- (a) the market price of the Company's securities;
- (b) major national and local newspapers;
- (c) major news wire services, such as Reuters and Bloomberg;
- (d) any investor blogs, chat-sites or other social media the Company is aware of that regularly include postings about the Company; and
- (e) enquiries from analysts or journalists,

for signs that the information in the announcement may have leaked. Any such signs shall be reported immediately to the ASX Communications Officer to consider whether a trading halt should be requested (in accordance with the procedure outlined above).

The Company will only consider requesting a voluntary suspension in exceptional circumstances. Any request by the Company to ASX for a voluntary suspension of trading in the Company's securities requires approval of the Chief Executive Officer and the Chairman or, in either's absence, the Board.

3.9 Other Steps to Facilitate Compliance

Where it has advance notice of an event that is likely to require an announcement under ASX Listing Rule 3.1, the Company will prepare a draft announcement ahead of time that can be issued straight away.

3.10 Chat Rooms, Blogs and Social Networking Sites

Company employees must not participate in chat room discussions on the internet, or post information on a social networking or other internet site, where the subject matter relates to the business affairs of the Company, unless that person is authorised by the ASX Communications Officer to do so, and that person only does so in accordance with the policy and protocols for the Company's briefings and the terms of the authorisation given to them.

4 Contravention and Liability

4.1 Contravention

The Company will contravene its continuous disclosure obligation if it fails to notify ASX of information required by ASX Listing Rule 3.1 to be disclosed.

If the Company contravenes this obligation by failing to notify ASX of information, the Company may be guilty of an offence under the Australian Corporations Act (section 674).

4.2 Liability

If the Company contravenes its continuous disclosure obligations, it may face criminal and civil liability under the Australian Corporations Act. ASIC can also institute proceedings under the ASIC Act. The Company's officers, including its directors, employees or advisers who are involved in a contravention by the Company may face civil liability and, if they aid or abet or are in any way knowingly concerned in the Company's contravention, may be criminally liable under the Criminal Code.

5 Currency and Review of the Policy

This Policy was adopted by the Board on 12 November 2015.

The Company will review this Policy regularly and update it as legislative requirements change and best practice for continuous disclosure evolves. Any amendments to the Policy will be approved by the Board and communicated by the ASX Communications Officer or the Chief Executive Officer to all employees.

6 Queries

If, at any time, directors or employees have any queries regarding their information reporting obligations, or the Company's continuous disclosure obligation, they should contact the ASX Communications Officer.

Appendix 1

Guidance on what may constitute "market sensitive information"

1 Introduction

To assist directors and employees in identifying matters which may require disclosure, the following guidelines are provided which include certain preliminary thresholds. The purpose of these guidelines is to identify matters which can then be considered more fully as to whether or not disclosure is required.

All of the matters which will require consideration under these guidelines will not necessarily require disclosure. Conversely, it is important to remember that a matter may be disclosable even if it does not come within the following categories.

Where a matter is potentially disclosable, the ASX Communications Officer should be informed immediately.

2 Materiality Tests

2.1 Qualitative Test

Although the test for determining materiality is an objective one, ASX has indicated that officers and employees may find the following questions useful in providing some guidance as to whether information may be market sensitive:

- (a) Would the information influence my decision to buy or sell securities in the Company at their current market price?
- (b) Would I feel exposed to an action for insider trading if I were to buy or sell the Company securities at their current market price, knowing this information had not been disclosed to the market?

If the answer to either question is "yes", it is in ASX's view a cautionary indication that the information may be market sensitive.

Matters that may be disclosable include, but are not limited to, matters:

- (a) that might affect the Company's ability to carry on business;
- (b) that might have a material effect on future activity;
- (c) that might have a material effect on income, cash flow or the ability to generate profits (including where there would be a long term effect even if the effect in any one year is not material);
- (d) involving any significant changes in technology or the application of technology that could affect the Company's business;
- (e) involving any proposed change in regulation or law that could materially affect the Company's business;
- (f) involving a significant allegation of any breach of the law, whether civil or criminal, by the Company or any of its employees;
- (g) involving the appointment of a receiver, manager, liquidator or administrator in respect of the Company or an event which could result in the Company or an affiliate entity becoming insolvent;
- (h) involving a change in executive personnel and/or structure;
- (i) that may have an adverse effect on the Company's reputation; or

- (j) that are in some other way onerous, unusual or so outside the ordinary course of business that they ought to be considered (including those matters listed in this section 2.4 below).

2.2 Quantitative Test

ASX has also indicated that, quantitatively, the parameters it uses for determining whether or not to refer a potential breach of ASX Listing Rule 3.1 to ASIC may be a useful guide as to the order of magnitude of the likely change in price or value of the Company's securities that would be indicative of market sensitivity. In brief, those parameters are that, where information appears to ASX to have moved the market price of the Company's securities (relative to prices in the market generally or in the Company's sector) by roughly:

- (a) 10% or more, ASX will generally regard that as confirmation that the information was market sensitive;
- (b) 5% or less, ASX will generally regard that as confirmation that the information was not market sensitive; and
- (c) between 5% and 10%, ASX will consider a range of factors (including the nature and significance of the information, the market capitalisation of the Company, the beta of the Company's securities, the bid-offer spread at which the Company's securities normally trade, and whether there was a noticeable spike in trading volumes).

2.3 Variations in Earnings

The ASX Guidance Note notes that, all other things being equal, a listed entity is not expected to release the information in its half yearly or annual financial statements ahead of their scheduled release date. Sometimes, however, in the course of preparing financial statements (or indeed at any other time), market sensitive information may become apparent that ought to be disclosed immediately under ASX Listing Rule 3.1. Two areas where this issue commonly arises are earnings surprises and post-balance date events.

If the Company becomes aware that its earnings for a reporting period will materially differ (downwards or upwards) from market expectations (whether based on company earnings guidance, analyst estimates or earnings for the prior corresponding period), careful consideration will need to be given as to whether the Company has a legal obligation to notify the market of that fact.

ASX's Guidance Note indicates that such variations should be disclosed where the difference is of such magnitude that a reasonable person would expect it to have a material effect on the price or value of the Company's securities (having regard to factors such as whether near term earnings are a material driver of share price, whether the difference is cash or non cash, whether it is permanent or temporary, and whether it is recurring or a one off) (see section 2.2 above for ASX's views on the materiality of likely impacts on the price or value of the Company's securities).

2.4 Examples in ASX Listing Rule 3.1

In addition, ASX Listing Rule 3.1 provides the following relevant and specific examples of matters that may need to be disclosed under ASX Listing Rule 3.1:

- (a) a transaction that will lead to a significant change in the nature or scale of the Company'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 law suit;
- (f) the fact that the Company'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 financing facility;
- (i) under subscriptions or over subscriptions to an issue of securities (a proposed issue of securities is separately notifiable to ASX under ASX 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 the Company or its securities and any change to such a rating.