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# Continuous Disclosure and Communication Policy

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Alfabs Australia Limited ACN 674 455 442 (**Company**)

# Continuous Disclosure and Communication Policy

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# Continuous Disclosure and Communication Policy

## 1 Introduction

### 1.1 Commitment

The Company recognises that shareholders, other stakeholders and the market are entitled to be informed in a timely and readily accessible manner.

The Company is committed to promoting investor confidence and the rights of investors by:

- (a) complying with continuous disclosure obligations imposed by law;
- (b) presenting company announcements in a factual, clear and balanced way;
- (c) providing investors with equal and timely access to material information; and
- (d) communicating effectively with investors and encouraging participation in general meetings.

### 1.2 Purpose

The purpose of this Policy is to promote effective communication with shareholders and other stakeholders to encourage and facilitate participation at the Company's general meetings as well as ensuring the share market is kept continuously informed with timely disclosure as required by the ASX Listing Rules and the *Corporations Act 2001* (Cth).

## 2 Continuous Disclosure Obligations

### 2.1 Requirements

Listing Rule 3.1 requires an entity, subject to certain exceptions, to immediately notify ASX if it has, or becomes aware of, any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of Company's securities were that information to be generally available (**Price Sensitive Information**). This is known as the continuous disclosure obligation.

Whether information may have a material effect on the price or value of securities must be assessed having regard to all the relevant background information, including past announcements that have been made by the Company and other generally available information.

Listing Rule 15.7 mandates that the Company must not release information that is for release to the market to any person until it has given the information to ASX and has received acknowledgment that the ASX has released the information to the market.

### 2.2 Exceptions to the continuous disclosure principle

Disclosure of Price Sensitive Information is not required if each of the following is satisfied in relation to the information:

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- (a) a reasonable person would not expect the information to be disclosed;
  - (b) the information is confidential and the 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 Company; or
    - (v) the information is a trade secret.

All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, the Company must immediately disclose the information to ASX in accordance with this Policy.

### **2.3 Role of the Board and Senior Management in relation to disclosure**

The overarching responsibilities of the Board include:

- (a) managing the Company's compliance with its disclosure obligations and this Policy;
- (b) assessing the materiality of information and determining what will be disclosed by the Company to ASX;
- (c) implementing procedures to ensure that, if required:
  - (i) disclosures to the ASX can be made immediately; and
  - (ii) trading halt requests can be lodged with the ASX immediately;
- (d) preparing external announcements in a timely manner that is not misleading and are presented in a clear and balanced way;
- (e) reviewing and approving proposed external announcements for release to ASX.

Directors and Senior Management must:

- (f) provide the Board with copies of all material market announcements promptly after they have been made;
- (g) understand the continuous disclosure requirements set out in the ASX Listing Rules;

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- (h) convey all potentially material information to the Company Secretary or Chair immediately after obtaining or becoming aware of such information;
  - (i) preparing responses to any false information permeated with respect to the Company. Any such response must be approved by the Board; and
  - (j) convey all information that would or would likely influence persons who commonly invest in securities to the Company Secretary or the Chair.

## **2.4 Reporting obligations**

Where a continuous disclosure obligation arises, disclosure should not be delayed accommodating the availability of members of the Board.

The Chair and/or the Chief Executive Officer (**CEO**) must take such steps as he or she determines necessary to comply with Company's continuous disclosure obligations.

## **2.5 Trading halts**

In exceptional circumstances, it may be necessary for the Company to request a trading halt to maintain fair, orderly and informed trading in the Company's securities and to manage disclosure issues.

## **2.6 False markets**

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

## **2.7 Briefing investors, analysts and the media**

Company personnel must ensure that they do not communicate material that a reasonable person would expect would have a material effect on the entity's securities to an external party except where that information has previously been released publicly through the ASX.

Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).

If any Company personnel participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to the Board.

The only Company persons authorised to speak on behalf of Company to investors, potential investors, analysts or the media are:

- (a) the Chair of the Board;
- (b) the Chief Executive Officer;

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- (c) the Chief Financial Officer; or
  - (d) such other persons approved by the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer,

**(Authorised Spokespersons).**

Authorised Spokespersons should clarify information that the Company has released publicly through the ASX but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.

If a question is asked in a briefing which can only be answered by disclosing material price sensitive information which has not been publicly released, the Authorised Spokesperson must decline to answer the question or take the question on notice.

## **2.8 Forecasts**

Any comments on expected earnings are confined to the Company's annual and half year financial reports, the AGM and forecasts in a bidder's statement or prospectus. Any material change in a disclosed earnings expectation must be immediately announced to the ASX before being communicated to anyone outside Company.

The Chief Financial Officer (**CFO**) is responsible for monitoring analyst reports and consensus broker forecasts for the Company to determine whether to raise with the Board whether an announcement to the ASX may be necessary to correct factual inaccuracies or historical matters. If the Chief Financial Officer becomes aware of any such inaccuracies or a material divergence between an analyst's or consensus forecast and Company's own forecasts or earnings expectations, he or she will liaise with the Board so that the necessity for an announcement to the ASX and/or trading halt can be considered.

Any correction of factual inaccuracies by Company does not imply an endorsement of the content of the report or forecast.

## **3 Shareholder Communication**

### **3.1 Methods of communication**

Information is provided to shareholders and other stakeholders through, but is not limited to:

- (a) releases to ASX in accordance with continuous disclosure obligations;
- (b) the corporate and investor sections of Company's website;
- (c) the Company's annual and half-yearly reports; and
- (d) the annual general meeting (**AGM**).

The Company encourages shareholders to receive company information and send communication electronically by registering their email address online with Company's share registry.

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### 3.2 ASX releases

All announcements made to the ASX are available to shareholders:

- (a) under the investor section of Company's website; or
- (b) under the company announcements section of the ASX website.

### 3.3 Company's website

The investor section of Company's website is the primary medium of providing information to all shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.

The corporate section of Company's website will provide governance related information including details of the Board and Senior Management team and copies of all corporate governance policies.

The investor section of Company's website will contain information relevant to shareholders and stakeholders including statements lodged with ASX by the Company (including all financial results and annual reports), press releases and other material relevant to Company shareholders.

### 3.4 Reports

- (a) **Annual report:** Unless the share registry has been notified otherwise, the annual report will be emailed to all shareholders (to the email address recorded on Company's share register) prior to the AGM within the timeframe set by the *Corporations Act 2001 (Cth)* (**Corporations Act**).
- (b) **Half-year and full-year results:** The half-year and full-year results will be announced to the ASX pursuant to the ASX Listing Rules and are available to shareholders in the same manner as other ASX announcements. Following the release of the Company's half-year and full-year results, the Company may conduct investor and analyst briefings at which the media, institutional investors, and stockbroking analysts will be updated, provided with briefing documents, and given an opportunity to ask questions of Senior Management.
- (c) **Dividends:** Australian resident shareholders are encouraged to provide the Company's share registry with Australian bank account details to enable Company to pay dividends by electronic funds transfer, rather than by cheque.
- (d) **Share registry:** Shareholders with any questions related to their shareholding should contact the Company's share registry at:

Address	Automic Group Limited Level 5, 126 Phillip Street Sydney NSW
Telephone number	1300 288 664

- (e) **Shareholder enquiries:** The Company is committed to dealing with shareholder enquiries promptly and courteously and takes measures to ensure that its registry, Automic Group Limited, also does so.

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- (f) **Shareholder privacy:** The Company recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.
  - (g) **Shareholders' meetings:** The Company will ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.

### 3.5 Annual general meeting

The AGM provides an important opportunity for the Company to provide information to its shareholders and a reasonable opportunity for informed shareholder participation. At the AGM, shareholders can express their views to the Board and management and to vote on the Board's proposals. All shareholders are encouraged to attend and participate at the AGM.

The date, time and location of the AGM will be provided in the notice of meeting, in the annual report and on the Company's website.

Where practicable, the Company will consider the use of technological solutions for encouraging shareholder participation at meetings (which may include, for example, live webcasting of meetings, holding meetings across multiple venues linked by live telecommunications and hybrid meetings).

The notice of meeting and proxy form will be distributed to all shareholders prior to the AGM in the timeframe set by the Corporations Act and will be available on the Company's website.

The Company's auditor will attend its AGM and be available to answer any questions regarding the conduct of and any issues arising from the audit or the preparation and content of the auditor's report.

## 4 Responsibilities

Directors and Senior Management must:

- (a) understand the continuous disclosure requirements set out in the ASX Listing Rules;
- (b) immediately after obtaining or becoming aware of potentially material information or that would or would likely influence persons who commonly invest in securities, convey such information to the Company Secretary or Chair; and
- (c) prepare responses to any false information permeated with respect to the Company. Any such response must be approved by the Board.

The Secretary must:

- (d) determine, in liaison with the Chair and CEO, whether information conveyed to the Secretary must be disclosed to the ASX before disclosing it to any person, including analysts and others outside the Company;



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- (e) prepare an appropriate announcement in conjunction with the Chair and CEO, ensuring that the material information is reported in an objective and complete manner;
  - (f) release presentation material to ASX ahead of the presentation occurring (subject to specific exception set out in the Corporate Governance Principles and Recommendations);
  - (g) report material information to the ASX following the approval of the Board, ensuring that information reported is factual and does not omit any material information required to be disclosed under the ASX Listing Rules;
  - (h) ensure that all announcements (including material market announcements) are provided to the Directors immediately prior to, or shortly after, release to the market;
  - (i) ensure that all information released through the ASX is promptly made available to its bankers and other parties to whom it has a similar reporting responsibility;
  - (j) further disseminate information, after it has been released through the ASX, to investors and other interested parties by posting such information on the Company's website immediately after the ASX confirms that it has received such announcements;
  - (k) review all briefings and discussions with media representatives, analysts and major shareholders, to check whether any price sensitive information has been inadvertently disclosed.

## **5 Breach of Policy**

The Company regards this Policy and in particular its continuous disclosure obligations as very important. Any breach of this Policy may lead to disciplinary action being taken against the employee, including dismissal.

## **6 Review**

The Board will review this Policy annually to check that it is operating effectively and whether any changes are required to the Policy. This Policy may be amended by resolution of the Board.

**Adopted by the Board on 12 April 2024.**