

Exchange for Change (NSW) Pty Ltd

Exchange for Change (ACT) Pty Ltd

Exchange for Change (Australia) Pty Ltd

Communication Protocol

1 General

Exchange for Change (NSW) Pty Ltd, Exchange for Change (ACT) Pty Ltd and Exchange for Change (Australia) Pty Ltd (together **Exchange for Change**) each has a board of Directors (**Board**) which includes Directors appointed by each **Shareholder** (being Asahi Holdings (Australia) Pty Ltd, Coca-Cola Amatil (Aust) Pty Ltd, Coopers Brewery Limited, CUB Pty Ltd and Lion Pty Ltd).

Given that the Shareholders (as between each other) and Exchange for Change and certain of the Shareholders are competitors or potential competitors in various aspects of their businesses, this communications protocol is intended to establish basic principles for the conduct of communications and meetings:

- of each Board;
- between Directors and management of Exchange for Change; and
- between the management of Exchange for Change and Shareholders,

(Relevant Communications) to ensure the commitment of Exchange for Change to the principles of best practice corporate governance and compliance, in particular with respect to the *Competition and Consumer Act 2010* (Cth) (the **Act**).

2 Application to Shareholders

This protocol must be complied with by Directors and management of Exchange for Change in their communications with Shareholders. Whilst Exchange for Change considers that each of its Shareholders is committed to best practice corporate governance and compliance, it is noted that this protocol was prepared by and adopted by Exchange for Change and does not bind the Shareholders.

3 Guidelines for Relevant Communications

The Board and management of Exchange for Change will adhere to the following guidelines in relation to all Relevant Communications (including communications at Board meetings):

3.1 No discussion about pricing

There should be no discussion as to any aspect of the pricing of the Shareholders' respective products or services, including elements of pricing such as discounts, allowances, rebates, credits or incentives.

3.2 Dealings with customers, suppliers and third parties

There should be no discussion as to the way in which:

- any Shareholder will or may deal with any of its customers, suppliers or other stakeholders; or
- Exchange for Change will or may deal with any individual Shareholder specifically in its capacity as a customer or supplier.

without the prior approval or presence of the legal counsel of Exchange for Change.

In circumstances where a Director does not have a conflict of interest in relation to the matter being discussed, that Director may require that their appointing Shareholder's legal counsel also gives prior approval of, or is present for, any such discussion in which case no discussion may occur until that approval is given or the relevant legal counsels are present.

However where a Director does have a conflict of interest in relation to the matter being discussed, that Director must excuse himself/herself from the discussion.

For the avoidance of doubt, in no circumstances should Board meetings become a forum for negotiation between Exchange for Change and any Shareholder.

3.3 Cost information and other competitively sensitive information

No cost information or other sensitive information regarding the conduct of the Shareholders' respective businesses should be shared unless and until the general nature of the information proposed to be shared is discussed with, and approved by, Exchange for Change's and the Shareholders' respective legal counsels.

3.4 No agreements, arrangements or understandings

The Board is not a decision making forum for Shareholders. Accordingly, no substantive agreement, arrangement or understanding is to be reached on any matter by Shareholders at Board meetings and will not be reached unless and until appropriate documentation has been executed, with which all relevant parties are comfortable, particularly in relation to compliance with the Act.

3.5 Exchange for Change information

Directors should remember that all information concerning Exchange for Change which is disclosed to them in or in relation to Board meetings is disclosed to them in their capacity as Directors and must be held and used by them accordingly. In particular, Directors

whose appointing Shareholder operates any business which competes or potentially competes with Exchange for Change must ensure that they do not disclose information concerning Exchange for Change or its business which is received by them in their capacity as a Director to persons involved in the operation of that business.

4 Guidelines for conduct of meetings

The Board and management of Exchange for Change will adhere to the following guidelines for the conduct of any meetings involving Relevant Communications (**Relevant Meetings**), to ensure that none of the parties engage in any conduct prohibited by the Act as a result of attending or participating in such meetings.

4.1 Chair

The Chair will have responsibility for conducting all Board meetings and complying with the pre- and post-meeting requirements set out below (for example, the preparation of an agenda and the circulation of minutes).

For Relevant Meetings other than Board meetings, the participants at the Relevant Meeting will assign one participant as the chair for the purpose of complying with the pre- and post-meeting requirements set out below.

4.2 Legal representation

If the agenda for a Relevant Meeting includes any issues that give rise to any competition law concern, any participant may request that Exchange for Change ensure that a legal advisor with appropriate competition law expertise attend the Relevant Meeting. To the extent the issue gives rise to any competition law concerns in relation to a specific Shareholder, then that Shareholders' representative at the Relevant Meeting may also request that Shareholder's legal counsel attends.

4.3 Other attendees

Where any person other than a Director or member of Exchange for Change management attends a Relevant Meeting (an **Attendee**), the following persons are responsible for ensuring that the Attendee is briefed in advance about this protocol:

- where the Relevant Meeting is a Board meeting:
 - the CEO (in relation to Attendees who are Exchange for Change employees, contractors or advisors); or
 - the relevant Director (in relation to Attendees who represent that Director's Shareholder); or
 - the Company Secretary (in relation to other Attendees);
- otherwise, the most senior member of Exchange for Change management attending the Relevant Meeting.

4.4 Agendas

All Relevant Meetings are to be conducted under a formal agenda. Only items for discussion referred to in the agenda will be discussed at a meeting.

The agenda will contain a short introductory note in the following terms:

*[Exchange for Change (NSW) Pty Ltd]/[Exchange for Change (ACT) Pty Ltd]/[Exchange for Change (Australia) Pty Ltd] (**Exchange for Change**), its shareholders and the Board are committed to compliance with the Competition and Consumer Act 2010 (the **Act**), which strictly prohibits agreements or informal arrangements or understandings between competitors that fix prices, restrict output, share markets, rig bids or boycott customers or suppliers, or that have the purpose or likely effect of substantially lessening competition. Serious corporate and individual penalties apply to contraventions of the Act.*

*On 4 June 2018, Exchange for Change adopted a communications protocol (**Communications Protocol**) setting out guidelines for Relevant Communications and Relevant Meetings (as defined therein).*

This meeting is a Relevant Meeting and accordingly the Communications Protocol must be adhered to and there will be no discussion of topics prohibited under the Act.

4.5 Minutes

Detailed minutes of each Relevant Meeting should be taken. In the case of Board meetings, the Company Secretary will take minutes which will be tabled to the Board for approval at the subsequent meeting. For all other Relevant Meetings, the assigned chair of the meeting will take minutes which should be circulated to the participants as soon as practicable after the Relevant Meeting for approval. Directors or meeting participants (as applicable) should ensure that they notify the person taking the minutes of any omissions or inaccuracies in the minutes and that they are promptly rectified before being finalised for approval at the following meeting.