



SHAREHOLDER COMMUNICATIONS POLICY

1. OVERVIEW

- 1.1 This Policy sets out WebSpy Limited ("WebSpy" or the "Company") is to set out the Company's aims and practices in respect of communicating with both current and prospective shareholders.
- 1.2 WebSpy is committed to providing regular communications to shareholders and the market to ensure they have all available information reasonably required to make informed assessments of the Company's strategy, operations and financial performance.
- 1.3 Communication with shareholders is based on compliance with all relevant laws, regulations and rules.
- 1.4 To the extent practicable, the Company has followed the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (2nd Edition).

2. SHAREHOLDER COMMUNICATIONS

- 2.1 WebSpy's aims in communicating with shareholders are:
 - (i) to comply with the continuous disclosure obligations;
 - (ii) to enforce compliance with insider trading laws;
 - (iii) to comply with the financial reporting obligations;
 - (iv) to comply with the shareholder meeting requirements;
 - (v) to communicate with shareholders in a clear, regular, timely and transparent manner;
 - (vi) to respond to shareholder queries promptly and courteously.

3. CONTINUOUS DISCLOSURE OBLIGATIONS

- 2.1 The Company aims to comply with all relevant laws, regulations and rules in respect of the continuous disclosure regime.
- 2.2 WebSpy's Continuous Disclosure Policy sets out the Company's continuous disclosure obligations and reinforces the Company's commitment to promoting investor confidence by ensuring the market is fully informed at all times and that all investors have access to material information.

4. INSIDER TRADING

- 4.1 The insider trading laws are an important complement to the continuous disclosure regime in ensuring that shareholders are given fair access to material information about listed securities.



- 4.2 WebSpy seeks to limit the opportunity for insider trading in its own securities through its adherence to continuous disclosure provisions and by requiring compliance with the Dealing Rules for Employees and Directors.

5. FINANCIAL REPORTING OBLIGATIONS

- 5.1 In accordance with the *Corporations Act* and the ASX Listing Rules, WebSpy produces half-year financial reports, annual financial reports and annual reports.
- 5.2 The Company will promptly comply with all applicable laws, regulations and accounting standards in its financial reporting, and report in a manner that is easy to understand and conveys the materiality of the matters discussed.

6. SHAREHOLDER MEETINGS

- 6.1 WebSpy will convene shareholder meetings in accordance with the *Corporations Act* and the ASX Listing Rules.
- 6.2 The Company will prepare notices of meeting and accompanying documents in a clear and concise manner and in compliance with all applicable laws, regulations and rules.
- 6.3 At shareholder meetings, the Company will provide an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and auditor of the Company.

7. INTERACTION WITH SHAREHOLDERS

- 7.1 WebSpy commits to dealing fairly, transparently and openly with both current and prospective shareholders.
- 7.2 The Company will respond promptly and courteously to shareholder queries and concerns.

8. REVIEW OF POLICY

The Board will review this Policy from time to time to ensure it remains consistent with the Board's objectives and responsibilities.

9. PUBLICATION OF POLICY

This Policy will be available on the Company's website and the key features will be published in the annual report.

Approved by the Board of WebSpy Limited on 5 June 2009.