



# Disclosure and communication policy

ShareRoot Limited (the Company)

ACN 063144865

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## 1 Introduction

### 1.1 Company's commitment to disclosure and communication

The Company is committed to the objective of promoting investor confidence and the rights of shareholders by:

- a) complying with the continuous disclosure obligations imposed by law;
- b) ensuring that Company announcements are presented in a factual, clear and balanced way;
- c) ensuring that all shareholders have equal and timely access to material information concerning the Company; and
- d) communicating effectively with shareholders and making it easy for them to participate in general meetings.

### 1.2 Purpose of this policy

This policy outlines corporate governance measures adopted by the Company to further its commitments. It seeks to incorporate:

- Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;
- the principles in ASX's Guidance Note 8 - Continuous Disclosure: Listing Rule 3.1; and
- disclosure obligations in the ASX Listing Rules ("**ASX Listing Rules**").

### 1.3 Application of this policy

This policy applies to all directors on the board of the Company ("**Board**"), as well as officers, employees and consultants of the Company.

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## **2 Continuous disclosure obligations**

### **2.1 Disclosure obligations**

The Company is listed on ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act 2001 (Cth) ("**Corporations Act**").

### **2.2 Immediate notification of information which may have a material effect on price or value**

The Company must immediately disclose to the market any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities. Disclosure is made by making an announcement to ASX.

Information will be taken to have a material effect on the price or value of the Company's securities if it would be likely to influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell the Company's securities. This type of information is price sensitive information.

Materiality is assessed using measures appropriate to the Company and having regard to the examples given by ASX in ASX Listing Rule 3.1.

If any material information disclosed to the market becomes incorrect, the Company must release an announcement correcting or updating the information.

### **2.3 Exceptions to disclosure of information**

Disclosure of price sensitive information is not required while the following paragraphs (a), (b) and (c) are satisfied:

- a) one or more of the following five situations 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 Company; or
  - v. the information is a trade secret;
- 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.

The Company must disclose the information to ASX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied.

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### **3 Disclosure roles, responsibilities and internal procedures**

#### **3.1 Role and responsibilities of the Company Secretary**

The Company has outsourced the company secretarial role. The Company Secretary is the person responsible for communication with ASX in relation to listing rule matters and also for the general administration of this policy.

The responsibilities include:

- (a) seeking to ensure that ASX is immediately notified of any information which needs to be disclosed;
- (b) reviewing Board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations;
- (c) maintaining a record of discussions and decisions made about disclosure issues with the Board.

#### **3.2 Other employees**

This policy is provided to all officers and relevant employees on appointment. They must read this policy so as to gain an appreciation of when to immediately refer any matter or event which may need to be disclosed to the Company Secretary.

This policy will be periodically reviewed and significant amendments made to this policy will be communicated to officers and relevant employees.

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### **4 Disclosure matters generally**

#### **4.1 Inform ASX first**

The Company will not release any information publicly that is required to be disclosed through ASX until the Company has received formal confirmation of its release to the market by ASX, unless otherwise permitted by the ASX Listing Rules.

#### **4.2 Speculation and rumours**

Generally, the Company will not respond to market speculation or rumours unless a response is required by law or ASX.

#### **4.3 False market**

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 give ASX the information needed to correct or prevent the false market.

#### **4.4 Trading halts**

If necessary, the Company Secretary and CFO may consider requesting a trading halt from ASX to ensure orderly trading in the Company's securities and to manage disclosure issues.

#### **4.5 Breaches**

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or ASX Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

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### **5 Market communication**

#### **5.1 Communication of information**

The Company Secretary will procure the posting on the Company's website (where applicable) relevant announcements made to the market and related information after they have been released to ASX following receipt of confirmation from ASX.

Material price sensitive information will be posted as soon as reasonably practicable after its release to ASX.

#### **5.2 Analysts and institutional investors**

The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Company. Only the Chairman, Chief Executive Officer, Company Secretary and other senior representatives of the Company approved by the Chairman are authorised to speak with analysts and institutional investors.

The Company's policy at these briefings is that:

- (d) the Company will not comment on material price sensitive issues not already disclosed to the market; and
- (e) any questions raised in relation to material price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

If a question is taken on notice and the answer would involve the release of material price sensitive information, the information must be released through ASX before responding.

#### **5.3 Inadvertent disclosure or mistaken non-disclosure**

If material price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, the Company Secretary must be contacted so that appropriate action can be taken including, if required, announcing the information through ASX and then posting it on the Company's website.

## **5.4 Media relations and public statements**

Media relations and communications are the responsibility of the Chief Executive Officer who is the spokesperson of the Company.

Any enquiry that refers to market share, financials or any matter which the recipient considers may have a material effect on the price of Company's securities must be referred to the Board.

No information is to be given to the media on matters which are of general public interest or which may materially affect the price of the Company's securities without the approval of the Board.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

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## **6 Shareholder communication**

### **6.1 Reports to shareholders**

The Company produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the ASX Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about the Company and its proposals in its reports to shareholders.

### **6.2 The Company's website**

The Company's website contains information about the Company including shareholder communications, announcements made to the market and related information. Investor information will be posted in a separate section on the website from other material about the Company.

Relevant press releases, Company financial announcements and financial data and the Company's charters and policies as relevant will also be available on the Company's website.

The website also provides information for shareholders to direct enquiries to the Company.

### **6.3 General meetings**

General meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting. The Company conducts its general meetings in accordance with the Company's constitution, the Corporations Act and the ASX Listing Rules.

## **6.4 Notices of meetings**

The Company seeks to ensure that the form, content and delivery of notices of general meetings will comply with the Company's constitution, the Corporations Act and ASX Listing Rules. Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting. The Company will place notices of general meetings and accompanying explanatory material on the Company's website.

## **6.5 Auditor to attend AGM**

The external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

## **6.6 Shareholder privacy**

The Company recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.

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## **7 Review and publication of this policy**

The Board may review this policy from time to time and make any changes it considers should be made. This policy may be amended by resolution of the Board.