



## **Disclosure & Communication Policy**



# Anti-Bribery & Corruption Policy

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## 1. Statement of Commitment

### 1.1 Company's commitment to disclosure and communication

The Company is committed to the objective of promoting investor confidence and the rights of security holders by:

- A. complying with the continuous disclosure obligations imposed by law;
- B. ensuring that company announcements are presented in a factual, clear and balanced way;
- C. ensuring that all security holders have equal and timely access to material information concerning the Company – including its financial position, performance, ownership and governance; and
- D. communicating effectively with security holders and making it easy for them to participate in general meetings.

## 2. Introduction

### 2.1 Purpose of this policy

This policy outlines corporate governance measures adopted by the Company to further its disclosure and communication commitments. It seeks to incorporate:

- A. Principle 5 ('Make timely and balanced disclosure') and Principle 6 ('Respect the rights of security holders') of the ASX Corporate Governance Council's: Corporate Governance Principles and Recommendations;
- B. the principles in ASX Listing Rules Guidance Note 8 - Continuous Disclosure: Listing Rules 3.1- 3.1B issued by ASX; and
- C. disclosure obligations in the ASX Listing Rules.

### 2.2 Application of this policy

This policy applies to all directors on the board of the Company ("**Board**"), as well as officers, employees and consultants of the Company.

This policy is a general guide to complex legal provisions and should not be taken as legal advice.

## **3. Continuous Disclosure Obligations**

### **3.1 Disclosure obligations**

The Company is listed on the ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the *Corporations Act 2001* (Cth) (“**Corporations Act**”).

### **3.2 Immediate notification of information which may have a material effect on price or value**

The Company must immediately disclose to the market any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company’s securities. Disclosure is made by making an announcement to ASX.

### **3.3 Material effect on price or value**

Information will be taken to have a material effect on the price or value of the Company’s securities if it would, or would be likely to, influence people who commonly invest in securities in deciding whether to buy, hold or sell the Company’s securities if the information became public. This type of information is referred to as “price sensitive” information.

Materiality is assessed using measures appropriate to the Company and having regard to the examples given by ASX in ASX Listing Rule 3.1 and the guidance provided in ASX Guidance Note 8.

If any material information disclosed to the market becomes incorrect, the Company must release an announcement correcting or updating the information.

### **3.4 Exceptions to disclosure of information**

Disclosure of price sensitive information is not required while the following paragraphs (a), (b) and (c) are satisfied:

- a. a reasonable person would not expect the information to be disclosed; and
- b. the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- c. 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.

The Company must disclose the information to ASX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied.

### **3.5 Confidentiality**

All directors, officers, employees and consultants must maintain and protect the confidentiality of the Company's information. Safeguarding the confidentiality of corporate information is important to avoid premature disclosure of price sensitive information.

## **4. Disclosure Roles, Responsibilities and Internal Procedures**

### **4.1 Authorised Persons**

The Company has nominated the following individuals as authorised persons ("**Authorised Persons**") to manage the Company's compliance with its disclosure obligations and this policy:

- a. the Chief Executive Officer ("CEO");
- b. the Chief Commercial Officer ("CCO")
- c. the Chief Operating Officer ("COO"); and
- d. the Chief Financial Officer and Company Secretary ("CFO" & "CoSec").

### **4.2 Responsibilities of the Authorised Persons**

Subject to any directions given by the Board (either generally or in a particular instance), the Authorised Persons' responsibilities include:

- a. seeking to ensure that the Company complies with its disclosure obligations;
- b. assessing the possible materiality of information which is potentially price sensitive;
- c. making decisions on information to be disclosed to the market;
- d. seeking to ensure that announcements are made in a timely manner, are not misleading, do not omit material information and are accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions;
- e. referring any announcement which the Authorised Persons consider to be a matter of key significance to the Board for review and, if appropriate, authorisation (or if such Board authorisation cannot be obtained in advance despite all reasonable efforts, reviewing and authorising such announcement and then providing the announcement for consideration by the Board at the first possible opportunity following its release to determining what, if any, further steps are required);
- f. reviewing and authorising the Company's periodic disclosure documents and media announcements before release to the market;
- g. periodically monitoring disclosure processes and reporting;
- h. organising training for all officers and employees regarding disclosure obligations and appropriate processes; and
- i. if there are unexpected movements in the Company's security price, considering whether action is required to ensure compliance with the Company's continuous disclosure obligations.

#### **4.3 Role and responsibilities of the Company Secretary**

The Company has appointed the Company Secretary (or in his/her absence, one of the Authorised Persons) as a person responsible for communication with ASX in relation to ASX Listing Rule matters.

The Company has appointed the Company Secretary as a person responsible for the general administration of this policy.

The Company Secretary's responsibilities include:

- a. seeking to ensure that ASX is immediately notified of any information which needs to be disclosed;
- b. reviewing Board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations;
- c. convening meetings of the Authorised Persons;
- d. maintaining a record of discussions and decisions made about disclosure issues by the Authorised Persons and a register of announcements made to ASX;
- e. providing the Board with copies of all material market announcements promptly after they have been made; and
- f. notifying the Company officers and employees of significant amendments to this policy.

#### **4.4 Other Employees**

This policy is provided to all officers and employees on appointment. They must read this policy so as to gain an appreciation of what type of information may potentially be price sensitive and when to immediately refer any matter or event which may need to be disclosed to the Company Secretary. The Authorised Persons will organise training for the Company's officers and employees to:

- a. assist with their understanding of the Company's and their own legal obligations relating to disclosure of price sensitive information, materiality and confidentiality; and
- b. raise awareness of the internal processes and controls.

Significant amendments made by the Authorised Persons to this policy will be communicated to the Company's officers and employees by the Company Secretary.

#### **4.5 Company Board**

The Board's responsibilities include:

- a. oversight of the Company's continuous disclosure obligations;
- b. considering, as matters arise, whether those matters require disclosure;

- c. notifying an Authorised Person if any director becomes aware of information which may need to be disclosed; and
- d. reviewing and, if appropriate, authorising announcements referred to it by the Authorised Persons.

## **5. Disclosure Matters Generally**

### **5.1 Inform ASX first**

The Company will not release any information publicly that is required to be disclosed through ASX until the Company has received formal confirmation of its release to the market by ASX.

Information must not be given to the media before it is released to the market by ASX, even on an embargo basis.

### **5.2 Speculation and rumours**

Generally, the Company will not respond to market speculation or rumours unless a response is required by law or ASX.

### **5.3 False market**

If ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must immediately give ASX the information needed to correct or prevent the false market.

Management will monitor the Company's security price and report unexpected movements to the Authorised Persons. The Authorised Persons will consider whether action is required to ensure the Company is in compliance with its disclosure obligations.

### **5.4 Trading halts**

Where appropriate, the Company may seek a trading halt to manage its continuous disclosure obligations and to maintain fair and informed trading in the Company's securities.

The CEO, on behalf of the Board, may approve a request for a trading halt from ASX. In the absence of the CEO, the Chairman of the Board will assume this

responsibility. In the absence of the CEO and the Chairman, any one director of the Board will assume this responsibility.

After approval from the CEO, or the Chairman or director in respective absences, either the Company Secretary or the CFO is authorised to seek a trading halt from ASX.

## **5.5 Breaches**

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or the ASX Listing Rules and to personal penalties for directors and company officers. Breaches of this policy may lead to disciplinary action being taken.

# **6. Market Communication**

## **6.1 Communication of information**

The Company will post on its website relevant announcements made to the market and related information after they have been released to the market by ASX following receipt of confirmation from ASX.

Material price sensitive information will be posted as soon as reasonably practicable after its release to ASX.

Information may also be provided from time to time to the media on behalf of the Company but not before disclosure to ASX and the subsequent release to the market, even on an embargo basis.

## **6.2 Analysts and institutional investors**

The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Company. Only the CEO and CFO or approved representatives of the Company are authorised to speak with analysts and institutional investors.

The Company's policy at these briefings is that:

- a. the Company will not comment on price sensitive issues not already disclosed to the market; and
- b. any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.



If a question is taken on notice and the answer would involve the release of price sensitive information, the information must be released through ASX before responding.

At or after briefings, an Authorised Person must consider the matters discussed at the briefings to ascertain whether any price sensitive information was inadvertently disclosed. If so, paragraph 6.4 applies.

Substantive new analyst and investor presentations will be released to ASX ahead of the presentation.

### **6.3 Analyst reports**

If requested, the Company may review analyst reports. The Company's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally.

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company will communicate this policy whenever asked to review an analyst report.

### **6.4 Inadvertent disclosure or mistaken non-disclosure**

If price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed (or a disclosure that is incorrect or inaccurate), an Authorised Person must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through ASX and then posting it on the Company's website.

### **6.5 Media relations and public statements**

Media relations and communications are the responsibility in the first instance of the CEO. On major matters, the CEO is generally the spokesperson, and on financial matters, the CFO or the CEO may generally speak.

Other officers or senior employees may be authorised by the Board or the CEO to speak to the media on particular issues or matters.

Any inquiry that refers to market share, financials or any matter which the recipient considers may be price sensitive must be referred to the Company Secretary.

No information is to be given to the media on matters which are of general public interest or which may be price sensitive without the approval of the CEO.

## **7. Security Holder Communication**

### **7.1 Reports to security holders**

The Company produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the ASX Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about the Company and its proposals in its reports to security holders.

### **7.2 The Company's website**

The Company's website contains information about the Company and its governance including security holder communications, announcements made to the market and related information. Investor information will be posted in a separate section on the website from other material about the Company.

Relevant press releases, Company financial announcements and financial data and the Company's charters and policies will also be available on the Company's website.

The website also provides information for security holders to direct inquiries to the Company.

### **7.3 Use of electronic communication and other technology**

Security holders may elect to receive information electronically as it is posted on the Company's website. The website provides information about how to make this election. The Company will communicate by post with security holders who have not elected to receive information electronically.

The Company may consider the use of other reliable technologies as they become widely available.

### **7.4 General meetings**

General meetings are used to communicate with security holders and allow an opportunity for informed security holder participation. Security holders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or

using any other means included in the notice of meeting. The company conducts its general meetings in accordance with the Company's constitution, the Corporations Act and the ASX Listing Rules.

## **7.5 Notices of meetings**

The Company seeks to ensure that the form, content and delivery of notices of general meetings will comply with the Company's constitution, the Corporations Act and the ASX Listing Rules. Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting. The Company will place notices of general meetings and accompanying explanatory material on the Company's website.

## **7.6 Auditor to attend AGM**

The external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

## **7.7 Security holder privacy**

The Company recognises that privacy is important and will not disclose registered security holder details unless required by law. Security holder details will only be used in accordance with applicable privacy laws.

## **8. Review and Publication of this Policy**

The Authorised Persons will review this policy periodically to check that it is operating effectively and whether any changes are required. They will report to the Board any changes they consider should be made. This policy may be amended by resolution of the Board.

This policy is available on the Company's website and the key features are published in the annual report.

**Approved by the Board: 5 October 2022**