

BOARD CHARTER

Connexion Media Limited ACN 004 240 313 (“Company”)

This board charter sets out the principles for the operation of the Board of the Company and describes the functions of the Board and those functions delegated to management of the Company.

The Board is accountable to shareholders for the performance of the Company. The Board must at all times act honestly, fairly and diligently in all respects in accordance with the laws applicable to the Company and must act in the best interests of the shareholders and other stakeholders.

This board charter has been prepared and adopted on the basis that corporate governance and good governance procedures can add to the performance of the Company and the creation of shareholder value.

To the extent this board charter is inconsistent with the Constitution of the Company, the Constitution of the Company shall prevail.

1. THE BOARD’S ROLE AND RESPONSIBILITIES

1.1 Conduct

The Board will at all times act honestly, fairly, diligently and in accordance with the Constitution of the Company and the law. The Board must comply with Board policies.

1.2 General Roles and Responsibilities

The Board is responsible for the management of the affairs of the Company, including:

- (a) Strategic and financial performance
 - (i) Providing leadership
 - (ii) Enhancing and developing, approving and maintaining the corporate strategy, business plans and policies.
 - (iii) Approving Annual Financial Reports and interim statements and reports.
 - (iv) Evaluating, approving and monitoring major capital expenditure, capital management and all major corporate transactions, including the issue of securities of the Company.
 - (v) Approving and overseeing financial and other reporting to the market and shareholders.
- (b) Executive management

- (i) Appointing, monitoring, managing the performance of, and if necessary terminating the employment of executive management. The Board will consider the executive management's authority and accountability, as well as performance indicators to provide monitoring benchmarks.
 - (ii) Approving delegated authorities to management.
 - (iii) Ensuring adequate resources are available to senior executives
 - (iv) Approving employee and executive incentive schemes
 - (v) Setting out the nomination and selection process for the appointment of Non-Executive Directors to the Board
 - (vi) Determining the process for performance evaluation of senior executives.
- (c) Audit and risk management
- (i) Approving the Company's risk and audit framework.
 - (ii) Approving compliance with the Company's risk and audit policies and protocols and disclosing a summary of these policies.
 - (iii) Monitoring and reviewing the Company's operations in relation to, and compliance with relevant regulatory and legal requirements, including corporate governance guidelines as set out by the ASX Corporate Governance Council.
 - (iv) Requiring management to design and implement risk management and internal control systems to manage the Company's material business risks and to report to it on whether those risks are being managed effectively.
 - (v) Overseeing the integrity of the Company's accounting and corporate reporting systems, including external audit.
- (d) Strategic planning
- (i) The Board will be actively and regularly involved in strategic planning and reviewing, developing and considering strategic planning issues.
 - (ii) Planning for Board and executive succession.
 - (iii) Overseeing management's implementation of the Company's strategic objectives.
 - (iv) The Board will, on an ongoing basis, review with management how the strategic environment is changing, what key business risks and

opportunities are appearing, how they are being managed and what, if any, modifications in strategic direction should be adopted.

- (v) Considering and reviewing the social and ethical impact of the Company's activities, setting social and ethical practices and monitoring compliance with the Company's social responsibilities policies and practices.

1.3 Relationship between the Board, Management and the Chief Executive Officer

It is the role of the Chief Executive Officer and management (including senior executives) to manage the Company in accordance with directions and delegations of the Board.

The Board delegates authority to the Chief Executive Officer of the day to day management of the Company and implementation and delivery of the Boards strategic direction.

2. BOARD COMPOSITION AND STRUCTURE

2.1 Composition

The Board is responsible for determining that an appropriate mix of skills (including financial skills), knowledge, experience and diversity is present on the Board to ensure the strategic vision and direction of the Company is achieved.

In accordance with the Constitution and the Corporations Act 2001, the Company must have at least three Directors and not more than nine Directors unless the shareholders resolve otherwise at a general meeting.

The Directors appoint the Chairman who must be one of the Non-Executive Directors.

2.2 Director Obligations

Each Director is bound by all the Company charters, policies and codes of conduct, the Directors shall:

- (a) conduct their duties at a high level of honesty and integrity;
- (b) observe the law and comply with applicable standards;
- (c) maintain their confidentiality of all information acquired in the course of conducting the role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board, or is required by law;
- (d) observe the principles of independence, accuracy and integrity in all dealings;
- (e) disclose to the Board any actual or perceived conflicts of interest; and

- (f) set a standard of honesty, fairness, integrity, diligence and competency in respect of the position of Director.

2.3 Non-Executive Directors Obligations

The role of a Non-Executive Director is to advise the Company on matters pertaining to their expertise and provide governance in the best interest of the Company. Non-Executive Directors do not participate in day to day operation or management of the Company its affairs.

3. APPOINTMENT AND RESPONSIBILITIES OF CHAIRMAN

3.1 Role of the Company Chairman

The Board will appoint an independent Chairman. The Chairman will be selected from time to time by the Board on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.

Unless otherwise agreed, the Chairman must be an independent Non-Executive Director and must not be the Chief Executive Officer.

3.2 Specific duties of the Chairman

The Chairman will:

- (a) provide effective leadership on formulating Board strategy;
- (b) represent the views of the Board to the public;
- (c) ensure all incoming members of the Board are inducted appropriately;
- (d) chair board meetings;
- (e) establish the agenda for board meetings, in consultation with others as appropriate;
- (f) chair meetings of shareholders, including the Company's Annual General Meeting;and
- (g) be the primary channel of communication and point of contact between the Board and senior executives.

4. BOARD MEETINGS

The Board will meet as often as is deemed necessary to fulfil their duties and responsibilities. All board meetings must be conducted in accordance with the Constitution.

An agenda will be prepared for each board meeting. The agenda will be prepared by the Company Secretary in consultation with the Chairman.

The Chairman is responsible for conducting all Board meetings, including briefing Directors in relation to the issues arising at Board meetings and ensuring the availability and, if necessary, the attendance at the relevant meeting, of any member of executive management responsible for a matter included as an agenda item at the relevant meeting.

Draft minutes of each Board meeting shall be prepared by the Company Secretary and provided promptly to the Chairman for their review and distribution to the Board.

5. COMPANY SECRETARY

The Board must appoint at least one Company Secretary. Each Director must have a right of access to the Company Secretary at all times. The appointment and removal of the Company Secretary must be made by the Board as a whole.

The Company Secretary is accountable to the Board, through the Chairman, on all governance matters.

6. CONFLICTS OF INTEREST

The Directors of the Company are required to act in a manner which is consistent with the best interests of the Company as a whole and free of conflicts of interest.

If a Director considers that he or she might be in a position where there is a reasonable possibility of conflict between his or her personal or business interests, the interests of any associated person, or his or her duties to any other company, on the one hand, and the interests of the Company or his or her duties to the Company, on the other hand, the Board will require the Director to:

- (a) comply with the Corporations Act 2001 requirements in relation to the disclosure of interest and restrictions on voting;
- (b) fully and frankly inform the Board about the circumstances giving rise to the conflict; and
- (c) if such conflict is a material personal interest, abstain from voting on any motion relating to the matter and absenting themselves from all Board deliberations relating to the matter including receipt of Board papers on the matter.

If a Director believes that he or she may have a conflict of interest to a particular matter, the Director should immediately consult with the Chairman.

7. INDEPENDENT ADVICE

Subject to the Chairman's approval, a Director of the Company is entitled to seek independent professional advice at the Company's expense on any matter connected with the discharge of his or her responsibilities.

Directors may share relevant information and advice received with other Directors as appropriate.

Non-Executive Directors should consider the benefit of conferring regularly without management or other directors present, these discussion should be facilitated by the Chairman.

8. CONFIDENTIALITY

The Board acknowledges that all proceedings of the Board are confidential and will not be disclosed to any person other than fellow Board members, except as agreed by the Board or as required by law.

9. POLICY REVIEW

This Policy is subject to annual review by the Board.

DIVERSITY POLICY STATEMENT

Connexion Media Limited ACN 004 240 313 (“Company”)

The purpose of this Diversity Policy is to outline the Company’s commitment to fostering a corporate culture that embraces diversity and, in particular, focuses on the composition of its Board and management. This policy also provides a process for the Board to determine measurable objectives which the Company will implement and report against to achieve and measure its diversity goals.

10. COMMITMENT TO DIVERSITY

The Company recognises that diversity incorporates all characteristics that make individuals unique from each other, these include without limitation factors such as race, religion, age, family status, ethnicity, gender, disability.

The Company recognises the benefits of diversity in the workplace and that it is essential in maintaining the Company’s strong corporate performance. The Company is committed to providing a working environment across all levels of its business that fosters fairness, respect and equal access to opportunities regardless of individual’s differences.

The Company is committed to:

- (b) complying with the diversity recommendations published by ASX’s Corporate Governance Committee by establishing measurable objectives for achieving gender diversity;
- (c) promoting diversity among the Board, employees and senior management and throughout the Company; and
- (d) keeping shareholders informed of the Company’s progress towards implementing and achieving its diversity objectives.

11. STRATEGIES

To help achieve the Company’s diversity objectives the Board will:

- (b) review and develop policies and procedures to ensure diversity within the Company;
- (c) ensure responsibilities are delegated to the Board to ensure that the Company’s diversity commitments are implemented appropriately;
- (d) maintain a formal and transparent procedure for the selection, appointment and reappointment of Directors to the Board;
- (e) ensure that recruitment occurs from a diverse pool of candidates for all positions including Board and senior management appointments; and

- (f) Seek to identify and consider programs and initiatives that:
 - (i) facilitating a corporate culture that embraces diversity, merit and flexibility and recognises that employees have responsibilities outside of the workplace;
 - (ii) ensures that meaningful and varied development opportunities are available to all employees so that employees can meet their full potential regardless of their individual background; and
 - (iii) enhance employee retention and promotion of existing employees, including identification of programs to broaden skills and experience of employees and Board members.

12. MEASURABLE OBJECTIVES

The Board will implement and set measurable objectives for achieving diversity (including gender diversity) in accordance with this policy and the diversity targets set by the Board from time to time and will review the effectiveness and relevance of these measurable objectives on an annual basis.

13. ANNUAL DISCLOSURES

The Board will include in the Annual Report each year:

- (b) measurable objectives, if any, set by the Board;
- (c) progress against achieving the objectives; and
- (d) the proportion of women employees in the whole organisation, at senior management level and at Board level.

14. POLICY REVIEW

This Policy is subject to annual review by the Board.

APPOINTMENT OF EXTERNAL AUDITOR POLICY

Connexion Media Limited ACN 004 240 313 (“Company”)

The following information is a summary of the conditions on which the Company, will select an external auditor. The Board may modify this policy where the need arises to ensure compliance with the ASX, Corporate Governance Principles and Recommendations and the Corporations Act 2001.

15. SELECTION AND APPOINTMENT OF EXTERNAL AUDITORS

15.1 Responsibility for selection and appointment.

Subject to confirmation by shareholders at the Company’s Annual General Meeting, the Board is responsible for the appointment of an independent external auditor, with appropriate skills, knowledge and experience.

The Board and the Company is responsible for:

- (b) the annual review of the external audit;
- (c) ensuring that the external auditor has unfettered access to management, staff, records and company facilities within a reasonable time to conduct its audit;
- (d) the annual review of the external auditors as against the guidelines set out in this policy, including performance and independence; and
- (e) all aspects of selection, appointment, removal and rotation of the external auditor.

15.2 Selection Criteria

The Board will evaluate potential external auditors on a number of criteria including, but not limited to:

- (b) the auditor being registered as an auditor or authorised audit company under the Corporations Act 2001;
- (c) the independence of the external audit firm from the Company and ability to maintain independence throughout the engagement;
- (d) there being no conflict of interest situations that could affect the independence of the external auditor;
- (e) professional competency, experience and integrity of key personnel;
- (f) the thoroughness of audit approach and methodology;
- (g) cost effectiveness; and
- (h) any other selection criteria the Board sees fit to include.

15.3 Vacancies

Should a vacancy arise, for any reason, the Board will appoint a new external auditor using the guidelines set out in this policy, until the next annual general meeting where shareholder approval can be obtained.

15.4 Rotation

The Company requires that the lead partner of the external auditor involved in the Company's external audit must be rotated every 5 years. Previous lead partner of the external auditor involved in the Company's external audit should not play a significant role in the audit of the Company for at least 2 financial years subsequent.

16. POLICY REVIEW

This Policy is subject to annual review by the Board.

BOARD AND SENIOR EXECUTIVE EVALUATION POLICY

Connexion Media Limited ACN 004 240 313 (“Company”)

The Company has a range of processes in place relating to performance and evaluation of the Board, senior executive employees and individual directors. These evaluations are fundamental to establishing a culture of high performance and accountability throughout the Company.

17. BOARD AND INDIVIDUAL DIRECTOR EVALUATION

17.1 The Board

The process for evaluating the performance of the Board as a whole is the responsibility of the Board under the direction of the Chairman.

Reviews are conducted annually and the Chairman will consider all agendas, minutes and briefing material prepared by the Board over the course of the year, board culture, the relationship of the Board and management, interactions with external and internal stakeholders and feedback from any third parties. The Chairman may at their discretion obtain third party assistance in preparing or collating the questionnaires and evaluating the Board generally.

Following a Board evaluation, the Chairman will prepare a report to the Board which will:

- (b) identify those areas of governance and performance that may require an increased level of attention by the Board;
- (c) recommended improvements on the Board’s processes and procedures; and
- (d) areas of skills and experience which need to be improved or developed on the Board.

17.2 Individual Directors

Annually the Board must evaluate and review the performance of individual Directors. In evaluating whether individual Directors are carrying out their duties, the Board must look at the Director’s obligations as set out in Company policies and protocols and the requirements of the law.

The Chairman is in charge of conducting the individual Director evaluations with the assistance of other Board by means of:

- (b) individual director surveys;
- (c) one-one-one interviews; and
- (d) feedback from other board members and senior executive staff.

18. SENIOR EXECUTIVE EVALUATION POLICY

All senior executives of the Company including the CEO are subject to annual performance evaluations.

19. CONFIDENTIALITY

The results of all individual director and board questionnaires will be treated as confidential, subject any legal requirements otherwise.

20. POLICY REVIEW

This Policy is subject to annual review by the Board.

SELECTION AND APPOINTMENT OF NEW DIRECTORS

POLICY

Connexion Media Limited ACN 004 240 313 (“Company”)

The Company is committed to ensuring that the Board consists of members with a range of skills and qualities. This policy ensures that the procedure when selecting and appointing new directors is formal and transparent.

The Company must have at least three Directors and not more than nine unless the shareholders resolve otherwise at a general meeting

21. PROCEDURE FOR THE SELECTION AND APPOINTMENT OF NEW DIRECTORS

21.1 Responsibility

The Company constitution, the Corporations Act 2001 and the Listing Rules of the Australian Securities Exchange set out process for the nomination of Directors. In addition to adhering to these requirements, the Board will regularly and at least annually review the size and composition of the Board.

21.2 Procedure and Competency Requirements

Annually the Board will assess the needs of the Board having regard to the strategic direction of the Company, needs of the business and to ensure that a diverse and appropriate range of Directors are Board members having regards to attributes, experience, qualifications and skills.

The following broad categories have been identified as desirable competencies of Directors:

- (a) industry knowledge;
- (b) good communication skills;
- (c) ability to think strategically and work harmoniously with fellow directors and management; and
- (d) respond well under pressure.

Where a specified need or gap is identified by the Board or a new Director is deemed appropriate, the Board as a whole will:

- (e) develop a short list of potential appointees taking into account among other things, the particular skills and experience of each potential individual appointee, potential conflicts of interest and fit with the current Board;
- (f) ensure that the short list of potential appointees will enhance the diversity and experience of the Board;

- (g) where necessary, use the services of an independent executive search firm to assess the appropriateness of potential appointees or supplement the list;
- (h) conduct an assessment of potential appointees against without limitation, the selection criteria (as set out above);
- (i) determine the final candidate and have the Chairman approach the successful candidate with an offer of employment; and
- (j) if accepted, facilitate the candidate being appointed to the Board (including ensuring that there is a nomination of the proposed director by a shareholder).

21.3 Shareholder Approval

Proposed Directors will initially be appointed by the full Board, subject to election by shareholders at the next Annual General Meeting (**AGM**), as set out below.

Appointment of a proposed candidate as identified by the Board as a Director of the Company must be ratified by the shareholders of the Company by ordinary resolution at an AGM. The names of candidates submitted for election as directors must be sent to shareholders and the following information provided to ensure shareholders make an informed decisions as to the proposed appointment.

- (a) the proposed appointees competencies and qualifications;
- (b) the proposed appointees relationship with the Company and the Board;
- (c) previous and current directorships held;
- (d) any material adverse information revealed by the checks the Company has performed about the director; and
- (e) any other particulars required to be disclosed by the Corporations Act 2001, the Listing Rules of the Australian SecuritiesExchange or otherwise.

22. REAPPOINTMENT OF DIRECTORS

The Company's constitution provides that a Director may not hold office for a period in excess of three years or past the third AGM following the director's appointment without seeking re-election.

Unless otherwise determined by a resolution of the shareholders, while the Company is admitted to the Official List, one third of the Directors, or if their number is not a multiple of three, then the whole number nearest to one third, must retire from office at each AGM.

The following procedure will be adopted in re-appointing incumbent directors:

- (b) prior to the date of the AGM at which the Director is scheduled to be reappointment, the Board will assess the Board capabilities and the

competencies and skills of the individual Director seeking reappointment, using amongst other things the competency criteria set out in this policy;

- (c) If the Board does not support the re-election of a Director seeking reappointment, the procedure to select and appoint a new Director may be initiated.
- (d) If the Board does support the re-election of a Director seeking reappointment, the Director seeking re-election will submit for re-election by shareholders at the next AGM.

23. INDEPENDENT DIRECTORS

An independent director is a non-executive director who is not a member of management and who is free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of their judgement.

The Board must identify in all corporate governance statements in annual reports or otherwise, which Directors are independent and the grounds for this belief.

The Board should regularly assess and disclosure the criteria to determine an independent Director, in determining the independent status of a Director the Board should consider without limitation, if a director:

- (b) Is a substantial shareholder of the Company or an officeholder of, other otherwise associated directly with, a substantial shareholder of the Company.
- (c) Is an employee, or has previously been employed in an executive capacity by the Company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the Board.
- (d) Has within the last three years been a principal of a material adviser or a material consultant to the Company or other another group member, or an employee materially associated with the service provided.
- (e) Is a material supplier or customer of the Company or other group or otherwise associated directly or indirectly with a material supplier or customer.
- (f) Has a material contractual relationship with the Company or another group member other than as a Director.

24. REMUNERATION

Directors should be remunerated in accordance with the Company constitution, full details of Directors remuneration will be included in directors reports.

25. EVALUATION

Annually the Board must evaluate and review the performance of individual Directors. In evaluating whether individual Directors are carrying out their duties, the Board must look at the director's obligations as set out in Company policies and the requirements of the law.

26. POLICY REVIEW

This Policy is subject to annual review by the Board.

SHARE TRADING POLICY

CONNEXION MEDIA LIMITED ACN 004 240 313 (“Company” or “CML”)

27. WHAT IS THIS POLICY AND WHO DOES IT APPLY TO

The Board of the Company has established the following Share Trading Policy to apply to trading in the CML Securities by its key management personnel (**KMP**).

CML has established this policy in an effort to prevent insider trading in CML Securities. Any queries in relation to this policy should be directed to the Company Secretary.

It is the personal responsibility of each KMP to comply with this policy.

28. KEY DEFINITIONS

CML Securities	Securities issued by the Company.
Confidential Information	Any information in any form whatsoever (including oral, written, and electronic information) of a technical, business, corporate or financial nature of or in relation to a person (“discloser”), its associates, and its business or shareholders, or which the discloser makes a person who receives the information (“recipient”) or its agents aware, is considered by it to be confidential and/or proprietary, or which is evident on its face as being confidential and/or proprietary, or which is by its nature confidential.
KMP	Has the same meaning as in the Accounting Standards (AASB 124 Related Party Disclosures) as those persons having authority, responsibility for planning, directing and controlling activities of CML, directly or indirectly, including any Director of CML (whether executive of or otherwise).
Prohibited Period	The whole of year apart from a Trading Window
Related Corporate Securities	Body Has the same meaning as in the Company Constitution and the Corporations Act 2001.
	Shares, securities, interests in a managed investment scheme, options, stock specific derivatives, derivatives (both over the counter and exchange traded), warrants, contracts for difference, bonds, notes, hybrids, debentures, initial public offerings, placements, rights and bonus issues and buy backs, superannuation products, and any other financial product able to be traded on a financial market, both domestically and internationally.

Trading Window	The times when trading by a KMP is permitted, as described in section 5.1
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29. INSIDER TRADING PROVISIONS

Under Australian law, if you possess non-public or inside information in relation to a Security that may reasonably be expected to have a material effect on the price or value of that or a related Security, you are regarded as an 'insider' and you must not:

- (b) apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities;
- (c) procure, incite, induce or encourage another person to apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities; or
- (d) directly or indirectly communicate the information or cause the information to be communicated to another person who you know or ought reasonably to know would or would be likely to:
 - (i) apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities; or
 - (ii) procure, incite, induce or encourage another person to apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of a Security if the information would or would be likely to influence persons who regularly trade such Securities in deciding whether or not to acquire or dispose of such Securities.

A breach of these rules by an individual or a corporation constitutes insider trading and is punishable by severe penalties (both criminal and civil). The Company may also be liable if a director or employee engages in insider trading. Any perception of improper conduct by directors, senior management and employees of the Company also has the potential to substantially damage the Company's reputation.

Examples of inside information may include the following in respect of a company, scheme or other entity to which a security relates:

- (e) proposed action in the form of distribution payments, bonus or new issues;
- (f) proposed major purchases or disposals of assets;
- (g) unpublished financial results; and
- (h) proposed changes to the general character or nature of the business conducted.

30. GENERAL TRADING RULES

As a general policy KMP's:

- (b) need to ensure that the market is fully informed before they trade in CML Securities and to protect themselves they should discuss any intended trade of CML Securities with the Chairman and/or Company Secretary at least 24 hours prior to the intended trading occurs; and
- (c) are encouraged to be long-term holders of CML Securities and are discouraged from short term trading

Trading by KMP's must be conducted in accordance with the following general rules:

- (d) You must not trade or recommend others to trade on the basis of inside information.
- (e) You must not procure, incite, induce or encourage another person to trade on the basis of inside information.
- (f) You must not directly or indirectly communicate inside information or cause that inside information to be communicated to another person, if you know, or ought reasonably to know, that the other person would, or would be likely to trade or procure another person to trade based on the inside information.
- (g) You must put the interests of CML before your own interests.
- (h) You must not make use of your position or information acquired by virtue of your position to gain, directly or indirectly, an improper advantage for yourself or for any other person.
- (i) You must keep a record of your trading for the purposes of verifying compliance with this policy.

31. SPECIFIC RULES FOR DEALING WITH CML SECURITIES

31.1 Trading Windows

Trading of CML Securities by KMPs is permitted during the following trading windows:

- (b) the four week period commencing from the trading day after the release of CML results for the half-year.
- (c) the four week period commencing from the trading day after the release of CML results for the full-year,

provided that CML is not considering matters which are subject to Listing Rule 3.1A at that time.

31.2 Excluded Trading

The following trading is specifically excluded from the operation of this policy, and does not require pre-approvals:

- (a) transfers of Securities between a KMP and someone closely related to the KMP (such as a spouse, minor, child or trust) or by a KMP to their superannuation fund;
- (b) disposal of Securities arising from corporate actions such as the acceptance of a takeover, scheme of arrangement or equal access buy-back;
- (c) disposal of Securities that is the result of a secured lender or financier exercising its rights under a margin lending or other secured financing arrangement;
- (d) a disposal of rights acquired under a pro-rata issue;
- (e) an acquisition of Securities under a pro-rata issue;
- (f) an acquisition of Securities under a security purchase plan or a dividend distribution reinvestment plan where:
 - (i) the KMP did not enter into or amend the plan during a Prohibited Period; and
 - (ii) this policy does not permit the KMP to withdraw from the plan during a prohibited period except in exceptional circumstances.
- (g) an acquisition of Securities under an employee incentive scheme; and
- (h) an acquisition or disposal of Securities under a pre-determined investment or divestment plan for which prior written clearance has been provided in accordance with this policy and where:
 - (i) the KMP did not enter into or amend the plan during a Prohibited Period;
 - (ii) the plan does not permit the KMP to exercise any discretion over how, when or whether to acquire or dispose of securities; and
 - (iii) this policy does not permit the KMP to withdraw from the plan during a prohibited period except in exceptional circumstance.

31.3 Exceptional Circumstances

A KMP who is not in possession of inside information and who, due to exceptional circumstances, wishes to trade CML Securities that otherwise would be in breach of this policy requires specific written approval from the Company Secretary which must be obtained prior to any trade being undertaken.

While it is evident that what is exceptional cannot always be specified in advance, possible examples include:

- (b) cases of severe financial hardship;
- (c) the existence of a Court Order or court enforceable undertaking; or,
- (d) an overriding legal or regulatory requirement.

Requests to deal in exceptional circumstances must be made in writing setting out the relevant circumstances and forwarded to the Company Secretary. It is CML's intention that all requests will be answered in writing within 48 hours.

Determination as to whether a KMP's particular circumstances may be deemed exceptional is at the discretion of the Company Secretary having regard to the underlying purpose of this policy. It is up to the individual seeking approval to trade to satisfy the Company Secretary that their circumstances are exceptional and that the proposed trade of the relevant Securities is the only reasonable course of action available. Any clearances to trade that are provided must be in writing and clearly state the period for which the clearance to trade is valid, which will typically be a short period of time reflecting the fact that it is being given to facilitate trading in exceptional circumstances where the KMP would otherwise be included. Electronic clearance via email is acceptable for the purposes of compliance with this policy and the Chairman must keep a record of all approved clearances to trade.

For the avoidance of doubt, a person who possess inside information will be prohibited from trading in Securities even where permission to trade in Securities has been given because of exceptional circumstances.

32. REPORTING

If a KMP becomes aware of circumstances which may appear to an outside observer to indicate that a trade in either CML Securities has taken place that would or may involve a breach of the insider trading laws referred to in this policy, this should immediately be brought to the attention of the Company Secretary, who will give consideration to what steps may be required to address any reputational or other adverse effects on CML.

Directors are required to notify the Company Secretary within 2 days of a change in their beneficial interest in CML Securities. Notification is effected by the Company notifying the ASX in accordance with Listing Rule 3.19A.

Any trading by a Director during a closed period will required the Company to state on the Appendix 3Y whether the trading occurred during a closed period and if prior written clearance was provided and if so on what date.

33. COMPLIANCE

All KMPs will be educated on the contents of this policy on a recurring basis to emphasise the importance of not improperly or inadvertently divulging confidential or inside information, or dealing in CML Securities while in possession of confidential or inside information.

34. POLICY REVIEW

This Policy is subject to annual review by the Board.

In accordance with Listing Rule 12.10, the ASX Market Announcements must be informed of any material changes to this policy within five business days to the change taking effect.

SHAREHOLDER COMMUNICATION POLICY

Connexion Media Limited ACN 004 240 313 (“Company”)

The following is aimed at providing and promoting an effective framework for the Company for communication with its shareholders to enable them, subject to commercial and confidentiality restraints, to exercise their rights as shareholders and to encourage their participation at general meetings.

In addition to this policy, the Company as a publicly listed company has obligations already under the Corporations Act 2001 and the Listing Rules of the Australian Securities Exchange to keep the market fully informed of all information which may have, or could be expected to have, a material effect on the value or price of its securities.

35. GENERAL POLICY

The Board aims to ensure that shareholders are informed of all information necessary to assess the performance of the Company and make informed decisions about the Company.

Shareholders will receive regular communications from the Company, including:

- (a) an invitation to the annual general meeting (**AGM**) and all accompanying documents within a reasonable time prior to the AGM to allow them time to consider questions to the Board;
- (b) invitations to general meetings that maybe convened from time to time;
- (c) a hard or soft copy of the annual report and half yearly report (for those shareholders who have elected to receive a hard copy); and

The Company also releases:

- (d) notices of meetings and accompanying documents;
- (e) annual reports;
- (f) half yearly reports; and
- (g) presentations made to investors, conferences and industry bodies,

on the ‘Companies Announcement Platform’ operated by the ASX.

The Company aims to ensure that all shareholders, both individual and institutional, have simultaneous access to information and reports released by the Company. Ordinarily, market analysts, the stock exchange and industry bodies will also have access to information at the same time as the shareholders. All announcements made by the Company to the ASX are also posted on the Company’s website at www.connexionmedia.com.au

36. SPECIFIC SHAREHOLDER COMMUNICATIONS

From time to time the Company will communicate other information to shareholders. Such communications will be on an “*as needs basis*” and may be disseminated by direct written communication to shareholders or by way of a Company announcement to the ASX which would also be published on the Company’s website.

37. AGM AND GENERAL MEETING OF SHAREHOLDER

The Company recognises the importance of transparent and effective communication at AGM’s and General Meetings.

At AGM’s the Chairman will be the person responsible for conducting the meeting. The Chairman will ensure that all shareholders have a reasonable opportunity to be heard and have their questions answered by the Board or external auditors. A similar approach is taken at any General Meeting of shareholders.

The Company will ensure that its external auditor attends all AGM’s and are prepared to answer any shareholder queries about the conduct of any audit and the preparation of the auditor’s report.

38. POLICY REVIEW

This Policy is subject to annual review by the Board.