



Disclosure Committee Charter

1. Purpose

The purpose of this charter is to specify the authority delegated to the Disclosure Committee (“**Committee**”) by the Board of Directors of Articore Group Limited (“**Articore**” or the “**Company**”, and collectively with its subsidiaries, “**Articore Group**”) and to set out the role, responsibilities, membership and operation of the Committee.

2. Authority

The Committee has been established in accordance with the Articore Constitution and has the role and responsibilities set out in this charter.

3. Responsibilities of the Committee

The Committee is responsible for:

- (a) reviewing and approving for release, any announcement which relates to a matter which is both material and strategically important for Articore Group (including major acquisitions or divestments) or which includes disclosure of a profit projection or forecast, in accordance with clause 5 of the Articore Group Continuous Disclosure and Communications Policy (“**Policy**”); and
- (b) to review and approve any quarterly results or any material business or trading updates to be released to the market.

If the Committee considers appropriate and there is opportunity to do so, the announcements/reports referred to above shall be referred to the full Board for review and approval before release.

The Board remains responsible for approving half-year and full year results and reports.

4. Membership

The Committee will consist of the Board Chair, Audit and Risk Committee Chair, an additional Articore Non-Executive Director nominated by the Board and the Group CEO.

5. Chair & Secretary

The Chair of the Committee will be chosen at the start of each meeting. The Company Secretary is the secretary of the Committee.

6. Committee meetings and process

- (a) Meetings and proceedings of the Committee are governed by the provisions in the Articore Constitution regulating meetings and proceedings of the Board and committees of the Board.
- (b) Committee members may attend meetings in person or by electronic means.
- (c) Two members of the Committee would constitute a quorum for meetings of the Committee.
- (d) The Company Secretary will distribute the agenda and meeting papers to all Committee members and other attendees before each proposed meeting of the Committee.
- (e) The Company Secretary will keep minute books to record the proceedings and resolutions of Committee meetings.
- (f) The Chair of the Committee will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

7. Access to information and advisers

The Committee will have access to the resources necessary to discharge its duties and responsibilities, including engaging counsel or other experts as it considers appropriate. The Committee may request management to provide information to the Committee.

8. *Review and publication of this charter*

This charter may be amended by resolution of the Board. The Board will review this charter at least annually and amend as appropriate.

This charter is available at www.articore.com and any key features are published in the Articore Group Corporate Governance Statement.