

## **COMMUNICATION AND DISCLOSURE POLICY**

**MANALTO LIMITED**  
**[ACN 098 640 352]**  
**("the Company")**

### **Overview**

#### **General disclosure requirement**

*Listing Rule 3.1 of the Australian Securities Exchange ("ASX") requires the Company to immediately notify the ASX when it becomes aware of any information that a reasonable person would expect to have a material effect on the listed entity's securities, unless an exception (described below) applies.*

#### **Making disclosure under general disclosure requirement**

*The Company shall, if and as required by ASX Listing Rule 3.1, immediately disclose all information regarding the Company, which it is or becomes aware, that a reasonable person would expect, if generally available, to have a material effect on the price or value of any of the Company's securities or would influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.*

#### **Exceptions to the general disclosure requirement**

*ASX Listing Rule 3.1 does not require immediate disclosure if the information is confidential, a reasonable person would not expect it to be disclosed and it falls into one or more of the following exceptions:*

- (a) it would be a breach of the 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) it is created for internal management purposes or;*
- (e) it is a trade secret.*

#### **Disclosure of specific information**

*In addition to the above, the Listing Rules also require disclosure to be made of specific information whether or not the above applies. The time within which disclosure must be made varies from immediate to a number of business days after an event or the Company becoming aware of information. Further details are included in this Policy.*

*The exception to disclosure described above does not apply if there is a requirement to disclose specific information*

#### **Disclosures**

*Disclosures are to be made by releasing announcements to ASX. No information is to be given to media or other recipients, even on an embargoed basis, until the announcement is confirmed by ASX as having been received and released.*

*All disclosures are to be factual, to be expressed in a clear and precise manner, balanced, and shall not omit material information.*

## 1. BACKGROUND AND PURPOSE

- 1.1. The Company is admitted to the official list of the Australian Securities Exchange (“ASX”).
- 1.2. This Communication and Disclosure Policy (“this Policy”) is a corporate governance policy of the Company adopted by the Board with the express intention and purpose of seeking to implement good corporate governance practices and to achieve good governance outcomes.
- 1.3. This Policy sets out the Company’s policies and procedures, which are aimed at ensuring the Company complies with its continuous disclosure obligations including disclosures under ASX Listing Rule 3.1, other disclosures provided for in the Listing Rules, and the *Corporations Act 2001 (Cth)*.
- 1.4. Section 674 of the *Corporations Act* gives Listing Rule 3.1 statutory force. A listed company which breaches Listing Rule 3.1 may also breach that section which can attract serious legal consequences for the company and its directors, other officers senior management and others involved in the contravention, including criminal and civil penalties.
- 1.5. Definitions and meanings of abbreviated terms are set out in a glossary at the end of this document.

## 2. POLICY

- 2.1. The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company, and to facilitating trading on an informed basis.
- 2.2. The Company will not disclose price-sensitive information in any forum unless it has been previously disclosed to the ASX.
- 2.3. Any price-sensitive information for public announcement shall be lodged with ASX as soon as practicable and prior to external disclosure elsewhere.
- 2.4. Material information shall not be selectively disclosed prior to announcement on the ASX.
- 2.5. Excepting confidential transactions (where confidentiality agreements have been adopted), only publicly available information shall be disclosed to third parties
- 2.6. The Company’s communications shall:
  - (a) be factual, and shall not omit material information;
  - (b) be subject to internal review and authorisation before issue;
  - (c) be expressed in a clear and precise manner;
  - (d) be timely.

- 2.7. The Company is committed to:
- (a) communicating effectively with its shareholders;
  - (b) providing shareholders with timely access to balanced information concerning the Company;
- 2.8. The Company will communicate with its shareholders by:
- (a) market releases via the ASX;
  - (b) notices calling general meetings of shareholders;
  - (c) information provided directly at meetings of shareholders;
  - (d) reports and financial statements in the Annual Report; and
  - (e) information provided on the Company's website.
- 2.9. The Company will cause all announcements made to ASX to be made available on the Company's website after release to ASX.

### **3. WHEN MIGHT DISCLOSURE BE REQUIRED?**

- 3.1. Under the general continuous disclosure requirement set out on the first page of this Policy.
- 3.2. Under the specific information disclosure requirements contained in the Listing Rules including the following which require immediate disclosure:
- (a) issues of shares or other securities (or a proposed issues of shares or other securities, which would include an agreement to issues of shares or other securities, a decision to undertake a pro rata offer or share purchase plan);
  - (b) other changes to capital including reorganisations of capital, capital reductions, and buy-backs;
  - (c) the appointment or resignation of Directors and changes of chairperson, chief executive officer or company secretary;
  - (d) a change of auditor;
  - (e) the material terms of any employment, service or consultancy agreement with a chief executive officer, any director or related parties of a chief executive officer or director, and any material variation of such an agreement;
  - (f) a copy of any document sent to shareholders or other security holders in a class or generally by the Company;
  - (g) substantial holder notices;

- (h) deciding to pay a dividend or distribution (or deciding that a dividend or distribution will not be paid);
  - (i) the lodgement of a prospectus or other disclosure document;
  - (j) determining or changing a record date;
  - (k) an underwriter exercising a power to avoid or change underwriting obligations;
  - (l) entry into an underwriting agreement for the exercise of options;
  - (m) an event occurring which gives the holder of convertible securities (which would include options) a right to convert the options;
  - (n) the establishment, amendment, deactivation or reactivation of a dividend reinvestment plan.
- 3.3. Under requirements in the Listing Rules to disclose information within a specified period after an event or the information becoming known to the Company. These include, for example:
- (a) notification within 5 ASX business days of changes in Directors' holdings of shares and other securities of the Company (Appendix 3Y); and
  - (b) notification of receipt of a requisition for a general meeting or proposing a resolution for a general meeting within 2 ASX business days unless withdrawn prior.
- 3.4. If information which has not been announced because an exception to disclosure applies ceases to be within the exception. Examples of how this may occur include because the information ceases to be confidential which may result from a breach of confidentiality, inadvertent disclosure or the necessary conditions for maintaining confidentiality cease to apply.
- 3.5. 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 that information.

#### **4. CONTINUOUS DISCLOSURE PROCEDURE**

- 4.1. It is an overriding obligation that information which is required to be disclosed to the market immediately is disclosed without delay. The following is to be read subject to that obligation.
- 4.2. Any personnel of the Company who become aware of information which may be considered material but which is not generally available or which may be specific information required to be disclosed under the Listing Rules must immediately notify the Secretary. If it is not possible to notify the Secretary in writing (including email), the Secretary should be notified verbally or by telephone.
- 4.3. The Secretary will:

- (a) review the information and consider whether the information is materially price sensitive and whether it is required to be disclosed to the ASX, or is otherwise information which is required to be disclosed under a specific information disclosure provision of the Listing Rules; and
  - (b) forward the information to at least one other designated person who is a member of the Board or a Senior Management for them to review and consider.
- 4.4. Unless consulting another designated person may delay the timely release of information, the Secretary and at least one of the other designated persons will consult with each other about whether the information is required to be disclosed, and if it is required to be disclosed will request a trading halt and/or cause an announcement to be made.
- 4.5. If the information is required to be disclosed but not required by the Listing Rules to be released immediately, the Secretary will forward the information to all members of the Board of the information and the Board (or Directors nominated by it, who may be assisted by Senior Management) will determine the disclosure required, and if it is required to be disclosed will cause an announcement to be made within the time provided for in the Listing Rules.
- 4.6. If the Secretary determines that consulting another designated person may delay the timely release of information, the Secretary will request a trading halt and/or cause an announcement to be made without first forwarding the information to another designated person or consulting with another designated person.
- 4.7. If the Secretary is not contactable, the CEO and Chairperson must be notified of the information. The CEO or Chairperson must act to give effect to the above in lieu of the Secretary.
- 4.8. The above will also apply to information the Secretary becomes aware of as if the information had been reported to the Secretary.

## **5. RESPONSIBILITIES**

- 5.1. Directors and Senior Management must:
- (a) be familiar with and understand the continuous disclosure requirements set out in the ASX Listing Rules;
  - (b) convey all potentially material information to the Secretary (or Chairperson and CEO) immediately after obtaining or becoming aware of such information;
  - (c) immediately convey all information that would or would likely influence persons who commonly invest in securities to the Secretary (or Chairperson and CEO).
- 5.2. The Secretary must:
- (a) ensure that continuous disclosure requirements are being complied with;

- (b) educate Directors, Senior Management and other staff on the Company's disclosure policies, and facilitating understanding of the principles underlying continuous disclosure obligations;
- (c) prepare appropriate announcements, in conjunction with the Chairperson and/or CEO where practical having regard to making timely disclosure, and ensure that announcements are factual, do not omit material information and are expressed in a clear and precise manner, that material information is reported in an objective and complete manner, and that where the Listing Rules require particular information to be included or addressed the announcement includes or addresses the applicable requirements;
- (d) have regard to guidance from ASX, ASIC and sources recommended by each of them as to the content of announcements;
- (e) implement procedures the Chairperson or CEO consider necessary and expedient to ensure that all of the Company's Senior Management are aware of and understand the Company's continuous disclosure requirements and their responsibilities under this policy;
- (f) maintain a file containing:
  - (i) all reports received by the Secretary setting out information required, or potentially required, to be disclosed to ASX;
  - (ii) copies of all disclosures to ASX;
  - (iii) details of information reported or identified as potentially required to be disclosed that has not been disclosed to ASX;
  - (iv) copies of all disclosure correspondence with ASX;
- (g) as required, submit periodic reports to the Board, setting out:
  - (i) details of information reported to the Secretary for consideration as to whether they should be disclosed to the ASX; and
  - (ii) details of whether information reported to the Secretary for consideration was disclosed or not disclosed to the ASX;
- (h) monitor compliance with this policy and with the Company's continuous disclosure obligations;
- (i) update this policy to incorporate legislative, regulatory and market developments; and
- (j) ensure that other required disclosures are made to the ASX in a timely manner, including:
  - (i) changes of directors' interests;

- (ii) appointment of directors;
- (iii) applications for quotation of additional securities;
- (iv) general meeting materials and results,;
- (v) pro forma financial reports;
- (vi) annual reports;
- (vii) the Chairperson's addresses to AGMs; and
- (viii) changes to the Constitution.

- 5.3. Directors, the Secretary and Senior Management will consult with the Company's legal advisors regarding disclosure requirements and the content of announcements when necessary.
- 5.4. The procedures in this policy do not exclude the obligation of all Directors to assist with and ensure that disclosure is made when required and announcements are timely, factual, expressed in a clear and precise manner, balanced, and do not omit material information.

## **6. Media and presentations**

- 6.1. All media enquiries are to be referred to the Secretary. Directors and executives other than the Chairperson or CEO may only speak with the media in relation to a particular matter concerning the Company if they have obtained the prior express approval of the Chairperson or CEO.
- 6.2. No statements or comments may be made to the media unless expressly authorised by the Chairperson or CEO.
- 6.3. Statements and comments to the media or others which could result in the release of material information that has not been announced, breaches of confidentiality, rumours or speculation about the Company must not be made. All Directors, other officers, Senior Management must ensure any presentations, speeches or other addresses do not release material information that has not been announced, breach confidentiality, or potentially result in rumours or speculation about the Company.
- 6.4. If material information is communicated in breach of the above requirements, the Secretary (or Chairperson and CEO) must be notified immediately as provided for in clause 4.2 and appropriate disclosure made to ASX.
- 6.5. During any briefings and discussions with analysts, Directors and executives must only disclose information that has been publicly released through the ASX. If a question arises which can only be answered by disclosing price sensitive information, the Director or executive must decline to answer the question or take it on notice and not respond until the information has been disclosed to ASX.

- 6.6. Before and after making any presentation, each person making the presentation must review the presentation and assess whether:
- (a) the presentation contains or contained any material information not previously disclosed to ASX; and
  - (b) whether any previously undisclosed material information was communicated (including when answering questions).

If any material information not previously disclosed to ASX was contained in the presentation or communicated, the Secretary (or Chairperson and CEO) must be notified immediately as provided for in clause 4.2 and appropriate disclosure made to ASX.

## 7. POLICY REVIEW

Any changes to this Policy require approval of the Board. The Board will review the effectiveness of this Policy as required.

## 8. ASX CORPORATE GOVERNANCE PRINCIPLES AND RECOMMENDATIONS

In the compilation of this Policy, the Company had regard to the recommendations of the *ASX Corporate Governance Principles and Recommendations (Third edition) (2014)* ("the Principles and Recommendations"). If the Company has not followed a particular recommendation it has sought to explain why it has not.

## 9. INTERPETATION AND APPLICATION

- 9.1. This Policy is to be interpreted, applied and given effect in a manner which advances the spirit and intention of this Policy, with particular regard to recognising the requirements of the *Corporations Act* and the law generally, and the objectives of the *Principles and Recommendations*. If the Principles and Recommendations are amended, the Board shall take into account the amendments when interpreting, applying and giving effect to this Policy.
- 9.2. This Policy also applies to disclosure by the Company of information about subsidiaries of the Company.

## 10. GLOSSARY

In this Policy:

**Board** means the Board of the Company;

**CEO** means the Chief Executive Officer;

**Chairperson** means the chairperson of the Board;

**Director** means a director of the Company for the time being;



**Policy** means this Communication and Disclosure Policy as amended from time to time;

**Secretary** means the, or each, person appointed as a secretary of the Company for the time being; and

**Senior Management** means employees or consultants of the Company who manage the Company pursuant to the directions and delegations of the Board.