

## **JCurve Solutions Limited (Company) Continuous Disclosure Policy**

### **1. Purpose**

The Company is committed to complying with its continuous disclosure obligations contained in the Corporations Act 2001 (Cth) and the ASX Listing Rules. This policy ensures that:

- (a) all investors have equal and timely access to material information concerning the entity, including its financial position, performance, ownership and governance; and
- (b) Company announcements are factual and presented in a clear, objective and balanced way which allows investors to appropriately assess the impact of the information when making investment decisions.

The purpose of this policy is to:

- a) ensure that the Company's Personnel are aware of its obligations to disclose information in accordance with the continuous disclosure requirements of the ASX Listing Rules;
- b) set out the procedures for identifying and assessing information for disclosure to the ASX in accordance with the Company's continuous disclosure obligations;
- c) set out the procedures designed to ensure the Company complies with its continuous disclosure obligations; and
- d) set out the requirements for protecting confidential information of the Company from unauthorised disclosure.

This policy is also intended to provide for a process to assist in the production of accurate, balanced and clearly and objectively expressed market announcements which allow investors to appropriately assess the impact of the information when making investment decisions.

### **1.1 Application of this policy**

This policy applies to:

- (a) all Directors and officers of the Group;
- (b) all employees of the Group, whether full time, part time or casual; and
- (c) all contractors and consultants working for the Group,  
(each **Personnel**).

## 2. Legal Obligations

### 2.1 Continuous disclosure obligation

The general continuous disclosure obligation is contained in ASX Listing Rule 3.1. These obligations have the force of law under the Corporations Act. ASX Listing Rule 3.1 provides:

*Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information*

The underlined words above have the following meanings:

(a) "becomes aware"

The Company is deemed to have become aware of information where a director or officer has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or officer of the Company.

(b) "material effect"

Information will be expected to have a material effect on the price or value of the Company's securities, if a reasonable person would expect the information 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 Company's securities.

The general rule above is subject to the specific exceptions set out in clause 2.2 below.

The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.

Annexure 1 outlines information that in ASX's opinion would require disclosure if material under Listing Rule 3.1. This list should not be considered exhaustive.

### 2.2 Exception to Listing Rule 3.1

Listing Rule 3.1 does not apply to particular information while all of the following three conditions are satisfied:

(a) 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 the entity; and
- (v) The information is a trade secret; AND

(b) The information is confidential and ASX has not formed the view that the information has ceased to be confidential; AND

(c) A reasonable person would not expect the information to be disclosed.

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 the ASX in accordance with this policy.

### **3. Disclosure responsibilities and procedures**

#### **3.1 Training of New Directors and Senior Executives**

As part of the induction process all new Directors and senior executives of the Company are to be made aware of the following issues:

- The type of information that needs to be disclosed to the ASX.
- The roles and responsibilities of directors, officers and employees of the Company in the disclosure context, in particular, who has the primary responsibility for ensuring that the Company complies with its disclosure obligations and who is primarily responsible for deciding what information is disclosed.
- Safeguarding confidentiality of corporate information to avoid premature disclosure.
- Media contact and comment.
- Measures for seeking to avoid the emergence of a false market in the Company's securities.
- External communications such as analyst briefings and responses to shareholder queries.

Inductees will be provided the documents set out below and have access to the Company Secretary.

#### Documents to be provided

All Directors and senior executives of the Company are to be provided with the following

- the Code of Conduct;
- the Securities Trading Policy;
- this Continuous Disclosure Policy;
- the Risk Management Policy;

- Guidance Note 8 of the ASX Listing Rules, which highlights the general principles and obligations set out in Chapter 3 of the ASX Listing Rules – Continuous Disclosure.

### **3.2 Director Disclosure Agreements**

All Directors are to enter into a Director Disclosure Agreement with the Company (as set out in Chapter 3.19 of the ASX Listing Rules). The Company Secretary is to maintain records of signed copies of these agreements.

### **3.3 Reporting to the Board**

Continuous disclosure matters will be on the agenda of all Board Meetings to provide an overview of all issues relating to both the Company and the Directors.

The Board must also receive copies of all material market announcements promptly after the announcement has been made.

### **3.4 Responsibilities of Disclosure Officers**

Decisions regarding whether something is either price sensitive or of strategic or operational importance which should be released to the market shall be made after consultation with the Chief Executive Officer, Chairman and Company Secretary (**Disclosure Officers**).

The Disclosure Officers are responsible for administering this policy and, in particular:

- (a) overseeing and coordinating all communication with ASX, investors, analysts, brokers, shareholder associations, the media and the public;
- (b) overseeing and coordinating the disclosure training and education of all Personnel to ensure that they understand the Company's disclosure obligations and what information may be market sensitive; and
- (c) collecting and recording all potential market sensitive information concerning the Company and making auditable disclosure decisions, subject to the approval requirements set out in clause 3.5.

The Disclosure Officers may delegate aspects of administering this policy to other Personnel. The delegation may be general or specific to a particular matter.

### **3.5 Content of disclosure**

Any disclosure made pursuant to this policy should contain sufficient detail for investors or their professional advisers to understand and assess its impact on the price or value of the Company's securities. The Company has a duty not to disclose information in a way that could mislead the market. Appropriate care must be taken to ensure that the content of any announcement accurately discloses the material information.

### **3.6 Approval for disclosure**

All ASX disclosures and media releases will be released to the ASX by the Company Secretary once approval for disclosure has been sought as follows:

- (a) in the first instance, approval from the Board;
- (b) if it is not practicable to seek approval from the Board (recognising the requirement to immediately disclose market sensitive information), the Disclosure Officers must seek approval from the Chairperson; and
- (c) if, in exceptional circumstances, the Board and the Chairperson are not available, the Disclosure Officers have authority to approve disclosure of the information to ASX.

## **4. Specific Issues in relation to Continuous Disclosure**

### **4.1 Authorised spokespersons**

The Company's authorised spokespersons are the relevant individuals as outlined in the Company's Delegation Manual.

In relation to queries from the media, the primary spokespersons for the Company are the relevant individuals as outlined in the Company's Delegation Manual.

The Managing Director/Chief Executive Officer/Chairman are the primary spokespersons in responding to queries of an operational nature from shareholders, stockbrokers, analysts and investors. The Company Secretary is the primary spokespersons for responding to enquires in respect to compliance and regulatory matters.

This guideline refers to "primary spokesperson". Where that spokesperson is not available to answer any particular enquiry, then one of the other of the authorised spokespersons shall take on the responsibility for that enquiry as appropriate.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

### **4.2 Analysts reports and forecasts**

Stockbroking analysts frequently prepare reports on listed companies that typically detail strategies, performance and financial forecasts. The Company may sometimes be requested to review draft analyst's reports prior to their publication.

To avoid inadvertent disclosure of information that may affect the Company's value or share price, the Company's comments or review of an analyst reports will be restricted to:

- (a) amending factual errors; and/or
- (b) reviewing and providing guidance on underlying assumptions.

Any correction of factual inaccuracies by the Company does not imply the endorsement of the contents of the analyst's report. Forecasts are complex and based upon a wide range of assumptions beyond the control of the Company. Under no circumstance should the Company's officers expressly or impliedly approve or disapprove financial forecasts.

#### **4.3 Private Briefings and Roadshows**

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market.

Private briefings and investor roadshows to analysts/institutions/stockbrokers are encouraged by the Company to enhance a greater understanding of the Company and are considered an important part of pro-active investor relations. These private briefings must not involve the disclosure of price- sensitive information. Any written materials to be presented in new and substantive investor or analyst presentations, or shown to briefing analysts, institutions and stockbrokers are to be lodged with ASX Market Announcements Platform prior to the briefing commencing.

If price-sensitive information is inadvertently disclosed at a private briefing, then the information must be announced to the ASX as soon as practicable.

If an analyst asks a question at a private briefing which touches on a price-sensitive area, then the Company's spokesperson can only use publicly available information in the answer. Where this is not possible, then the spokesperson should decline to answer the questions or take it on notice and answer it after a general disclosure to the ASX has been made.

#### **4.4 Market speculation and rumours**

Any information relating to market rumours or leaks relating to the Company must be advised to the Managing Director/Chief Executive Officer and Company Secretary as soon as possible. The Managing Director/Chief Executive Officer and Company Secretary will then take steps to ascertain as far as practicable the veracity of the leak or rumour and the degree that the leak or rumour exists in the market place.

As a guiding principle, the Company does not respond to speculation and market rumours unless required to do so by law. Any information which is not public must be treated by all Employees as confidential and must not be disclosed except through the Company's reporting system of the procedures set out in this policy. Employees must observe this principle at all times.

The Company may issue a statement in response to market rumours or speculation where:

- (a) The Company considers it has an obligation to make a statement particularly where the speculation or rumour is having, or is likely to have, an impact on the price of a Company's securities; or
- (b) The Company is required to respond to a formal request from the ASX.

Given that such enquiries usually require a quick response, some flexibility is needed in this Guideline to ensure a timely response is provided to the ASX.

#### **4.5 Trading halts**

It may be necessary to request a trading halt from ASX to ensure orderly trading in the Company's securities, including

- (a) If confidential information about the Company is inadvertently made public, to enable it to prepare an appropriate announcement to the market;
- (b) If preparing for a major announcement, the Company may need to arrange briefings in advance the formal announcement to avoid market uncertainty;
- (c) To prevent and uninformed market pending announcement of a material matter

The Chairman, Managing Director/Chief Executive Officer and Company Secretary will make all decisions in relation to trading halts. No other person is authorised to seek a trading halt except with the approval of the Chairman, Managing Director/Chief Executive Officer or Company Secretary. For avoidance of doubt the Company Secretary is authorised in exceptional circumstances where the Chairperson and/or the Board cannot be contacted immediately for approval to seek a trading halt or issue a statement on behalf of the Board that the Company will respond once it has had an opportunity to consider the situation fully (for example in the event of a takeover bid being made).

#### **4.6 Web-based communication**

Announcements lodged with the ASX will be made available on the Company's web-site as soon as practicable after ASX confirms receipt of that information. All web-site information will be regularly reviewed and updated to ensure all information is current or clearly dated and archived

Shareholders are offered the option of receiving information via e-mail instead of post. E-mail messages may provide information directly or advise that the Company's web-site has been updated with a new announcement or other information.

It is the responsibility of the Chief Financial Officer to maintain and administer the Company's web- site.

#### **4.7 Periods prior to release of financial results**

During the period between the end of the financial year or half year and the release of actual results, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless that information has already been disclosed to the ASX.

If during the preparation of the financial statements, it appears that price sensitive information has not previously been disclosed, that information will be disclosed immediately and will not be held back for disclosure in the financial statements.

## 5. Review of Policy

The policy will be reviewed regularly periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

### Policy history

Last review: 30 June 2021 (effective)

Review frequency: Annually or as required

### Annexure 1:

The following information would require disclosure if material under Listing Rule 3.1

- (a) A transaction that will lead to a significant change in the nature or scale of activities of the Company's activities;
- (b) a material acquisition or disposal;
- (c) the granting or withdrawal of a material licence;
- (d) the entry into, variation or termination of a material agreement;
- (e) becoming a plaintiff or defendant in a material law suit;
- (f) the fact that the Company's earnings will be materially different from market expectations;
- (g) the appointment of a liquidator, administrator or receiver;
- (h) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (i) under subscriptions or over subscriptions to an issue of securities;
- (j) giving or receiving a notice of intention to make a takeover; and
- (k) any rating applied by a rating agency to the Company, or its securities and any change to such a rating.