



**AMA GROUP LIMITED**

**ACN 113 883 560**

**Continuous Disclosure Policy**

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## 1. INTRODUCTION

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

AMA Group Limited (AMA or the Company or Group) is committed to 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; and
- (c) ensuring that all shareholders have equal and timely access to material information concerning the Company.

### 1.2 Purpose of this policy

This policy outlines corporate governance measures adopted by the Company to ensure it carries out its obligations and commitments.

### 1.3 Application of this policy

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

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act 2001 (Cth)(Corporations Act) or the ASX Listing Rules and to personal penalties. Breaches of this policy may lead to disciplinary action.

## 2. MATTERS THAT MUST BE DISCLOSED

The Corporations Act and the ASX Listing Rules require the Company, as a company listed on the ASX, to comply with the ASX Listing Rules continuous disclosure obligations.

ASX Listing Rule 3.1 requires that the Company immediately disclose to the market any information of which the Company becomes aware 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 the ASX.

### 2.1 Material effect on the price or value of securities

A reasonable person is taken to expect information to have a material effect on the price or value of securities if it 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.

This type of information is referred to as 'price sensitive' information.

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

## **2.2 Information in the Company's knowledge**

The Company becomes aware of information if any of its Directors, Executive Officers or Senior Manager has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties.

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

Disclosure of price sensitive information is not required while the following is satisfied:

- 2.3.1 a reasonable person would not expect the information to be disclosed;
- 2.3.2 the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- 2.3.3 one or more of the following applies:
  - 2.3.3.1 it would be a breach of a law to disclose the information;
  - 2.3.3.2 the information concerns an incomplete proposal or negotiation;
  - 2.3.3.3 the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - 2.3.3.4 the information is generated for the internal management purposes of the Company; or
  - 2.3.3.5 the information is a trade secret.

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

## **2.4 False market**

If the ASX considers that there is, or is likely to be, a false market in the Company's securities and requests the Company to provide information to correct or prevent a false market, the Company must give the ASX the information requested to correct or prevent the false market. The obligation to give information arises even if the exceptions detailed above at paragraph 2.4 apply.

## **3. INTERNAL DISCLOSURE PROCEDURE**

### **3.1 Internal notification**

- 3.1.1 All Directors, officers and Senior Management must immediately notify the Company Secretary as soon as they become aware of any information that is not generally available, which may be price sensitive and which should be considered for release to the market.
- 3.1.2 The Company Secretary must review any information reported in accordance with paragraph (a), in consultation with the Group Chief Executive Officer (Group CEO), the Group Chief Financial Officer (Group CFO), the Chair of the Board and / or any Directors of the Company, as relevant, and determine whether any of the information is required to be disclosed to the ASX.

### **3.2 Approval of announcements**

Before the release of any announcement to the ASX:

- 3.2.1 relevant members of Senior Management and any relevant parties named in the announcement should be given the opportunity to review the announcement prior to its release in order to confirm that all information contained in the announcement is factually correct; and
- 3.2.2 the proposed announcement must be circulated to all Directors prior to release and approved by a majority of the Directors of which one must be the Chair of the Board.

## **4. MARKET COMMUNICATION**

### **4.1 Communication of information**

All ASX announcements made by the Company must be:

- 4.1.1 Factual and must not omit material information;
- 4.1.2 Expressed in a clear and objective manner;
- 4.1.3 Balanced in that both positive and negative information is disclosed; and
- 4.1.4 Made in a timely manner.

### **4.2 Disclosure must be made to ASX first**

The Company will not release or disclose any information publicly that is required to be disclosed through the ASX market announcements platform until the Company has received formal confirmation of its release to the market by the ASX.

### **4.3 Corrections and updates**

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

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

If price sensitive information is inadvertently disclosed or a Director, officer or employee becomes aware of information which should be disclosed, the Company Secretary must immediately be contacted so that appropriate action can be taken including, if required, releasing the information on the ASX platform.

### **4.5 Market speculation and rumour**

The Company does not, in general, comment on market speculation and rumour unless there are factual errors contained in the speculation that could materially affect the Company, or the Company receives a formal request from the ASX.

### **4.6 Trading halts**

If necessary, the Company Secretary with the agreement of the Chair of the Board, has the authority to request a trading halt from the ASX to ensure orderly trading in the Company's securities and to manage disclosure issues.

## 5. MEDIA AND ANALYSTS

### 5.1 Analysts and institutional investors

The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Company. Any financial and price sensitive information must only be disclosed if the information has previously been released to the ASX.

The Group CEO, Group CFO and Chair of the Board or other approved representatives of the Company are authorised to engage with analysts and institutional investors from time to time.

Any new or substantive investor or analyst presentation should be released on the ASX market announcements platform prior to the presentation being made.

The Company's policy at these briefings is that:

- 5.1.1 one-on-one and group briefings between the Company and analysts or investors must be restricted to discussions of previously disclosed information;
- 5.1.2 in responding to an analyst or investor query, only previously disclosed information may be discussed and all responses must be factual and balanced;
- 5.1.3 any questions raised in relation to price sensitive issues not already disclosed to the market will be taken on notice; and
- 5.1.4 if a question is taken on notice and the answer would involve the release of price sensitive information, if a response is made, the information must be released through the ASX before responding.
- 5.1.5 Unless approved by the Chair of the Board, no briefings, engagements or interviews with analysts, institutional investors or media, particularly relating to any financial relevant information, are permitted to be conducted during black-out periods or any other closed trading period as determined by the Chair of the Board from time to time.

At or after briefings, the Company personnel involved must consider the matters discussed at the briefings to ascertain whether any price sensitive information was inadvertently disclosed. If there has been inadvertent disclosure, paragraph 4.4 applies.

### 5.2 Analyst reports

If requested, the Company may review analyst reports. The Company's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally.

Comment or feedback will only be provided on financial forecasts, including profit forecasts prepared by the analyst, in relation to incorrect assumptions or factual inaccuracies. No comment or feedback will be provided on conclusions or recommendations set out in the report. The Company will communicate this policy whenever asked to review an analyst report.

### **5.3 Media relations and public statements**

All inquiries from the media must be referred to the Group CEO, the Group CFO or Chair of the Board.

Material information must not be selectively disclosed prior to being announced to the ASX. The Company must not provide interviews or information to the media that contain material or price sensitive information (even on an embargo basis) before that information has been disclosed to the market.

No employee may give an interview or make a presentation without the specific permission of the Group CEO and Group CFO or Chair of the Board.

## **6. RESPONSIBILITY FOR THIS POLICY**

The Company has nominated the Company Secretary as the person responsible for the implementation, operation and monitoring of this policy, in particular:

- liaising with the ASX in relation to continuous disclosure issues;
- overseeing and coordinating the disclosure of information to the ASX;
- ensuring that there are vetting and authorisation processes in place designed to ensure that Company announcements comply with the requirements set out in paragraph 4.1;
- ensuring that all Board members are promptly provided with a copy of all announcements made to the ASX;
- monitoring compliance with this policy;
- periodically reviewing the Company's disclosure procedures in light of changes to the ASX Listing Rules or the Corporations Act and recommending any necessary changes to the procedures.

## **7. PROMOTING AND UNDERSTANDING COMPLIANCE**

All Directors, officers, employees and contractors of the company must have access to this policy and be aware of the consequences of a breach of this policy.

## **8. REVIEW**

This policy will be reviewed regularly to ensure that it provides and continues to provide for and enable accurate, balanced and timely disclosure in accordance with the Corporations Act and the ASX Listing Rules.

This policy is available on the Company's website.