

CONTINUOUS DISCLOSURE POLICY**Audinate Group Limited ("Company")****1. Purpose**

This document sets out the Continuous Disclosure Policy applying to the Officers and employees of Audinate Limited ACN 618 616 916 (Company).

- The review of and monitoring the integrity of the half year and annual financial statements prepared by management;
- The review and oversight of the Group's financial controls and systems, including accounting policies;
- The appointment, oversight, and evaluation of the external auditor;
- The review and oversight of risk management, internal control and regulatory compliance in accordance with the Group's Risk Management Policy; and
- Determining (in conjunction with the Board) that there is an adequate and effective process to identify and manage all areas of potential risk.

2. Interpretation

For the purposes of this document, "Officers" shall mean:

- a) Directors;
- b) Chief Executive Officer (CEO);
- c) Chief Financial Officer;
- d) Company Secretary; and
- e) those persons who report directly to the CEO.

3. Review

- a) Under Listing Rule 3.1, once the Company becomes aware of any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities, the Company must immediately notify the ASX of the information.
- b) Listing Rule 15.7 states that the Company cannot disclose information that is intended for release to the market to anyone until they have first disclosed it to the ASX.
- c) Therefore information of the kind which must be disclosed to the market cannot be selectively disclosed (for example to analysts, the media, groups of shareholders or customers) ahead of release. Presentations to be made to shareholder meetings, to investors or analysts' briefings must be released to the ASX at or before the time of the presentation.

4. Why be concerned about continuous disclosure?

Failure to disclose price sensitive information in accordance with the Listing Rules exposes the Company, and the individuals responsible for the breach, to significant fines. Therefore it is essential that all employees and Officers understand the Company's legal obligations, and their practical obligations under this Policy.

5. Reporting Lines

If any employee of the Company becomes aware of any 'material price sensitive' information at any time, they must report it to an Officer immediately. If they are not sure whether the information is price sensitive, they should consult with the Company Secretary without delay.

Although there are limited exceptions to the Continuous Disclosure rules, Officers must immediately notify the Company Secretary of any material information which may need to be disclosed under Listing Rule 3.1. The Company Secretary will then notify the Board and, given the requirement for immediate disclosure of any price sensitive information to ASX, a decision can be made by the Company Secretary together with the Chair or the Chief Executive Officer to determine:

- a) whether disclosure to the ASX is required; and
- b) if disclosure is required, whether the Company should seek a trading halt from the ASX to allow time to clarify information and/or prepare an appropriate announcement.

6. Role of the Company Secretary

- a) The Company Secretary has primary responsibility for discharging the Company's continuous disclosure obligations to the ASX. Officers must promptly disclose relevant information to the Company Secretary who is then to report to the Chair.
- b) The Company Secretary is responsible for ensuring that all substantive new investor presentations are released to the ASX prior to presentation of such materials.
- c) The Company Secretary is responsible for ensuring that the Board receives copies of all material market announcements promptly after they are made.

7. Promoting Compliance

The Officers are committed to:

- a) encouraging prompt disclosure of any material information which may need to be disclosed under Listing Rule 3.1; and
- b) promoting an understanding of the importance of the continuous disclosure regime throughout the Company.

8. Prevention of a False Market

To prevent a false market in the Company's securities, the Officers are committed to

- a) monitoring information in the public arena;
- b) ensuring that all investors have equal and timely access to material information concerning the Company; and
- c) ensuring that all Company announcements are accurate, timely and contain no misrepresentations.

9. Safeguarding Information

The Company has implemented the following policies to ensure any information relating to the Company and its business is not prematurely disclosed:

- a) any material information brought to the Company Secretary's attention is notified to the Board and, given the requirement for immediate disclosure of any price sensitive information, a decision can be made by the Company Secretary together with the Chair or CEO to determine whether disclosure to the ASX is required;
- b) unless otherwise agreed by the Board, the Company Secretary and the Chair are the only Officers who may apply for a trading halt or disclose material information to the ASX; and

- c) all employment agreements include obligations to protect confidential information contained about the Company in the course of employment.

10. Media Contact

- a) The Company Secretary and the Chair, in consultation with the CEO, will determine whether it is necessary to contact the media in respect of any disclosures made to the ASX.
- b) Unless otherwise agreed by the Board, the Chair or the CEO will be the only Officers permitted to make comments to the media.

11. External Communications

The Board is committed to ensuring that:

- a) all shareholders have equal and timely access to material information concerning the Company; and
- b) all Company announcements are factual and are intended to be presented in a clear and balanced way.

Please refer to the Company's Shareholder Communication Policy for more details.