



**IXUP Limited**

**Corporate Governance Policies**

**Continuous Disclosure Policy**

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## 1. Continuous Disclosure Policy

This policy outlines the disclosure obligations of the Company as required under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules. The policy is designed to ensure that procedures for identifying and assessing information for disclosure are in place so that the securities exchange in which the Company's securities are listed is properly informed of matters which may have a material impact on the price at which the securities are traded.

The Company is committed to:

- (a) complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing Rules;
- (b) safeguarding the confidentiality of corporate information to avoid the selective or inadvertent disclosure of material price sensitive information;
- (c) ensuring shareholders and the market are provided with full and timely information about the Company's activities; and
- (d) ensuring that all market participants have equal opportunity to receive externally available information issued by the Company.

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 Disclosure officer

The Chief Executive Officer, Chief Financial Officer and the Company Secretary have been appointed severally as the Company's Disclosure Officers responsible for implementing and administering this policy. The Disclosure Officers are responsible for:

- (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.

In the absence of the Chief Executive Officer, Chief Financial Officer and Company Secretary, any matters regarding disclosure issues are to be referred to the Chair.

### 1.2 Material information

In accordance with ASX Listing Rule 3.1, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

ASX interprets "immediately" to mean "promptly and without delay". Although the length of time required to notify will depend on the circumstances, the information must be disclosed to the ASX as quickly as possible in the circumstances and must not be deferred or postponed to a later time.

The exceptions under ASX Listing Rule 3.1A provide that disclosure under ASX Listing Rule 3.1 is not required where all of the following three conditions are satisfied:

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

If an employee possesses inside information, the person must not:

- (a) trade in the Company's securities;
- (b) advise others or procure others to trade in the Company's securities; or
- (c) pass on the inside information to others, including colleagues, family or friends, knowing (or where the employee or Director should have reasonably known) that the other persons will use that information to trade in, or procure someone else to trade in, the Company's securities.

This prohibition applies regardless of how the employee or Director learns the information (e.g. even if the employee or Director overhears it or is told in a social setting). For further information please refer to the Company's Securities Trading Policy.

In accordance with ASX Listing Rule 3.1B, the Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market emerging in the Company's securities.

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

The Corporations Act defines a material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities.

### **1.3 Breach of continuous disclosure policy**

This policy applies to all Directors, officers, employees and contractors of the Company.

Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

## 1.4 Review of communications for disclosure

The Disclosure Officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:

- (a) media releases,
- (b) analyst, investor or other presentations,
- (c) prospectuses, and
- (d) other corporate publications.

Examples of information or events that are likely to require disclosure include:

- (a) financial performance and material changes in financial performance or projected financial performance;
- (b) changes in relation to directors and senior executives, including changes in the terms of employment of the Chief Executive Officer and the independence of directors;
- (c) mergers, acquisitions, divestments, joint ventures or material changes in assets;
- (d) significant developments in new projects or ventures;
- (e) material changes to the Company's security position;
- (f) material information affecting joint venture partners, customers or non-wholly owned subsidiary companies;
- (g) media or market speculation;
- (h) analyst or media reports based on inaccurate or out of date information;
- (i) industry issues which have, or which may have, a material impact on the Company; and
- (j) decisions on significant issues affecting the Company by regulatory authorities.

The Disclosure Officers must decide whether any information of which the Company is or becomes aware must be disclosed to ASX by assessing whether the information meets the market sensitive test in ASX Listing Rule 3.1 or whether it need not be disclosed due to the exception in ASX Listing Rule 3.1A.

Employees must ensure that they bring to the attention of the Disclosure Officers any information which could have a material effect on the price or value of the Company's securities. Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the Disclosure Officers will assess the circumstances with appropriate senior executives and if necessary, seek external professional advice.

A copy of new and substantive investor or analyst presentation materials will be released on ASX market announcements platform ahead of the presentation.

## 1.5 Reporting of disclosable information

Once the requirement to disclose information has been determined, the Disclosure Officers are the only persons authorised to release that information to the ASX. The Disclosure Officers will ensure that the Board receives copies of all material market announcements promptly after

they have been made.

Any disclosure made pursuant to this policy should contain sufficient detail for investors or their professional advisers to understand 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.

Information to be disclosed must be lodged immediately with the ASX. Any such information must not be released to the general public until the Company has received formal confirmation of lodgement by the ASX.

All information disclosed to the ASX in compliance with this policy must be promptly placed on the Company's website.

## **1.6 Authorised spokespersons**

The Company's authorised spokespersons are the Chairman and Chief Executive Officer. In appropriate circumstances, the Chief Executive Officer may from time to time authorise other spokespersons on particular issues and those within their area of expertise.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. If any staff receives a request for comment from an external investor, analyst or the media in relation to any matter concerning the Company they must advise that person that they are not authorised to speak on behalf of the Company and must refer the enquiries to the Chief Financial Officer or Chief Executive Officer. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

## **1.7 Market speculation and rumours**

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.

## **1.8 Trading halts**

The Company may, in exceptional circumstances, request a trading halt to maintain orderly trading in the Company's securities and to manage any disclosure issues.

No employee of the Company is authorised to seek a trading halt except for the Disclosure Officers.

## **1.9 Meetings and group briefings with security holders and analysts**

The Chief Executive Officer is primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contact for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are to be lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material will be posted to the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

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

one-on-one discussions and meetings with investors and stockbroking analysts are an important part of pro-active investor relations. However, the Company will only discuss previously disclosed information in such meetings.

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

During the time between the end of the financial year or half year and the actual results release, 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 the information to be discussed has already been disclosed to the ASX.

#### **1.11 Web-based communication**

The Company's website features discrete sections for shareholders and investors to ensure that such information can be equally accessed by interested parties. Such information will include:

- (a) annual reports and results announcements,
- (b) all other company announcements made to the ASX,
- (c) speeches and support material given at investor conferences or presentations,
- (d) company profile and company contact details, and
- (e) all written information provided to investors or stockbroking analysts.

Announcements lodged with the ASX will be placed on the Company's website as soon as practicable after ASX confirms receipt of that information.

Shareholders may be offered the option of receiving information via e-mail instead of post.

#### **1.12 Analysts reports and forecasts**

Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinion on strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price. The Company's comments on analyst reports will be restricted to:

- (a) information the Company has issued publicly; and
- (b) other information that is in the public domain.

Given the level of price sensitivity to earnings projections, the Company will only make comment to correct factual errors in relation to information publicly issued by other parties and Company statements.

#### **1.13 Review of Policy**

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

Date of approval: 2 May 2024 (effective)