



YellowBrickRoad
Wealth Management

CONTINUOUS DISCLOSURE POLICY

October 2020

1. INTRODUCTION AND APPLICATION OF THIS POLICY

Yellow Brick Road Holdings Ltd ACN 119 436 083 (the "**Company**") is an ASX listed company and is required to comply with the 'continuous disclosure regime' entrenched by section 674 of the Corporations Act 2001 and by ASX Listing Rule 3.1. The continuous disclosure regime requires listed companies to immediately disclose information which a reasonable person would expect to have a material effect on the price or value of the company's securities and to correct any material mistake or misinformation in the market. The continuous disclosure regime reflects the expectation of investors and the market to have ready access to that type of information.

This Continuous Disclosure Policy ("**Policy**") outlines the key principles of continuous disclosure which apply to all Employees and officers of the Company and its subsidiaries (together, the "**Group**").

2. MATERIAL INFORMATION

2.1 What is Material Information

The Board has adopted the following definition of "Material Information" based on ASX Listing Rule 3.1 and section 677 of the Corporations Act:

Material Information is information that a reasonable person would expect would, or 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.

Material Information in the context of this Policy, is Material Information which is not yet public or not publicly released. In the administration of this Policy, it will be for the Board to determine whether information is Material Information. Set out below is a non-exhaustive list of examples of information that may, depending on the circumstances, constitute Material Information requiring disclosure to the market:

- changes in capital structure;
- changes to the Board and/or the Managing Director;
- significant changes in the nature or scale of the Company's activities;
- information regarding changes in the holdings of substantial shareholders;
- a material acquisition or disposal;
- the fact the Company's earnings will be materially different from market expectations;
- the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by it or any of its child entities;
- a recommendation or declaration of a dividend or distribution;
- a recommendation or declaration that a dividend or distribution not be declared;
- undersubscriptions or oversubscriptions to an issue of Securities;
- becoming a plaintiff in a material law suit;
- the commission of an event of default under, or other event entitling a financier to terminate a material financing facility;
- giving or receiving a notice of intention to make a takeover; or
- the provision of, or a change to, the rating applied by any ratings agency to the Company or its Securities.

2.2 Immediate Disclosure of Material Information

ASX Listing Rule 3.1 (known as the continuous disclosure rule) requires ASX listed companies to immediately notify ASX of any information it becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of the company's securities, unless an exception applies as set out in section 2.3 below. Listing Rule 3.1 is the cornerstone of the continuous disclosure regime.

ASX Listing Rule 3.1 is given legislative support by section 674 of the Corporations Act, which imposes statutory liability for its breach in certain circumstances.

2.3 Exceptions to the Disclosure Requirements

ASX Listing Rule 3.1A sets out an exception to the requirement to make immediate disclosure of Material Information. The intention of the exception is to protect the legitimate commercial interests of companies and their shareholders by not requiring immediate disclosure in certain restricted circumstances.

The exception operates by providing that where all three elements defined in the exception are satisfied, the primary obligation in ASX Listing Rule 3.1 does not apply to the particular information. The three elements are:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential;
- (c) and 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; or
 - v) the information is a trade secret.

The exception operates only while all three requirements are satisfied. If one or more of the requirements ceases to be satisfied, the exception no longer applies and the entity must disclose the information immediately.

Any person in possession of information which falls within the exception must be conscious of the importance of safeguarding the confidentiality of the information to avoid premature disclosure. A leak of confidential information will immediately deny the Company the ability to withhold the information from the ASX and force the Company to make a 'premature' announcement, regardless of where the leak comes from.

2.4 Applying the Exceptions in Practice

Examples of the type of information that, depending on the circumstances, may not require disclosure include:

- (a) proposed acquisitions or disposals or other commercial arrangements under negotiation which remain confidential;
- (b) internal budgets, management accounts, business plans and market intelligence;
- (c) information prepared for lenders;

- (d) financing terms in the usual course; and
- (e) dispute settlement negotiations.

However, there may be a number of matters which are commercially sensitive, the disclosure of which would be detrimental to the Company and which may, depending on the circumstances, be required to be disclosed because they may not fall within the exceptions. Examples include:

- (a) a material allegation or investigation by a regulatory body;
- (b) material information about a 'complete' proposal;
- (c) material terms of settlement of a dispute which the parties wish to keep confidential and which is not supported by a court order of confidentiality; and
- (d) material terms of a trading agreement with a major supplier or customer.

Whether information of this type falls within one of the exceptions will depend on the facts.

3. RELEVANT INFORMATION

3.1 Identifying Relevant Information

The following officers should receive a copy of this Policy and be briefed on the continuous disclosure regime:

- (a) the Directors;
- (b) the Executive Chairman;
- (c) the CEO and/or COO; and
- (d) the General Counsel, Company Secretary and CFO.

In addition, each member of the executive team should receive a copy of this Policy and be briefed on the continuous disclosure regime.

In most cases, whether information must be disclosed will be self-evident on a simple application of the criteria outlined in this Policy. However, there will be instances where it is unclear whether the information needs to be disclosed. In these cases, it may be helpful to assess the information by reference to the questions set out below and to seek guidance from the Company Secretary and General Counsel:

- (1) "Would this information influence my decision to buy or sell securities in the entity at their current market price?"
- (2) "Would I feel exposed to an action for insider trading if I were to buy or sell securities in the entity at their current market price, knowing this information had not been disclosed to the market?"

If the answer to either question is "yes", then that should be taken to be a cautionary indication that the information may well be market sensitive and, if it does not fall within the exceptions to immediate disclosure set out above, the information may need to be disclosed to ASX under Listing Rule 3.1.

3.2 Continuous Disclosure in Practice

The Company may issue an announcement, where it is necessary to comply with the continuous disclosure obligations, for the purpose of correcting factual errors or responding to a formal request from ASX for information. To ensure that the share market is properly informed, the Company requires all senior managers, employees (including contractors, consultants or persons hired temporarily), professional advisers and directors to keep the Company Secretary informed about any potentially market

sensitive matters or information and that may require disclosure to the ASX.

The ASX suggests a number of practices which are included in this policy and inform the Company's approach to fulfilling its continuous disclosure obligations:

- (a) making holding announcements or applying for a trading halt, even where an exception to the disclosure obligation applies (e.g. for incomplete or uncertain proposals);
- (b) listed companies should respond to specific market rumours or those which cause market movement, even where no information can be provided other than denial of the rumours;
- (c) analysts must not be provided with any information which is material but not public and companies should consider whether it is appropriate to clarify historical information and correct any factual errors in analyst's assumptions;
- (d) the fact that information about a company is widely known does not relieve the obligation to disclose it to ASX;
- (e) a listed company must not release information having a material effect to the media (even on an embargoed basis) until the company has given the information to ASX and received an acknowledgment that ASX has released it to the market;
- (f) an entity is not required to disclose general information (e.g. the price of gas) unless that information has a particular effect on the entity, e.g. if a higher gas price means that the entity can no longer economically operate a power station.

3.3 Reporting Relevant Information

When any senior manager, employee (including contractors, consultants or persons hired temporarily), professional adviser or Director becomes aware of potentially market sensitive information, they should immediately advise full details to the Company Secretary, being the nominated Disclosure Officer who is responsible for communications with ASX.

The Company Secretary will then take the following steps:

- (a) assess whether disclosure is required;
- (b) consult with the Executive Chairman and advisors, as necessary;
- (c) prepare a Continuous Disclosure Announcement which is accurate, balanced and expressed in a clear and objective manner which allows investors to assess the impact of the information when making investment decisions;
- (d) gain approval for the Continuous Disclosure Announcement from the Board, where practicable, and then release the same. It shall be at the responsibility of the Company Secretary to ensure that the potential making of a Continuous Disclosure Announcement is brought to the attention of the Board, to enable receipt of their comments (if any) before a Continuous Disclosure Announcement is issued.

The Company Secretary is responsible for determining whether information is material and requires disclosure. Accordingly, this Policy requires all potentially material information to be reported to the Company Secretary even where the reporting person is of the view that it is not in fact 'material'. The person's view on materiality can (and should) be shared with the Company Secretary but will not be determinative.

For each set of Board papers there should be an agenda item entitled '*Continuous Disclosure Confirmation*'. In this item, the Board and Company Secretary should be advised either to:

- (a) confirm that there was no material brought to their attention requiring disclosure; or
- (b) outline material which had been disclosed or which may require disclosure.

It should be noted that the obligation to notify the ASX is an obligation to **notify immediately**, and the Company Secretary may not be able to wait for Board approval before doing so. Where an announcement must be made to the market immediately in order for the Company to comply with its continuous disclosure obligations and there is no time for the Company Secretary to obtain board approval for the announcement, the Company Secretary must obtain approval of the announcement from the Executive Chairman.

The Company Secretary is responsible for ensuring compliance with the continuous disclosure regulatory requirements and in particular:

- (a) educating directors and key employees;
- (b) establishing broad guidelines to assist in determining materiality;
- (c) overseeing and coordinating the continuous disclosure process, including lodging ASX announcements in relation to continuous disclosure matters;
- (d) reporting and making recommendations to the Board (or its delegated committee) with respect to continuous disclosure;
- (e) keeping records of all disclosures and all decisions not to disclose information;
- (f) monitoring continuous disclosure compliance; and
- (g) maintaining this continuous disclosure program.

The Board may at any time confer authority on any person (**Delegate**) to make and release a Continuous Disclosure Announcement having regard to any conditions or qualifications imposed on the Delegate on the exercise of that power by the Board. The power exercisable by the Board under this clause shall also include the power to revoke any delegation earlier granted. For the purpose of this clause, the authority of any person to make a Continuous Disclosure Announcement shall immediately cease upon:

- (a) their retirement, resignation or removal as an officer of the Company, in the case of a Director (including the Managing Director) or the Company Secretary, the CEO, CFO, COO or any other person employed by the Company with such delegated power; and
- (b) in the case of the Executive Chairman, the resignation or retirement or incapacity of the Executive Chairman to act as Executive Chairman notwithstanding that the Executive Chairman may continue to be a Director.

3.4 Broader Notification of Continuous Disclosure Notices

As much as possible, the Company Secretary shall ensure that internal procedures are adopted so that each Continuous Disclosure Announcement issued by the Company is immediately displayed on the Company's website.

4. FINANCIAL MARKETS AND MEDIA COMMUNICATION

4.1 Group or Adviser Briefings

In instances where the Company provides a new and substantive presentation to analysts, institutions, investors or others in any way related to the affairs of the Company, the Company should release a copy of the presentation materials to ASX ahead of the presentation.

4.2 Other Briefings

Having regard to the corporate governance principles and recommendations for the time being in place as promulgated by the ASX Corporate Governance Council, the Company will keep and maintain a summary

record for internal use of issues discussed at any other briefings including a record of those present (incorporating names of those present and contact details, as known) and the time and place of the meeting. If material information is inadvertently released during a briefing, it will immediately be released to the ASX.

4.3 Media Relations, Investor Relations and Public Statements

Any media enquiry, investor query or proposed public statement that relates to Material Information must be referred to the Company Secretary for consideration in accordance with the terms of this Policy.

The Company will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing that information to the ASX. It will also not provide such information 'off the record' or under an embargo arrangement prior to release to the ASX.

Employees and officers who are approached by the media or any external parties for information should observe the 'no comments' policy and notify the Company Secretary as soon as possible.

4.4 Communication blackout periods

To protect against inadvertent disclosure of price sensitive information, the Company imposes communication blackout periods for financial information between the end of financial reporting periods, at the end of June (full year) and December (half year) and the announcement of results to the market. During these periods the Company does not hold meetings or briefings to discuss financial information with individual investors, institutional investors, analysts or media representatives unless such meetings or briefings are the subject of a specific announcement to the market via ASX.

5. TRADING HALTS

In certain circumstances, the Company may need to request a trading halt from ASX to maintain the fair and informed trading of its securities.

A trading halt may be necessary where the Company is not in a position to give an announcement to the ASX and:

- (a) the Company's securities experience an unexplained price and/or volume change;
- (b) a confidentiality leak has occurred and it is having, or is likely to have when trading resumes, a material effect on the market price and/or traded volumes of the Company's securities; or
- (c) the ASX forms a view that a false market exists and asks the Company to release information to correct a false market and the Company is not able to make a release immediately.

The Board will make all decisions in relation to trading halts.

6. LIABILITY PROVISIONS

A contravention of the continuous disclosure obligations imposed by the Corporations Act can result in civil and criminal proceedings against both the Company and any person involved in the contravention.

7. REVIEW

The Board will review this Policy on an annual basis to check that it is operating effectively and whether any changes are required.

DEFINITIONS AND INTERPRETATION

Definitions

In this document, each term identified below in the left column has the meaning set out opposite in the right column:

Term

ASIC	The Australian Securities and Investments Commission
ASX	ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by it, as the case requires
ASX Listing Rules	The listing rules of ASX, as amended from time to time.
Board	The board of Directors of the Company.
Chairman	The Chairman of Directors
CEO	The chief executive officer or equivalent officer of the Company (by whatever title known).
CFO	The chief financial officer or equivalent officer of the Company (by whatever title known).
Company or YBR	Yellow Brick Road Holdings Ltd ACN 119 436 083.
Company Secretary	The Company Secretary of the Company with responsibility for communication with ASX
Continuous Disclosure Announcement	Any form of text issued in the name of the Company for the purposes of disclosing information of the kind identified in this Policy.
COO	The chief operating officer or equivalent officer of the Company (by whatever title known).
Corporations Act	The <i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
General Counsel	The general counsel or Head of Legal and Compliance for the Group
Group	The Company and its controlled entities