

# Continuous Disclosure Policy



PEXA Group Limited (Company)

ACN 629 193 764

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## Document control

Title: Continuous Disclosure Policy Approved by the

Board on 17 December 2024

**Contact for inquiries and proposed changes:**

Company Secretary

## SCOPE

This policy sets out how PEXA Group Limited (PEXA Group) satisfied its obligation as a listed company to immediately disclose price sensitive information to the Australian Securities Exchange (ASX). It acknowledges the importance of PEXA Group's market announcements being accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

If you do not understand any part of this policy, or how it applies to you, you should raise the matter with your manager or one of the contacts listed at the end of this document.

This Continuous Disclosure Policy applies to all executive and non-executive directors, officers, employees, contractors and consultants of the Company and its subsidiaries (Personnel) wherever located (ie Australia, UK or any other location) .

## PURPOSE

This policy identifies the persons responsible for making decisions about what information will be disclosed to the market via ASX.

Guidelines are available to assist in understanding what information may be price sensitive, and therefore required to be disclosed to the market via ASX. However, the determination of whether information is price sensitive and whether an exception to the requirement to disclose applies is a matter for those with authority under this policy.

## DISCLOSURE REQUIREMENTS

PEXA Group must immediately notify the ASX of any information concerning PEXA Group that a reasonable person would expect to have a material effect on the price or value of PEXA Group securities ("price sensitive information"). Information is likely to have a "material effect" if it is likely that the information would influence investors in deciding whether to buy, hold or sell PEXA Group securities.

However there is an exception to this disclosure requirement.

Disclosure is not required whilst all three of the following conditions are met:

1. One or more of the following situations apply:
  - it would be a breach of a law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;

- the information is generated for PEXA Group's internal management purposes; or
  - the information is a trade secret; and
2. The information is confidential (and ASX has not formed the view that the information has ceased to be confidential); and
  3. A reasonable person would not expect the information to be disclosed.

## PEXA GROUP MUST GIVE ASX INFORMATION IT REQUESTS

If ASX considers that there is or is likely to be a false market in PEXA Group's securities and asks PEXA Group to give ASX information to correct or prevent a false market, PEXA Group must immediately give ASX that information.

This is the case even if the exception to the disclosure requirement may otherwise apply at that time.

## REPORTING INFORMATION TO DISCLOSURE OFFICERS

PEXA Group has established a Continuous Disclosure Committee (CDC) consisting of the:

- Group CEO & MD;
- Group Chief Financial Officer;
- Company Secretary and Corporate Counsel; and
- GM Investor Relations.

Each member of the CDC is a "Disclosure Officer" under this policy.

If any Personnel becomes aware of information that they consider is potentially price sensitive in respect of PEXA securities, they must immediately advise a member of the CDC or another member of the Executive Leadership Team (who must in turn notify a CDC member).

Potentially price sensitive information must be disclosed to a Disclosure Officer.

The Disclosure Officer will discuss the matter with other members of the CDC to determine if the information is possibly price sensitive. In this circumstance the CDC will be convened to consider the matter. External advisors will be invited to join CDC meetings as determined by CDC members, based on all relevant circumstances.

If the CDC clearly determines that there is no new materially price sensitive information, this will be noted and no further action taken. If the CDC determines that there is new materially price sensitive information (and market disclosure is required) or, the position is not clear or is uncertain, the CDC will consult with the PEXA Group Board Chair, and if necessary the Board.

Personnel must not disclose potentially price sensitive information to a third party (e.g. a supplier, contractor, customer) unless it has been disclosed to ASX or they have specific approval from a Disclosure Officer.

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## ROLES, RESPONSIBILITIES AND APPROVAL REQUIREMENTS

The types of ASX releases issued by PEXA Group and the approval and consultation requirements for ASX releases are set out in the table below.

	Description	Approval	Consultation
<b>Type A</b>	Releases dealing with matters of strategic significance to PEXA Group, or to PEXA Group’s reputation, major company transforming events or transactions and results or other earnings or outlook related announcements (including earnings upgrades and downgrades).	<ul style="list-style-type: none"> <li>• Board</li> <li>• (or if unavailable in required time frame Group CEO &amp; MD)</li> </ul>	<ul style="list-style-type: none"> <li>• Group CEO &amp; MD</li> <li>• Group CFO</li> <li>• Company Secretary and Corporate Counsel</li> <li>•</li> </ul>
<b>Type B</b>	Other releases relating to matters reserved to the Board under the Delegation of Authority Policy (e.g. major contracts and transactions not covered by Type A).	<ul style="list-style-type: none"> <li>• Group CEO&amp;MD</li> <li>• (or Board if required by Chairman)</li> </ul>	<ul style="list-style-type: none"> <li>• PGL Chair</li> <li>• Group CFO</li> <li>• Company Secretary and Corporate Counsel</li> </ul>
<b>Type C</b>	Administrative releases required by law or regulation (e.g. changes to issued capital, changes in Director shareholdings, etc).	<ul style="list-style-type: none"> <li>• Company Secretary</li> </ul>	<ul style="list-style-type: none"> <li>• N/A</li> </ul>
<b>Type D</b>	<p>1. "Holding statements" about price sensitive information in advance of a more detailed Type A or Type B Release being made (e.g. a release confirming the occurrence of an event and foreshadowing that more detailed information will be provided when available); or</p> <p>2. a request for a trading halt, in circumstances where the GROUP CEO &amp; MD reasonably believes that a trading halt or holding statement is necessary without delay in order to comply with PEXA Group’s Continuous Disclosure obligations.</p>	<ul style="list-style-type: none"> <li>• Group CEO &amp; MD</li> <li>• (or if unavailable in required time frame Group CFO)</li> </ul>	<ul style="list-style-type: none"> <li>• PGL Chair</li> <li>• Group CFO</li> <li>• Company Secretary and Corporate Counsel</li> <li>•</li> </ul>
<b>Type E</b>	Other releases, not included in the above categories (e.g. non price sensitive media releases).	<ul style="list-style-type: none"> <li>• Group CEO&amp;MD</li> <li>• (or Board if required by Chairman)</li> </ul>	<ul style="list-style-type: none"> <li>• PGL Chair</li> <li>• Group CFO</li> <li>• Company Secretary and Corporate Counsel</li> <li>•</li> </ul>

The consultation requirements in the table above require that input be sought from certain relevant executives. If an executive is not available in the time required to approve the announcement, the executive's delegate or deputy may be consulted or the approver can proceed without consulting that person.

In addition to the consultation requirements in the above table, depending on the subject matter of the disclosure, review and/or approval of a Board Committee may be required (see below).

Under the Listing Rules, PEXA Group may be required to make an announcement to ASX "immediately" (that is, promptly and without delay). The exact time period will depend upon the circumstances.

Where a person required to approve a release is not available in the time required to approve, the following alternates may approve:

Approver	Alternate Arrangements
Group CEO & MD	Duly appointed delegate, or failing that, the CFO.
Chairman	The Chair of the Audit and Risk Committee.
Board	Provided a quorum is present, no requirement for all Board members to be present.
Company Secretary and Corporate Counsel	General Counsel Australia

Once the relevant approval and consultation requirements have been satisfied, the Company Secretary or their delegate is authorised to lodge the relevant documents with the ASX.

## ROLE OF BOARD COMMITTEES

In the case of announcements to ASX that relate to periodic disclosure (i.e. annual and half year results), consultation or approval of any relevant Board Committee must be obtained where the Charter of a Committee requires it to review, approve and/or recommend to the Board matters which constitute or are included in an ASX release (e.g. Audit and Risk Committee to approve financial statements, Remuneration. Nomination and People Committee to approve remuneration report).

## PREPARING MARKET ANNOUNCEMENTS

Where it has been determined (in accordance with this policy) that information will be publicly disclosed, one or more CDC members will oversee preparation of that announcement. The CDC is responsible for satisfying itself that the content of any announcement is accurate and not misleading and supported by appropriate verification.

Where any information is reported under this Policy and the CDC determines that the circumstances are developing but the information is not presently disclosable, the CDC will oversee the preparation of a draft ASX announcement to facilitate immediate disclosure of the information if it later becomes disclosable.

The CDC will approve all ASX announcements, other than announcements of purely an administrative nature (which will be approved by the Company Secretary), or media releases that are not market sensitive, or announcements approved by the Board or CEO & MD, prior to release. The CDC's approval will be recorded by the Company Secretary.

The PEXA Group Board, CEO & MD and Company Secretary and Corporate Counsel, and their alternates (if any), are the only persons authorised to direct the release of ASX announcements.

## MANAGING MARKET SPECULATION AND RUMOURS

Market speculation and rumours, whether substantiated or not, have potential to impact PEXA Group. Speculation may also result in ASX formally requesting disclosure by PEXA Group on the matter. Speculation may also contain factual errors that could materially affect the Company.

PEXA Group's policy on responding to market speculation and rumours is that "the Company does not respond to market speculation or rumours". This policy must be observed by employees at all times. If a comment is to be made, that is a decision for the Group CEO & MD.

Guidance is available to employees on responding to requests from third parties (such as media, investors and government) and on required internal notifications.

PEXA Group's policy of no comment for employees extends to usage of social media.

## COMMUNICATION OF DISCLOSABLE INFORMATION

All market sensitive disclosure will first be made available on the ASX Market Announcements Platform (MAP).

Once PEXA Group has received an acknowledgement that the announcement has been released, PEXA Group may communicate the information to other stakeholders, such as media, analysts, shareholders and employees, via a number of channels and technologies including on its website, social media platforms and via email.

All information disclosed to ASX will be promptly placed on PEXA Group's website.

The Company Secretary will provide the PEXA Group Board with a copy of all market announcements promptly after release on the MAP.

## TIMING

PEXA Group must not release information publicly that is required to be disclosed through ASX until it has received formal confirmation of its release by ASX. The Company Secretary (or their delegate) will confirm that receipt in writing.



## AUTHORISED SPOKESPERSONS

The Chairman and the Group CEO & MD are authorised spokespersons for the Company.

When an ASX Release is approved under this policy, any additional persons authorised to act as spokespersons will be set out in the Release or otherwise authorised by the Group CEO & MD.

In accordance with PEXA's "Group-Public Comment" Policy, only authorised PEXA Group staff may communicate with third parties. PEXA Group will not disclose market sensitive information to any person outside of PEXA Group unless it has first provided that information to the ASX and received an acknowledgement that the information has been released. Personnel must not speak with the media, analysts, investors about any matters connected to PEXA Group (including any subsidiary or joint venture in which PEXA Group is involved) unless authorised to do so under this section. Speaking with these third parties can create high risks in relation to PEXA Group's continuous disclosure obligations. Personnel should not disclose or discuss market sensitive information with other PEXA Personnel.

## MEETINGS WITH INVESTORS AND ANALYSTS

PEXA Group will not disclose market sensitive information in any meeting with an investor or analyst before formally disclosing it to the ASX.

PEXA Group considers one-on-one discussions and meetings with investors and analysts as an important part of proactive investor relations. However, PEXA Group will only discuss previously disclosed information, or information that is not market sensitive, in such meetings.

The CDC must be advised immediately after those meetings in cases where information inadvertently discussed may need to be disclosed.

Before PEXA Group gives a new and substantive investor or analyst presentation, it will release a copy of that presentation to the ASX.

The Group CFO and the Investor Relations team will ensure that a file note is made of all meetings and briefings with investors or analysts.

Any PEXA Group employee at a meeting or briefing, who considers that market sensitive information has been raised, that previously has not been disclosed, must immediately refer that matter to a Disclosure Officer.

## NO EMBARGO OF INFORMATION

Information must not be provided to people (e.g. analysts or journalists), under an embargo arrangement in relation to any matter that is potentially the subject of this policy. This is because price sensitive information must be given to the ASX before it becomes known to anyone outside PEXA Group.

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## ANALYST REPORTS AND FORECASTS

The Group CFO or their delegate will monitor analyst reports and forecasts to determine whether the forecasts diverge materially from PEXA Group's relevant internal forecasts and (if applicable) any guidance published by PEXA Group. If so, the CDC will consider whether PEXA Group is required to make further disclosure.

## TRADING HALTS

As noted above, the Group CEO & MD has approval to request a trading halt (see Type D Releases above).

## BREACHES OF POLICY

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

## REVIEW OF POLICY

This policy will be reviewed annually or as otherwise deemed appropriate to ensure that it is operating effectively and to determine whether any changes are required. Any amendments to the policy must be approved by the Board, except for minor administrative updates and amendments, which may be approved by the Disclosure Committee.