



G.U.D. Holdings Limited Continuous Disclosure Policy

G.U.D. Holdings Limited ACN 004 400 891

1. Background

GUD is committed to ensuring compliance with the general and continuous disclosure obligations contained in the Listing Rules of the Australian Securities Exchange (ASX) and the Corporations Act 2001 (Cth) relating to market sensitive information, and providing GUD security holders and the market with timely information about GUD activities.

Market sensitive information (sometimes referred to as “price sensitive information” is information that a reasonable person would expect to have a material effect on the price or value of GUD securities). However no disclosure is required if all three of the following criteria are met:

- (a) one or more of the following applies:
 - (i) it would breach the 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 internal management purposes; or
 - (v) the information is a trade secret; and
- (b) the information is confidential and the 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.

It is recommended that a lawyer be consulted when determining whether these criteria are satisfied and an exception to the disclosure obligation exists.

In accordance with these legal obligations, GUD’s policy is to immediately disclose all market sensitive information to ASX.

A summary of the continuous disclosure rules (including the definition of market sensitive information) is included in **Annexure A** and examples of potentially market sensitive information are included in **Annexure B**.

2. Discussion

All directors, executives, staff and employees of the GUD Group must strive to ensure GUD meets its continuous disclosure obligations including taking the following action:

- (a) immediately report potentially market sensitive information to the Company Secretary and the Disclosure Council;
- (b) immediately report to the Company Secretary and the Disclosure Council any situations where information that has been lodged with the ASX is or has become incorrect, false, misleading, or deceptive;
- (c) establish processes within their teams to ensure that potentially market sensitive information is immediately elevated to the Company Secretary and the Disclosure Council;

- (d) maintain and protect confidential information of the GUD Group, including by limiting the number of people who are given access to confidential information, ensuring that anyone receiving confidential information is bound by obligations of confidentiality and establishing appropriate procedures for the protection of financial information and information relating to significant projects; and
- (e) not use confidential information in a way that may injure or cause loss to the GUD Group, or to gain a personal advantage.

3. Reporting Structure and Constitution of Disclosure Council

The Disclosure Council is an executive Council which comprises the Managing Director and CEO, the CFO and the General Counsel & Company Secretary.

The Disclosure Council must do everything possible to obtain Board approval for material disclosures and if Board approval is not possible in the time available, to obtain the Chair's or another Director's approval.

The Disclosure Council is responsible for liaising and making decisions in relation to the disclosure of potentially market sensitive information, and the referral of information to the Board in accordance with this policy.

It is also responsible for ensuring that any urgently required disclosure is made in accordance with the law and with this policy and in those circumstances Disclosure Council decisions:

- (a) require a quorum of two members; and
- (b) may be approved by the GUD Managing Director and CEO if a quorum of the Disclosure Council is not available (or, if the GUD Managing Director and CEO is not available, the Chair of the Board).

The Company Secretary is responsible for administering this policy, including receiving reports, facilitating the decision-making process under this policy and liaising with ASX.

4. Releases to the Market

It is expected that where a market sensitive ASX release is expected to be released, the Board will be given the opportunity to review and approve that release.

In circumstances where it is not possible to provide the Board with such opportunity (e.g., an urgent release is required and Directors are unavailable, in order to comply with the continuous disclosure rules), two out of three members of the Disclosure Council are empowered to approve the ASX release. If possible, the Disclosure Council will consult with the Chair of the Board.

Any one member of the Disclosure Council or the Company Secretary is empowered to approve immaterial ASX releases (such as notices of changes to director shareholdings).

5. Public and Investor Communications

All directors, executives and employees must ensure that there is no disclosure of, or comment on, market sensitive information until that information has been released publicly through the ASX.

Further:

(a) only those persons set out below are authorised to speak about the affairs of the GUD Group:

Person	Permitted to speak:
GUD Chair, Managing Director and CEO or Chief Financial Officer (and at their invitation and under their supervision, each Divisional Managing Director and any investor relations advisor or consultant)	Where practicable, at least two Persons jointly, to investors, analysts, brokers and the media (noting that this may not be practicable for informal discussions and telephone calls)
Each Divisional Managing Director	to the media, but only in relation to information concerning their respective divisions (for example, new product launches or marketing communications)*
GUD Chair and each Director	At least two Persons jointly, to proxy and shareholder representative firms
Company Secretary or their delegate	to ASX

*it is required that the Managing Director and CEO be consulted beforehand if there is any information in the communication which affects, reflects or relates to the broader GUD Group.

(b) In relation to investment community briefings:

- requests for such briefings made directly to divisions should be referred to the Disclosure Council
- any written or electronic information to be used at investment community briefings will be disclosed to the ASX prior to the briefing, unless it replicates information that has previously been disclosed to the ASX
- where practicable, it is desirable that participants maintain a written record of formal engagements with the investment community and any follow-up actions required.

(c) In relation to the conduct of media, public or investment community briefings:

- If an enquiry can only be answered by the disclosure of market sensitive information, GUD authorised spokespersons, directors, executives, staff and employees must refuse to answer the enquiry or take it on notice until the market sensitive information has been disclosed to the ASX.

6. Communication restriction (“blackout”) periods to prevent inadvertent disclosure

GUD will not hold briefings, meetings or interviews with the investment community, media or others during a communication restriction period to discuss financial information, or information that may impact on financial information.

Communication restriction periods are:

- from 15 June until the disclosure of its financial results for the year to the ASX (in relation to 30 June year-end reporting); and

- from 15 December until the disclosure of its financial results for the half year to the ASX (in relation to half-year reporting).

7. Market speculation

GUD generally does not respond to market speculation or rumours unless required to do so by law, at the request of the ASX, or otherwise as determined by the Board or Disclosure Council pursuant to this policy. All GUD personnel must abide by this principle.

8. Trading Halt

If the Company determines that a trading halt is necessary to ensure its compliance with its continuous disclosure obligations, it may apply to ASX for a trading halt in accordance with ASX Listing Rules. Any person or body authorised by this policy to approve a release to the market is also authorised to arrange for the Company to apply for a trading halt if one is necessary.

9. Breaches

Strict compliance with this policy is a condition of employment within the GUD Group. Breach of the continuous disclosure rules can expose GUD and individuals involved in the breach to penalties, third party claims, and reputational damage. A breach can also undermine confidence in the market for GUD securities. Individuals involved in breaching this policy may be subject to disciplinary action, which may include termination of employment.

10. Policy Approval and Amendment

This policy has been approved by the GUD Board, and cannot be amended without approval of the GUD Board.

11. Associated policies:

Administration Policy 8.1 Code of Conduct

Annexure A – Continuous Disclosure Rules

1. Continuous disclosure obligation

ASX Listing Rule 3.1 requires GUD to **immediately** disclose to the ASX any **market sensitive information** concerning GUD of which GUD is or becomes aware (subject to the exception in section 4 below).

The basic principle underlying the continuous disclosure framework is that timely disclosure to the market must be made of:

- (a) information which may affect the value of securities or influence investment decisions; and
- (b) information in which security holders, investors and the ASX have a legitimate interest.

See Annexure B for a detailed explanation and examples of market sensitive information.

GUD will be deemed to be aware of information if, and as soon as, an officer of GUD has, or ought reasonably to have, come into possession of the information in the course of his/her duties as an officer of GUD. The term 'officer' includes directors, the Company Secretary and senior managers or executives of GUD.

2. Exception to continuous disclosure obligation

An exception to GUD continuous disclosure obligations under ASX Listing Rule 3.1 applies where all of the criteria listed in (a) to (c) below are satisfied in relation to that particular information:

- (b) one or more of the following applies:
 - (i) it would breach the 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 internal management purposes; or
 - (v) the information is a trade secret; and
- (b) the information is confidential and the 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 Disclosure Council is responsible for determining whether any such exception applies at any particular time.

When GUD is relying on an exception to ASX Listing Rule 3.1, or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality protocols should be implemented to minimise the risk of any leak of confidential information.

3. False market obligation

If the ASX considers that there is, or is likely to be, a false market in GUD securities and asks GUD to give the ASX information to correct or prevent a false market, GUD must immediately give that information to the ASX. This obligation to give information to the ASX arises even if GUD considers that the exception outlined in section 4 above applies.

If GUD considers that there is, or is likely to be, a false market in GUD securities, it must immediately make a market release to correct or prevent a false market.

Annexure B – Market Sensitive Information

Information is 'market sensitive' if a reasonable person would expect that information to have a material effect on the price or value of GUD securities. Value is determined by reference to the market's assessment of the value of GUD securities.

A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in and hold securities for a period of time, based on their view of the inherent value of the security, in deciding whether or not to subscribe for, buy or sell, those securities.

Materiality must be assessed by considering all relevant information, including past ASX announcements made by GUD and other generally available information. Information may have a material impact on value, even though it may not translate into a material price movement (for instance, the price of GUD securities may hold steady despite a movement in the price of securities across the broader market or relevant sector).

Potentially market sensitive information that must be referred to the Disclosure Council in accordance with the reporting structure includes:

1. Financial performance

- (a) potential earnings variations between GUD internal forecasts or projections and market expectations for a particular reporting period that are:
 - (i) equal to or in excess of five per cent of earnings for the Group; or
 - (ii) less than five per cent of earnings for the Group,noting that market expectations for a particular reporting period may be influenced by:
 - (i) any earnings guidance released to the ASX by GUD in respect of the relevant reporting period;
 - (ii) analysts' and brokers' financial forecasts or projections for the relevant reporting period; and
 - (iii) GUD actual financial performance in the prior comparable period or to the extent reported for the period to date;
- (b) events, whether internal or external, that are likely to have a significant effect on financial performance – either for the current period or over a longer term. Examples include pandemics and associated government responses and cyber security incidents, including those that may result in material data breaches;
- (c) significant changes to asset values, including reserve estimates;
- (d) decisions regarding GUD dividends or distributions, significant changes to GUD capital structure or funding, or material events regarding GUD securities or financing; and
- (e) a change in the rating applied to GUD by a rating agency.

2. Non-financial performance

- (a) potential variations in expected performance against or ability to achieve public targets and commitments on non-financial matters, including public ESG targets and commitments; and
- (b) changes in qualifications and assumptions on which public targets and commitments on non-financial matters have been based, including public ESG targets and commitments.

3. Projects and contracts

- (a) a significant merger, acquisition or divestment;
- (b) significant developments in new projects or ventures that are material to GUD;
- (c) new contracts, orders or changes in supplier or customer arrangements that may be significant to GUD; and
- (d) significant information affecting joint venture partners, or non-wholly owned subsidiaries.

4. Market and industry information

- (a) media and analyst reports or market rumours which appear to contain or be based on credible market sensitive information that may impact on the price or traded volumes of GUD securities; and
- (b) industry issues which have, or which may have, a significant impact on GUD.

5. Board or senior management changes

- (a) changes to the GUD Board, CEO, CFO, Company Secretary, other Key Management Personnel (as defined for the purpose of the Remuneration Report) or the GUD auditor; and
- (b) agreements with GUD directors or their related parties.

6. Regulatory and litigation

- (a) decisions on significant issues affecting GUD by regulatory bodies, including the grant or withdrawal of a significant licence, or the commencement or resolution of a significant investigation;
- (b) significant litigation, or a change in law or regulatory requirements that could materially affect GUD businesses; and
- (c) significant changes in accounting policies, tax or other laws.

7. Reputation

- (a) an incident, matter or event adversely affecting the reputation of a business unit, division or GUD.