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# **Continuous Disclosure Policy**

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AVADA Group Limited ACN 648 988 783

Approved by the Board on 20 September 2024

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# Continuous disclosure policy

AVADA Group Limited ACN 648 988 783

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## 1 Introduction

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### 1.1 Overview

- (a) AVADA is a public company, listed on the ASX.
- (b) AVADA is committed to providing timely, complete and accurate disclosure of information in a clear and objective manner to allow a fair and well-informed market in its securities, and compliance with the continuous disclosure requirements imposed by law including the Corporations Act, the ASX Listing Rules and any other exchange or market in which the Company's Securities are offered (**Applicable Rules**).
- (c) The purpose of this Policy is to:
  - (i) assist the Company to comply with its continuous disclosure obligations imposed by Applicable Rules;
  - (ii) ensure that directors and employees are aware of the importance of providing full and timely disclosure of the Company's activities to shareholders and the market so that all stakeholders have equal access to Company information, which is externally available; and
  - (iii) outline the processes adopted by the Company to comply with its continuous disclosure obligations.
- (d) To achieve these purposes, this Policy sets out the Company's processes for:
  - (i) identifying all material information;
  - (ii) reporting such material information to the Company Secretary; and
  - (iii) providing timely disclosure of material information.

### 1.2 Application

- (a) This Policy applies to all Staff of AVADA (including Directors and Executive Officers).
- (b) The Staff set out below may have heightened accountability for ensuring that material information is disclosed to the Company Secretary under this Policy:
  - (i) all Directors and other Key Management Personnel (including the CEO);
  - (ii) all employees at the corporate level, Group Managers, State Managers, Regional Managers and Finance Managers and their direct reports; and
  - (iii) such other employees or groups of employees that may be designated from time to time as having this heightened accountability.

## 2 Definitions and interpretation

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### 2.1 Definitions

In this document:

<b>Term</b>	<b>Definition</b>
<b>Applicable Rules</b>	has the meaning given to it in paragraph 1.1(b).
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited ACN 008 624 691 and the securities exchange operated by it (as applicable).
<b>ASX Listing Rules</b>	means the listing rules for the time being in force of ASX.
<b>Board</b>	means the board of Directors.
<b>Chairman</b>	means the chairman of the Board, or in the absence of the incumbent chairman, the deputy chairman.
<b>CEO</b>	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) of the Group.
<b>CFO</b>	means the chief financial officer or equivalent officer of the Group (by whatever title known).
<b>Company or AVADA</b>	means AVADA Group Limited CAN 648 977 783.
<b>Company Secretary</b>	means the company secretary of AVADA.
<b>Continuous Disclosure Announcement</b>	means an announcement issued by the Company for the purposes of disclosing information of the kind identified in clause 4.2 of this Policy.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Disclosure Committee</b>	means the committee established under clause 5.
<b>Group</b>	means the Company and its controlled entities.
<b>Key Management Personnel</b>	has the meaning give to that term in Accounting Standard AASB 124 Related Party Disclosure.
<b>Policy</b>	means the policy contained in this document or in any amending or replacement document of similar nature.
<b>Price Sensitive Information</b>	has the meaning set out in clause 3.
<b>Securities</b>	means any equity, debt or other securities of any kind issued by the Company.
<b>Staff</b>	means Directors, senior management, executive officers and employees of the Company or the Group.

## 2.2 Interpretation

Words not defined in this document which are given a meaning in the Corporations Act have the same meaning as in the Corporations Act.

## 3 Price Sensitive Information

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### 3.1 Price Sensitive Information

**Price Sensitive Information** is any information concerning the Group that a reasonable person would expect to have a material effect on the price or value of Securities.

### 3.2 Examples of Price Sensitive Information

- (a) The types of information that are likely to constitute Price Sensitive Information in relation to the Company is information that:
  - (i) relates to the affairs of the Company or the Group;
  - (ii) may give a person proposing to deal in Securities an advantage over other persons holding or dealing in Securities; and
  - (iii) if it were generally available, would be likely to materially affect the price of the Securities in question.
- (b) Information about the Company or the Group regarding any of the following subjects which is not publicly available might also constitute Price Sensitive Information:
  - (i) transactions that will lead to a significant change in the nature or scale of the Company's activities;
  - (ii) a material acquisition or disposal;
  - (iii) the granting or withdrawal of a material licence;
  - (iv) the entry into, variation or termination of a material agreement;
  - (v) becoming a plaintiff or defendant in a material law suit;
  - (vi) the fact that the Company's earnings will be materially different from the market expectations;
  - (vii) the appointment of a liquidator, receiver or administrator;
  - (viii) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
  - (ix) under subscriptions or over subscriptions to an issue of Securities;
  - (x) giving or receiving a notice of intention to make a takeover; and
  - (xi) any rating applied by a rating agency to the Company or its Securities and any change to such a rating.

## **4 Continuous Disclosure Policy**

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### **4.1 Need for this policy**

- (a) The Applicable Rules impose various obligations on the Company to keep the market fully informed of Price Sensitive Information and to correct any material mistake or misinformation in the market. In the administration of this Policy, it will be for the Board (or the Disclosure Committee) to determine whether:
  - (i) information is or is likely to become Price Sensitive Information; and
  - (ii) disclosure of that information is required or an exception to disclosure applies.
- (b) This document sets out the policy and procedures adopted by the Board in order to comply with these obligations.
- (c) This policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to be made to it.

### **4.2 Source of obligations**

- (a) ASX Listing Rule 3.1 requires ASX listed entities to immediately disclose Price Sensitive Information to the market by notifying ASX (unless an exception applies).
- (b) ASX Listing Rule 3.1 is given legislative support by section 674 of the Corporations Act, which imposes statutory liability for its breach in certain circumstances.

### **4.3 Liability provisions**

- (a) A contravention of the continuous disclosure obligations imposed by the Corporations Act can result in civil and criminal proceedings against both the Company and any person involved in the contravention.
- (b) Any known or suspected instances of non-compliance will be reported to the Disclosure Committee for full investigation and appropriate disciplinary action. Staff should be aware that the ASX or ASIC may take action upon a suspected contravention of the Applicable Rules (as applicable).

### **4.4 Obligation to disclose Price Sensitive Information**

The Company must immediately notify the ASX of all Price Sensitive Information, unless an exception set out in the Applicable Rules applies. The Company's awareness and requirement to disclose arises where any of its Directors or other officers has, or ought reasonably to have, come into possession of the Price Sensitive Information while performing their duties as a Director or officer of the Company.

### **4.5 Information which must be disclosed**

There is also specific information which the ASX has determined must be disclosed in accordance with ASX Listing Rules 3.4 to 3.21 (inclusive). No exceptions apply in relation to these matters. Examples of specific information that must be disclosed include:

- (a) certain information regarding the Company's capital, including a proposed issue of Securities, a reorganisation of capital and the establishment, deactivation, reactivation of, or amended to, a dividend reinvestment plan (ASX Listing Rule 3.10);
- (b) a change to the exercise price of an option, or the number of underlying Securities over which an option is exercisable (ASX Listing Rule 3.11);
- (c) the outcome of each resolution put to a meeting of the Company's shareholders (ASX Listing Rule 3.13.2);
- (d) a change to the Company's address, telephone or fax number (ASX Listing Rule 3.14);

- (e) a change to the Company's auditor (ASX Listing Rule 3.16.3);
- (f) the material terms of, and any material variation to, any employment, service or consultancy agreement with the Company's CEO, Directors, or their related parties (ASX Listing Rule 3.16.4);
- (g) information about the beneficial ownership of Securities obtained under Part 6C.2 of the Corporations Act (ASX Listing Rule 3.17.2);
- (h) information about any meetings that have been requisitioned by the Company's shareholders (ASX Listing Rule 3.17A); and
- (i) a decision to pay, or not pay, a dividend or distribution (ASX Listing Rule 3.21).

#### 4.6 Exceptions to the disclosure requirements

- (a) Disclosure under Listing Rule 3.1 is not required and does not apply to information where **each** of the following conditions is and remains satisfied in relation to the information:
  - (i) one or more of the following applies:
    - (A) it would be a breach of a law to disclose the information;
    - (B) the information concerns an incomplete proposal or negotiation;
    - (C) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    - (D) the information is generated for the internal management purposes of the entity; or
    - (E) the information is a trade secret; **and**
  - (ii) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
  - (iii) a reasonable person would not expect the information to be disclosed.
- (b) The exception operates only for as long as **all three conditions are satisfied**. If one or more of the requirements ceases to be satisfied, the exception no longer applies and the entity must disclose the information immediately in accordance with ASX Listing Rule 3.1.

#### 4.7 Meaning of confidentiality

- (a) Information will be confidential so long as the Company has control over the use and disclosure of information. Confidentiality will not necessarily be lost if the Company gives confidential information to its advisers and financiers, or gives the information to a third party subject to a confidentiality arrangement.
- (b) The ASX can form the view that confidentiality has been lost if all or part of the information becomes known with reasonable specificity, selectively, or generally, whether inadvertently or deliberately. For example, media speculation and market rumours may signal that confidentiality has been lost.
- (c) If the ASX forms the view that confidentiality in respect of Price Sensitive Information has been lost, that information must be immediately disclosed.

#### 4.8 Applying the exceptions in practice

- (a) Examples of the type of information that generally does not require disclosure (in reliance on the exceptions in ASX Listing Rule 3.1A) include:
  - (i) proposed acquisitions or disposals or other commercial arrangements in the process of negotiation;

- (ii) internal budgets and forecasts;
  - (iii) management accounts;
  - (iv) business plans;
  - (v) internal market intelligence;
  - (vi) information prepared for lenders;
  - (vii) financing terms in the usual course; and
  - (viii) dispute settlement negotiations.
- (b) However, there may be a number of matters which are commercially sensitive, the disclosure of which would be detrimental to the Company and which may be required to be disclosed because they may not fall within the exceptions. Examples include:
- (i) a serious claim against the Company, prior to commencement of proceedings;
  - (ii) an allegation or investigation by a regulatory body that is not being disputed by the Company;
  - (iii) information about a 'complete' proposal;
  - (iv) the terms of settlement of a dispute which the parties wish to keep confidential and which are not supported by a court order of confidentiality; and
  - (v) material terms of a trading agreement with a major supplier or customer.
- (c) Whether information of this type falls within one of the exceptions will depend on the facts.

#### **4.9 Premature release of information to the public**

- (a) AVADA must not publicly disclose Price Sensitive Information until it has given that information to the ASX and has received an acknowledgment from the ASX that the information has been released to the market.
- (b) In order to ensure that Price Sensitive Information is kept confidential until AVADA has received an acknowledgment from the ASX under clause 4.9(a) AVADA will:
- (i) establish internal systems that set out the standards of behaviour and procedure for handling Price Sensitive Information;
  - (ii) maintain a register of both internal and external people who are insiders on transactions that involve Price Sensitive Information;
  - (iii) provide training programs to employees on how to handle Price Sensitive Information; and
  - (iv) enter into confidentiality agreements before passing on Price Sensitive Information.

#### **4.10 False market**

- (a) If the ASX considers that there is or is likely to be a false market in Securities and asks the Company to give it information to correct or prevent a false market, the Company must give the ASX the information needed to correct or prevent the false market.
- (b) The obligation to give information requested by the ASX to correct a false market applies regardless of whether the exception in Listing Rule 3.1A otherwise applied in respect of that information.
- (c) An example of a circumstance where the ASX would be likely to consider a false market exists include where:
- (i) the Company has information that has not been released to the market because it is relying on Listing Rule 3.1A;



- (ii) there is a reasonable rumour or media comment in relation to the Company that has not been confirmed, denied or clarified by the Company; and
  - (iii) there is evidence that the rumour or comment is having, or the ASX forms the view that it is likely to have, an impact on the price of the Company's securities.
- (d) In order to ensure that there is at all times a fair and balanced market in AVADA's shares and other securities, AVADA will:
- (i) release to the market information required to correct a false market, whether or not a request has been received from the ASX;
  - (ii) provide the market with balanced and factual commentary on AVADA's financial results to ensure that AVADA's investors are able to make an informed assessment of AVADA's activities and results; and
  - (iii) where appropriate, request a trading halt from the ASX, in accordance with clause 6.3 to prevent trading in the Company's securities by an inefficient and uninformed market until the Company can make an announcement to the market.

#### 4.11 Requirement to disclose immediately

- (a) The ASX has given guidance that the obligation to disclose Price Sensitive Information 'immediately' does not mean that the information has to be disclosed instantaneously. In the context of continuous disclosure it means acting '*promptly and without delay*'.
- (b) Acting promptly and without delay means attending to something as quickly as it can be done in the circumstances and not deferring, postponing or putting it off until a later time.
- (c) Accordingly, if the obligation to disclose is triggered overnight or on the weekend (or other time when the market is closed), it is generally sufficient for the Company to provide the information for release before trading resumes. However, the relevant information should be brought to the attention of the CEO or Company Secretary as soon as possible.
- (d) The Company must act particularly quickly to correct a false market in accordance with clause 4.10, if there is a sudden and significant movement in the price or volume of trading, or if the information is especially damaging and likely to cause a significant fall in the Company's share price.

## 5 Disclosure Committee

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- (a) The Board has established a committee which is primarily responsible for the Company's continuous disclosure obligations and administering this Policy (**Disclosure Committee**).
- (b) The Disclosure Committee is comprised of the following executives (or other members as the Board determines appropriate from time to time):
  - (i) the CEO;
  - (ii) the Chairman;
  - (iii) the chairman of the Audit and Risk Committee;
  - (iv) Non-executive Directors
  - (v) the CFO; and
  - (vi) the Company Secretary.
- (c) A quorum of two members is required for the Disclosure Committee to make a disclosure decision.

- (d) The responsibilities of the Disclosure Committee include:
  - (i) those set out in paragraph 6.1;
  - (ii) determining whether the information requires disclosure under the general disclosure obligation under Applicable Rules
  - (iii) reviewing and approving for Board endorsement proposed external announcements for release to the ASX; and
  - (iv) Referring proposed external announcements to the Board for approval for release to the ASX.
- (e) The Disclosure Committee must meet as frequently as required to discharge its responsibilities under this Policy, and may make any rules and regulations for the conduct of its meetings as it thinks fit.
- (f) The members of the Disclosure Committee may nominate alternates with authority to act in their place in the event that they are otherwise unable to act. In particular, in circumstances where it is likely that one or more members of the Disclosure Committee are likely to be absent or otherwise unable to act, appropriate alternative arrangements should be put in place.

## **6 Disclosure and reporting**

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### **6.1 Reporting relevant information**

- (a) When any of the Directors, executive officers or other Staff members become aware of information which is:
  - (i) material information; and
  - (ii) not generally available (i.e., the information in question has not been included in any Annual Report, ASX announcement or other Company release or publication),they must immediately advise full details to the Company Secretary.
- (b) The relevant person must provide the Company Secretary with as much detail about the matter or information as is reasonable in the circumstances and a brief description of why the information does or may have a material effect on the price or value of the Company's securities. This information must be provided to the Company Secretary immediately upon the relevant person becoming aware of the information.

### **6.2 Disclosure Committee consideration of reported information**

- (a) If paragraph 6.1 applies, the Disclosure Committee will then meet and take the following steps:
  - (i) review the information and assess whether it is Price Sensitive Information and whether disclosure is required or an exception applies. In making this determination, the Disclosure Committee will consult, as the Disclosure Committee considers necessary, with members of the Board, senior management and/or any external advisers selected by the Disclosure Committee;
  - (ii) If the Disclosure Committee determines that disclosure is required, the Disclosure Committee must:
    - (A) prepare a draft Continuous Disclosure Announcement;
    - (B) inform and consult with the Board in relation to the Price Sensitive Information and draft Continuous Disclosure Announcement, as appropriate; and

- (C) where the Continuous Disclosure Announcement involves significant issues of AVADA policy or strategy, or relates to a matter that has been the subject of a decision of the Board or Board Committee, Board approval of the Continuous Disclosure Announcement must be obtained before its release. For the avoidance of doubt, the following matters will require Board approval before any Continuous Disclosure Announcement is released:
- (1) takeovers, mergers, acquisitions and disposals, schemes of arrangement and all other transactions involving a transfer of control, in each case being material in the context of the Company;
  - (2) share buybacks and capital reductions concerning the Company's securities;
  - (3) demergers and restructures, being material in the context of the Company;
  - (4) equity capital raisings;
  - (5) market updates, including any earnings guidance;
  - (6) annual and half-year financial results, including ASX releases, investor presentations and investor materials accompanying the release of annual and half-year financial results;
  - (7) dividend policy and dividend determinations/declarations concerning the Company;
  - (8) any material matter where directors make a recommendation to the Company's shareholders; and
  - (9) any other matter that the Board determines to be a major matter affecting the Company
- (iii) take such other steps as the Disclosure Committee determines are necessary to comply with the Company's continuous disclosure obligations (including, if necessary, requesting a trading halt or voluntary suspension if Board approval is required).
- (b) In relation the procedure outlined in this clause 6.2 at least two members of the Disclosure Committee must be consulted and review any information that may be Price Sensitive Information and require a Continuous Disclosure Announcement to be released.
- (c) It shall be at the responsibility of the Disclosure Committee to ensure that the potential making of a Continuous Disclosure Announcement is brought to the attention of other Directors, to enable receipt of their comments (if any) before a Continuous Disclosure Announcement is issued.
- (d) It should be noted, however, that the obligation to notify the ASX of Price Sensitive Information is an obligation to **notify immediately**, and therefore the Disclosure Committee may not be able to wait for a Board meeting before making a Continuous Disclosure Announcement. If this is the case, subject always to any express requirement for Board approval noted in this policy, the Continuous Disclosure Announcement must have been reviewed and approved by no less than two members of the Disclosure Committee before notifying ASX.
- (e) The Company Secretary will coordinate the disclosure to the ASX once a decision to make that disclosure has been made in accordance with this policy.

### 6.3 Trading halts and voluntary suspensions

- (a) The Company recognises that in certain circumstances it may be appropriate for the Company to request a trading halt from ASX. This may include instances where:
  - (i) confidential information about the Company has inadvertently been made public and has created a false market or is particularly damaging to the Company (or both), and further time is required to enable the Company to prepare an appropriate announcement; or
  - (ii) the Company is preparing to make a major announcement and is concerned to prevent speculative or insider trading.
- (b) If such a circumstance arises only the CEO or Company Secretary, acting in consultation with the Chairman, can authorise a request for a trading halt.
- (c) The Company will prepare and utilise trading halt request templates in order to ensure that a trading halt can be obtained from ASX as soon as possible, if required.
- (d) Where a request for a trading halt is approved, the Company Secretary must be instructed to request the trading halt from the ASX. The Company Secretary is responsible for contacting the ASX to request the trading halt. The Company Secretary must advise the Board and senior management of the trading halt following the request to the ASX.
- (e) If the Company does not expect to be able to make an announcement regarding the relevant Price Sensitive Information within the usual two trading days permitted for the trading halt, the Company will also consider whether a voluntary suspension on the trading of Securities is more appropriate. The same process in this section 6.3 applies to any request for a voluntary suspension.

### 6.4 Standing agenda item at Board and senior management meetings

- (a) Continuous disclosure must be a standing agenda item at Board meetings.
- (b) Prior to each Board meeting, the Company Secretary must contact each executive officer, and any other appropriate person to confirm that there is no information requiring disclosure.

### 6.5 Guidance for Staff considering whether information should be disclosed

- (a) Directors, executive officers and other Staff should consider the following questions in determining whether information should be disclosed. If the answer is “Yes” to either of the following questions, then the information should be disclosed:

*‘Would this information influence my decision to buy or sell Securities at their current market price?’*

*‘Would I feel exposed to an action for insider trading if I were to buy or sell Securities at their current market price, knowing this information had not been disclosed to the market?’*

- (b) In most cases, whether information must be disclosed will be self evident on a simple application of the basic criteria: ‘Is it Price Sensitive? If so, do any of the exceptions apply?’ However, there will be instances where it is unclear whether the information needs to be disclosed. In these cases, it may be helpful to assess the information by reference to the flowchart set out in the Annexure.
- (c) If Staff are unsure whether specific information is ‘Price Sensitive’, they must immediately disclose full details of the information to the Disclosure Committee. It is important to understand that just because information is reported to the Disclosure Committee that does not mean that it will be disclosed to the ASX. It is for the Disclosure Committee to determine whether information is material and requires disclosure. Accordingly, the Company’s policy is for all potentially material information to be reported to

the Disclosure Committee even where Staff members may be of the view that it is not in fact 'material'. A Staff member's view on materiality can (and should) be shared with the Disclosure Committee but will not be determinative. Staff should also inform the Disclosure Committee if they consider, or are aware of, any prior disclosure to the ASX which is inaccurate or incomplete.

- (d) Even though an exception to disclosure might apply, this does not qualify or change the obligation on Staff to communicate or report material information under this policy. All Staff must maintain and keep all material information strictly confidential until it is released to ASX, and becomes generally available.

## **6.6 Broader notification of continuous disclosure notices**

The Disclosure Committee shall ensure that internal procedures are adopted so that each Continuous Disclosure Announcement issued by the Company is immediately displayed on the Company's website.

## **7 Media**

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- (a) No material information or Price Sensitive Information will be released to the media or any other external communication channels (even on an embargoed basis) until AVADA has released the information to the market by disclosing it to the ASX.
- (b) Where the Board considers it appropriate, the media may be invited to participate in AVADA's presentations to investors and analysts.
- (c) Press releases should be honest, fair and consistent with the terms of this policy.
- (d) Staff must not participate in chat room discussions on the internet, or post information on a social networking or other internet site, where the subject matter relates to the business affairs of the Group.

## **8 Analyst briefing, reports and financial matters**

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### **8.1 One-on-one and group briefings**

- (a) One-on-one and group briefings between the Company and investors or analysts must be restricted to discussion of previously disclosed information.
- (b) A member of the Disclosure Committee should be present at all one-on-one and group briefings to ensure that no undisclosed Price Sensitive Information is discussed.
- (c) Where it is not possible for a member of the Disclosure Committee to attend a one-on-one group briefing:
  - (i) a member of the Disclosure Committee must be fully briefed immediately after that briefing to determine whether any Price Sensitive Information may have been inadvertently disclosed; and
  - (ii) where any Director, executive officer or other Staff member of the Company who participated at that briefing considers that a matter was raised that might constitute a previously undisclosed price-sensitive matter, they must immediately refer that matter to a member of the Disclosure Committee.
- (d) A record of all meetings and briefings with investors or analysts will be kept, including confirmation that no new material information was disclosed.
- (e) If a member of the Disclosure Committee considers that Price Sensitive Information was inadvertently disclosed at a briefing, the Company must immediately release that information to the ASX.

- (f) Information provided to analysts and investors during a one-on-one or group briefing (such as PowerPoint slides) must be provided to the ASX for release to the market in accordance with the Applicable Rules and posted on the Company's website as soon as practical.

## **8.2 Procedure for dealing with analyst, shareholder and investor queries**

- (a) All communications with market analysts will be conducted by the CEO, Company Secretary, CFO or such other person approved by the CEO, Company Secretary or CFO as the authorised spokesperson for AVADA.
- (b) All meetings with shareholder advisory groups, shareholders or investors will be conducted by the CEO, along with the Company Secretary, CFO and/or Chairman of the Board as the authorised spokespersons for AVADA or such other person approved by the CEO and Chairman of the Board.
- (c) In responding to analyst, shareholder and investor queries, an authorised spokesperson must:
  - (i) only discuss information that has been publicly released;
  - (ii) ensure all responses are balanced, factual and truthful; and
  - (iii) confine comments on market analyst's financial projections to errors in factual information or underlying assumptions.
- (d) Where an analyst, shareholder or investor query can only be answered by disclosing Price Sensitive Information, an authorised spokesperson must decline to answer that query. The authorised spokesperson should then refer the query to a member of the Disclosure Committee so a formal decision can be made as to whether or not it is appropriate for the Company to disclose information relevant to that query.

## **8.3 Analyst reports and forecasts**

- (a) If the Company resolves to comment on a report prepared by an analyst, the Company's comments must be restricted to information that the Company has publicly disclosed or information that is in the public domain.
- (b) The Company must not comment on analysts forecasts regarding earnings projections for the Company except:
  - (i) where the forecast differs significantly from the Company's published earnings projections (if relevant); or
  - (ii) to correct any factual errors relating to publicly issued information and company statements.
- (c) Where the Company becomes aware that the market's earning projections on the Company differ significantly from the Company's published earnings projections or own earning estimates, the Company should issue a profit warning or company statement, if considered necessary by the CEO, to avoid a false market. Any such release should be approved by the Board prior to release.

## **8.4 Market speculation**

- (a) The Company must not comment on market speculation and rumour unless:
  - (i) the relevant material is reasonably accurate and reasonably specific to a matter involving the Company;
  - (ii) there are factual errors contained in the speculation or rumour that could materially affect the Company;

- (iii) there is a move in the price of Securities which is reasonably referable (in the opinion of the Disclosure Committee) to the speculation or rumour; or
  - (iv) the Company receives a formal request from ASX or a regulator (e.g. requiring the correction of a false market).
- (b) Any comments made by the Company in response to market speculation and rumour must be authorised by the Disclosure Committee and must be limited to correcting factual error.

## **8.5 Pre-results periods**

- (a) To prevent the inadvertent disclosure of material information, during the periods between the end of the Company's financial reporting periods and the announcement of its results, the Company's Directors and management may not discuss any financial information, broker estimates or forecasts with investors, analysts or the media unless that information has previously been disclosed to the ASX in accordance with the Applicable Rules.
- (b) Additional periods in which interviews or presentations are not permitted without prior approval of the CEO or Company Secretary may be imposed. Relevant Staff will be notified of any such additional periods.

## **8.6 Finance Arrangements**

- (a) Where the Company has in place or enters into new material financing arrangements or alters existing material financing arrangements which include terms that may be activated upon the occurrence of certain events (particularly those beyond the control of the Company, such as market events), disclosure may be required under ASX Listing Rule 3.1 at the time that any such term is activated or becomes likely to be activated.
- (b) The disclosure required may include the nature and terms of the arrangements, the trigger event and any other material information such as any impact that triggering of the term may have on the Company's relationship with its bankers. It may also be appropriate in some circumstances for the Company to request a trading halt if the Company is unable to immediately release the information.

## **9 Role of the Company Secretary**

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The Company Secretary is responsible for administering this Policy and, in particular:

- (a) receiving and recording all potential market sensitive information concerning the Company;
- (b) presenting the information to the CEO and the Chairman of the Board, the Disclosure Committee or the Board (as applicable) for determination;
- (c) providing guidance to determine what constitutes material information under this Policy;
- (d) keeping the Board fully informed of any disclosure decisions made by the Disclosure Committee;
- (e) overseeing that all announcements and trading halts and voluntary suspensions have been approved in accordance with this Policy prior to lodgement with the ASX;
- (f) where requested to do so, reviewing media announcements proposed to be made by the Company (irrespective of whether they contain Price Sensitive Information) and making recommendations (if any) as to content.
- (g) co-ordinating all communication with the ASX and ASIC, including:

- (i) disclosing material information to the ASX once a decision to make that disclosure has been made in accordance with this Policy;
  - (ii) contacting the ASX to request a trading halt once instructed to do so in accordance with this Policy; or
  - (iii) responding to queries from the ASX and ASIC, or reacting to claims of market rumours or speculation;
- (h) overseeing the development and implementation of procedures for communications with investors, analysts, brokers, shareholder associations, the media and the public;
- (i) in order to prevent a false market, overseeing the development and implementation of procedures for active media and market monitoring (including broker and analyst reports, and news, industry and social media);
- (j) monitoring the effectiveness of the Company's disclosure practices and making recommendations to the Board on updating this Policy; and
- (k) overseeing and co-ordinating the disclosure training and education of Company Personnel to ensure that they understand the Company's disclosure obligations and what information may be market sensitive; and
- (l) monitoring the Company's compliance with its continuous disclosure obligations;
  - (i) ensuring adequate processes and controls are in place for the identification, reporting and disclosure of Price Sensitive Information in a timely manner;
  - (ii) ensuring that Staff are educated on the Policy and the internal reporting processes and controls.

For the purposes of the ASX Listing Rules, the Company Secretary is responsible for communication with the ASX in relation to ASX Listing Rule matters.

## **10 Who to contact**

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Any person who has any queries about this Policy should contact the Disclosure Committee.

## **11 Review**

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The Board will periodically review this Policy to check that it is operating effectively and to ensure it remains relevant to the current needs of the Company and the Board. This Policy may be amended by resolution of the Board.



**Annexure:**

Continuous disclosure flowchart (clause 6.5(b))

