



## SCHEDULE 5: CONTINUOUS DISCLOSURE POLICY

PRIMERO GROUP LIMITED  
ACN 149 964 045  
(Company)

### SCOPE

1. This Policy applies to all executive and non-executive directors, officers, employees, contractors and consultants of the Company and its subsidiaries from time to time (**Personnel**).

### PURPOSE

2. The Company has adopted a set of procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001 (Cth).
3. ASX Listing Rule 3.1 details the Company's primary continuous disclosure obligations. The Company must immediately notify ASX of information that a reasonable person would expect to have a material effect on the price or value of the Company's securities when the Company becomes aware of the information (i.e. 'materially price sensitive information'), unless the materially price sensitive information falls within the exemptions in ASX Listing Rule 3.1A. In this context, ASX has confirmed in Guidance Note 8 that 'immediately' means 'promptly and without delay.'
4. The Company is committed to taking a proactive approach to continuous disclosure and creating a culture within the Company that promotes and facilitates compliance with the Company's continuous disclosure obligations

### RESPONSIBILITIES OF THE BOARD

5. The Company's board of directors (**Board**) bears the primary responsibility for the Company's compliance with its continuous disclosure obligations and is therefore responsible for overseeing and implementing this Policy. The Board makes the ultimate decision on whether there is any materially price sensitive information that needs to be disclosed to the ASX. It is a standing agenda item at all Board meetings to consider any information that must be disclosed to the ASX in accordance with the Company's continuous disclosure obligations.
6. The Company has appointed the Company Secretary as the Reporting Officer in order to streamline the day-to-day compliance with its continuous disclosure obligations. All directors are required to notify the Reporting Officer if they believe there is materially price sensitive information which requires disclosure to the ASX. All directors are encouraged to approach the Reporting Officer if they have any queries about what information should be disclosed to the ASX.

### RESPONSIBILITIES OF THE COMPANY SECRETARY

7. The Company has appointed the Company Secretary as its ASX liaison officer, being the person responsible for communicating with ASX with respect to all Listing Rule matters. The Company Secretary plays an important role in the Company's continuous disclosure compliance program and is responsible for:
  - 7.1 maintaining, and monitoring compliance with this Policy;
  - 7.2 liaising between themselves, the Board and the ASX;
  - 7.3 overseeing and coordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media, and the public;



- 7.4 coordinating education within the Company about its continuous disclosure obligations and disclosure compliance program;
- 7.5 review information obtained through the Company's reporting systems to determine whether the information is materially price sensitive information; and
- 7.6 providing reports to the board on the effectiveness of the continuous disclosure program.

## RESPONSIBILITIES OF THE AUTHORISED COMPANY SPOKESPERSON(S)

8. The Company has appointed the Chairperson and Managing Director, or in their absence their delegate, as authorised spokespersons. The above people are authorised to make any public statement on behalf of or in relation to the Company following approval of such statements by the Board. Such public statements extend to all responses by the Company to enquiries by the media, analysts or shareholders. All enquiries by regulators should be passed on to the Chairperson or Managing Director.
9. There must be no selective disclosure of materially price sensitive information. The spokesperson should not disclose any materially price sensitive information through public statements which has not already been released to the market through the ASX, but may clarify materially price sensitive information which has already been disclosed to the ASX. Prior to making any public statement, the spokesperson should liaise with the Company Secretary regarding the Company's disclosure history to avoid the inadvertent release of materially price sensitive information.
10. The Company may authorise other persons from time to time to make public statements in particular circumstances.
11. In the event of inadvertent selective disclosure of previously undisclosed materially price sensitive information, the person or persons involved should immediately contact the Company Secretary. The Board will determine as soon as practicable whether there is a need (based on who received the unintentional selective disclosure and the probability of dissemination) to disclose the materially price sensitive information to ASX, or to require that the party to whom the materially price sensitive information was disclosed enter into a written confidentiality agreement.

## RESPONSIBILITIES OF PERSONNEL

12. All Personnel are required to comply with this Policy and the Company's continuous disclosure obligations.

## REPORTING OBLIGATIONS

### INFORMATION TO BE REPORTED

13. Subject to the exemption in ASX Listing Rule 3.1A, the Company will notify the ASX as soon as it becomes aware of any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities and make all required securities exchange filings. Examples of types of information that could be materially price sensitive information include:
  - 13.1 material acquisitions or divestitures;
  - 13.2 transactions that will lead to a significant change in the nature or scale of the Company's activities;
  - 13.3 a material change in the Company's financial forecast or expected results;



- 13.4 declaration of a dividend;
  - 13.5 entry into, variation or termination of material agreements, including financing arrangements;
  - 13.6 events triggering material accelerations of, or increases in, financial obligations;
  - 13.7 a material change in accounting policy adopted by the Company;
  - 13.8 a rating applied by a rating agency to the Company or its securities, and any change in such a rating; and
  - 13.9 a significant change in market or regulatory conditions which is likely to have a material effect on the Company's results.
14. The above examples are indicative only, and are not exhaustive. Where the Reporting Officer is unsure whether information is materially price sensitive information, it should take a conservative view and report it to, or discuss it with, the Board. The Company's legal advisers should be consulted where the materiality of information or the obligation to disclose is unclear.
15. The Company must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgement that the ASX has released the information to the market.

#### CONFIDENTIAL INFORMATION

16. Certain materially price sensitive information does not need to be disclosed if it falls within the scope of the confidentiality exemption in ASX Listing Rule 3.1A. To fall within the exemption, all of the following conditions must be satisfied:
- 16.1 the information falls within one or more the following categories:
    - 16.1.1 it would be a breach of the law to disclose the information;
    - 16.1.2 the information concerns an incomplete proposal or negotiation;
    - 16.1.3 the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    - 16.1.4 the information is generated for internal management purposes of the Company; or
    - 16.1.5 the information is a trade secret; and
  - 16.2 the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
  - 16.3 a reasonable person would not expect the information to be disclosed.
17. Once the Reporting Officer determines that information is materially price sensitive information, the Board will consider the confidentiality of the matter and bears the sole authority to determine whether a matter should not be disclosed to the ASX on the basis of the confidentiality exemption.
18. The Reporting Officer should disclose all materially price sensitive information to the Board and should not make a final assessment whether materially price sensitive information should not be disclosed on the basis of the confidentiality exemption in ASX Listing Rule 3.1A. However, to assist the Board in making these decisions, the Reporting Officer should provide details as to why they consider the information may be confidential for the purpose of ASX Listing Rule 3.1A.
19. The Reporting Officer should take all necessary steps to maintain the confidentiality of all potentially confidential information. For example, potentially confidential information should not be disclosed to external parties except on the basis of a written confidentiality undertaking.
20. The Company has also put in place a review process which includes verification testing of content and a review and sign-off by management prior to the Board formally approving the release of any public information.



21. ASX Listing Rule 3.1B provides that if the ASX considers that there is, or is likely to be a false market in the Company's securities, and requests information from the Company to correct or prevent the false market, the Company must give the ASX the information needed to correct or prevent the false market (ie. a false market may cause the exemption to be lost).

#### REPORTING OBLIGATIONS OF THE REPORTING OFFICER

22. The Reporting Officer has the following reporting obligations in relation to information that potentially requires disclosure:
- 22.1 immediately report all potentially materially price sensitive information to the Board, either in writing or verbally;
  - 22.2 provide sufficient details of all information to allow the Board to form a view as to whether the potentially materially price sensitive information is in fact materially price sensitive and to prepare the appropriate form of disclosure to the ASX, if necessary; and
  - 22.3 state whether the Reporting Officer considers that the information is confidential for the purpose of ASX Listing Rule 3.1A and the reasons for forming that view.
23. In addition, the Reporting Officer should provide a formal report to the Board at the end of each month which either provides details of unreported potentially materially price sensitive information regarding their area of responsibility or states that the Reporting Officer is unaware of any unreported potentially materially price sensitive information at that time.

#### DEALING WITH ANALYSTS

24. The Company must not give analysts or other select groups of market participants any nonpublic materially price sensitive information at any time, such as during analyst briefings, when responding to analysts' questions or when reviewing draft analyst research reports. The Company may clarify or correct any errors of interpretation that analysts make concerning already publicly available information, but only to the extent that the clarification or correction does not itself amount to giving the analyst non-public materially price sensitive information (such as correcting market expectations about profit forecasts). Any non-public materially price sensitive information that may be inadvertently disclosed during dealings with analysts should be immediately disclosed to the ASX.
25. All information given to analysts at a briefing, such as presentation slides, and any presentation material from public speeches given by Board members or members of management that relate to the Company or its business should also be given to the Company Secretary for immediate release to the ASX and posted on the Company's website. The information must always be released to the ASX before it is presented at an analyst or investor briefing.

#### REVIEW OF ANALYST REPORTS

26. If requested, the Company may review analyst reports. The Company's policy is that it only reviews these reports to clarify historical information and correct factual inaccuracies (provided this can be achieved using information that has been disclosed to the market generally).
27. No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations detailed in the report. Company communicates this policy whenever asked to review an analyst report.

#### MARKET SPECULATION AND RUMOURS

28. In general, the Company does not respond to market speculation and rumours except where:
- 28.1 the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure in the ASX Listing Rules no longer applies;



- 28.2 the ASX formally requests disclosure by the Company on the matter (under ASX Listing Rule 3.1B); or
- 28.3 the Board considers that it is appropriate to make a disclosure in the circumstances.

- 29. Only authorised spokespersons may make statements on behalf of the Company in relation to market rumours or speculation. Any person within the Company should report market speculation or rumours to the Company Secretary immediately

#### TRADING HALTS

- 30. It may be necessary to request a trading halt from the ASX to maintain orderly trading in the Company's securities and to manage disclosure issues. The Board will make all decisions in relation to trading halts. No Company Personnel is authorised to seek a trading halt except with the approval of the Board.

#### WEBSITE

- 31. All Company announcements will be posted on the Company's website immediately after they are released to the ASX to provide accessibility to the widest audience.

### COMPLIANCE

- 32. Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Personnel. In serious cases, such action may include dismissal or termination of employment or engagement with the Company. Personnel should report all breaches of this Policy by any person to the Company Secretary.

### REVIEW OF THE POLICY

- 33. This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. Personnel should communicate all comments and concerns about this Policy to the Company Secretary.

### QUESTIONS

- 34. For questions about the operation of this Policy, please contact the Company Secretary.

### DEFINITIONS

- 35. In this Policy, the following definitions apply:

**ASX** means ASX Limited or the Australian Securities Exchange as the context requires.

**Reporting Officer** means the Company Secretary or other person appointed to this role by the Company from time to time.

**Shareholder** includes holders of shares, options or other securities of the Company.