



Continuous Disclosure and Communications Policy

1. What is the purpose of this policy?

- a. Articore Group Limited (“**Articore**” or the “**Company**”, and collectively with its subsidiaries, “**Articore Group**”) is committed to complying with its continuous disclosure obligations and to ensuring that trading in its securities takes place in a market which is properly informed.
- b. The purpose of this policy is to assist directors and employees of Articore Group to understand the Company’s continuous disclosure obligations and to set out the procedures that must be followed for the release of information to the ASX, the investment community, the media and the public.
- c. The policy also sets out some of the various ways in which Articore engages with shareholders and other stakeholders on a regular basis.

2. Who or What does this policy apply to?

- a. This policy applies to all directors, officers, senior management and other employees of Articore Group, including its subsidiaries (“**you**”).

3. Continuous Disclosure Obligation

- a. The ASX Listing Rules require Articore, if it becomes aware of market sensitive information to immediately disclose that information to the ASX (subject to limited exceptions outlined below).
- b. “**Market sensitive information**” means any information concerning Articore or any company in the Articore Group that is not generally available and that a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of Articore’s securities.
- c. A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.
- d. “**Immediate Disclosure**” requires disclosure to be made ‘promptly or without delay’. Doing something ‘promptly or without delay’ means doing it as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay). A period of time will necessarily pass between when an entity first becomes obliged to give information to ASX under the ASX Listing Rules and when it is able to give that information to ASX in the form of a market announcement. This passing of time, of itself, does not mean that there has been a “delay” in the provision of the information to ASX. Some announcements may be able to be prepared and given to ASX relatively quickly, while others may take longer to complete. The question in each case is whether the entity is going about this process as quickly as it can in the circumstances and not deferring, postponing or putting it off to a later time.

- e. **Exceptions:** This requirement does not apply to particular information while each of the following is satisfied in relation to that information:
- (i) One or more of the following five situations applies:
 - (A) It would be a breach of law to disclose that 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.

4. Employee Becoming Aware of Information

- a. Where an employee becomes aware of information which may constitute market sensitive information, the employee must immediately inform the Group General Counsel, Group CEO or Group CFO of this information for future assessment against the continuous disclosure obligations.

5. Disclosure of Information

a. ***Continuous Disclosure***

- (i) The following procedures are to be followed when any information concerning Articore Group is being considered for disclosure to the ASX:
 - (A) Any information which may constitute market sensitive information will be reviewed and considered by the Board, which may consult with the Group CEO, Group CFO, Group General Counsel, Audit and Risk Committee Chair and/or Company Secretary as appropriate to determine whether or not Articore's continuous disclosure obligations require the information to be disclosed to the ASX.
 - (B) The Board retains the power to decide whether an ASX announcement should be made and, if so, to approve the form of that announcement for all announcements under Listing Rules 3.1 or 3.1B provided it is feasible to do so having regard to the Company's continuous disclosure obligations.
 - (C) If the Board is unavailable on short notice, a quorum of the Disclosure Committee may decide whether an ASX announcement should be made and, if so, approve the form of that announcement.
 - (D) The Company Secretary will immediately, upon being instructed by the Board or Disclosure Committee as applicable, disclose the information to the ASX when it is determined that the continuous disclosure obligations require such disclosure.

b. ***Periodic Disclosure***

- (i) The Board retains the power to approve the form of half and full year results announcements.

- (ii) The Disclosure Committee shall have delegated responsibility from the Board, under its charter, for the review and approval of any quarterly results or any material business or trading updates to be released to the market.

c. **Administrative Notices**

- (i) Administrative notices can be lodged by the Company Secretary with prior notification to the Group CEO and Board Chair. These include:
 - (A) change of directors' interest notices
 - (B) appointment of directors
 - (C) notices of general meetings and results
 - (D) annual general meeting addresses
 - (E) transcripts of general meetings and investor calls
 - (F) annual report and any other communications sent to investors
 - (G) announcement of the date of the Articore Annual General Meeting, the half year results announcement and the full year results announcement.
- (ii) The Company Secretary shall ensure that the Board receives copies of all material market announcements promptly after they have been made.

6. Trading Halts

- a. In order to facilitate a market which is orderly and informed and not false, it may be necessary for Articore to request a trading halt, or in exceptional circumstances, suspension from the ASX. A trading halt may be appropriate to prevent the market trading whilst uninformed in the event that an announcement is required but Articore is not yet in a position to make one.
- b. The Group CEO and the Board Chair (or in the Board Chair's absence, the Audit and Risk Committee Chair) will make all decisions relating to any need for a trading halt and any requests to the ASX for any such trading halt.
- c. Any request to the ASX for Articore to be placed into voluntary suspension must be approved by the Board.

7. Communications with the ASX

- a. All communications regarding disclosures between Articore and the ASX, and the actual making of disclosures by Articore to the ASX, are to be conducted by the Company Secretary, Group CEO, Group CFO, Group General Counsel, or Group VP of Investor Relations. No other employee of Articore Group is authorised to deal or otherwise communicate with the ASX on disclosure matters.

8. Authorised Spokespersons

- a. Only the following "**Authorised Spokespersons**" may speak on behalf of Articore to the media, analysts and investors:
 - (i) Board Chair;
 - (ii) Audit and Risk Committee Chair;

- (iii) Group CEO;
 - (iv) Group CFO;
 - (v) Group General Counsel;
 - (vi) Group VP of Investor Relations; and
 - (vii) A specified delegate, nominated by the Board Chair or the Group CEO for a specific purpose.
- b. Any questions or enquiries from the media or financial community (whether received in writing, verbally, or electronically including via the website) should be referred in the first instance to one of the above Authorised Spokespersons.

9. Briefings and Presentations

- a. Information provided at briefings and presentations is subject to the continuous disclosure obligations. The following procedures are to be followed in relation to briefings and presentations:
- (i) Only Authorised Spokespersons may speak on behalf of Articore.
 - (ii) Material to be presented at a briefing/presentation (if any) must be provided in advance to the Group CEO, Group CFO and/or Company Secretary to enable consideration to be given to whether any disclosure to the ASX is required.
 - (iii) Care must be taken in answering questions at the briefing/presentation to ensure that there is no disclosure of price sensitive information which has not been previously disclosed to the ASX. A question raised at the briefing should not be answered if it would result in the disclosure of price sensitive information that has not been previously disclosed to the ASX.
 - (iv) Immediately following any presentation/briefing the matters discussed and presented will be reviewed as appropriate. If any Articore Group staff participating in the briefing/presentation considers that a matter has been raised that may have a material effect on the price or value of Articore's securities, then that person must immediately notify the Company Secretary, Group CEO, Group CFO, or Group General Counsel to consider with the Board the necessity for an ASX announcement or trading halt.

10. Communication Blackout Periods

- a. Between the end of a reporting period and the announcement of financial results, Articore Group will impose a blackout period (in accordance with Articore Group's Share Trading Policy), in order to avoid the risk of creating a false market in Articore's securities.
- b. During this time, Articore will not hold one-on-one briefings with institutional investors, individual investors or stockbroking analysts to discuss financial information concerning Articore Group and will not hold any open briefings to discuss anything other than information which has been announced to the ASX.
- c. Any proposal to deviate from this policy must be subject to approval in advance from the Group CEO and, if any briefings or meetings are held during a blackout period, there must be no discussion of financial information.

11. Rumours, Market Speculation and Analyst Reports

- a. Subject to its obligations under the ASX Listing Rules, Articore will not generally comment

on, endorse or correct, rumours, market speculation or analyst reports that contain commentary on the financial performance of Articore Group.

12. Review of Analyst Reports and Forecasts

- a. Any comment by Articore to an analyst in relation to an analyst's report or financial projections should be confined to errors in factual information and underlying assumptions provided such comment of itself does not involve a breach of Articore's continuous disclosure obligation or amount to a selective briefing.

13. Inadvertent Disclosure

- a. If an employee becomes aware of any information concerning Articore Group that a reasonable person would expect to have a material effect on the price or value of Articore's securities which has been leaked or inadvertently disclosed, the Company Secretary, Group CEO, Group CFO, or Group General Counsel must be informed so consideration can be given to whether the information is price sensitive and requires disclosure to the ASX or a request for a trading halt.

14. Breaches

- a. If Articore contravenes its continuous disclosure obligations, offences attracting criminal and/or civil penalties under the Corporations Act 2001 may be committed by Articore and persons involved in the contravention. Breaches of this policy will be regarded with the utmost seriousness and will be subject to disciplinary action, including dismissal from employment, where appropriate.
- b. If Articore contravenes its continuous disclosure obligation under the Listing Rules, the ASX may suspend trading in Articore's securities or, in extreme cases, delist Articore from the ASX.

15. Communication with Shareholders

- a. Articore aims to communicate all important information relating to Articore to its shareholders. Additionally, Articore recognises that potential investors and other interested stakeholders may wish to obtain information about Articore Group from time to time. To achieve this, Articore communicates information regularly to shareholders and other stakeholders through a range of forums and publications. The Company also has in place an investor relations program to facilitate communication with investors.
- b. Measures for communicating important aspects of Articore Group's affairs include:
 - (i) Corporate website
 - (ii) Annual General Meeting
 - (iii) Annual Report
 - (iv) ASX announcements
 - (v) Email alerts
 - (vi) Presentations

16. Further Advice

- a. If you have any questions relating to this policy, please contact the Company Secretary or Group General Counsel.

17. Review and Publication of this Policy

- a. This policy may be amended by resolution of the Board. The Board will review this policy at least annually and amend as appropriate.
- b. This policy is available at www.articore.com and any key features are published in the Articore Group Corporate Governance Statement.