

## **Continuous Disclosure Policy**

## 1. INTRODUCTION

### 1.1 Background

Zebit Inc. (**Company**) is committed to its obligations to keep its shareholders and the market fully informed of material information affecting the price or value of its securities. As a company listed on the Australian Securities Exchange (**ASX**), the Company has specific disclosure obligations under the ASX Listing Rules. The Company takes these obligations seriously and understands that complying with these obligations is essential to maintaining stakeholder confidence in the Company.

### 1.2 Application

This Continuous Disclosure Policy (**Policy**) applies to all directors, officers, employees, consultants and contractors of the Company (**Personnel**).

### 1.3 Objectives

The Company's board of directors (**Board**) has adopted this Continuous Disclosure Policy to:

- (a) establish Company procedures to ensure compliance with the ASX Listing Rules' continuous disclosure requirements;
- (b) ensure any disclosure of material information is clear, fair, prompt, balanced and objective;
- (c) ensure all Personnel are aware of the Company's disclosure obligations; and
- (d) build a Company culture which promotes open, proactive disclosure, to support the Company's compliance with its disclosure obligations.

## 2. DISCLOSURE OBLIGATIONS

### 2.1 Key obligation

Under ASX Listing Rule 3.1, the Company is required to immediately disclose to the ASX any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities (**Material Information**), unless the Material Information falls within a limited exemption specified in ASX Listing Rule 3.1A.

Material Information is information which would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

### 2.2 Exceptions

Under ASX Listing Rule 3.1A, the Company is not required to disclose material information if all of the following circumstances apply:

- (a) One or more of the following situations applies:
  - (i) It would be a breach of 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 Company; 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.

### **2.3 False market obligations**

Under ASX Listing Rule 3.1B, if the ASX:

- (a) considers that there is, or is likely to be, a false market in the Company's securities; and
- (b) asks the Company to give it information to correct or prevent a false market, the Company must immediately give the ASX the requested information (even if an exception would otherwise apply under Rule 3.1A).

## **3. COMPANY COMMITMENTS**

### **3.1 Compliance with disclosure obligations**

The Company will promptly and without delay disclose to the ASX any Material Information, unless exempted from disclosure under the ASX Listing Rules. Generally, a requirement to make a disclosure would generally be triggered by:

- (a) a major change in the Company's financial performance or outlook;
- (b) an important change to the Company's product;
- (c) a major accident;
- (d) a declaration of a dividend;
- (e) any major transaction or development that will lead to a significant change in the nature and scale of the Company's activities;
- (f) any material acquisition or disposal;
- (g) the granting or withdrawal of a material license;

- (h) entry into (or termination or variation of) a major contract;
- (i) a change to Board composition;
- (j) the Company becoming a plaintiff or defendant in a significant litigation;
- (k) any significant breach of contract or breach of statutory compliance;
- (l) the fact that the Company's earnings will be materially different from market expectations;
- (m) the appointment of a liquidator, administrator or receiver;
- (n) financial default by the Company;
- (o) under subscriptions or over subscriptions to an issue of securities;
- (p) giving or receiving a notice of intention to make a takeover; or
- (q) any rating applied by a rating agency to an entity or its securities and any change to such a rating.

The Company recognizes that this list is non-exhaustive. The Company will have regard to all surrounding circumstances when determining whether disclosure of information is required.

The Company recognizes that Material Information could emerge from any country where the Company conducts business activities.

#### **4. ROLES AND RESPONSIBILITIES OF PERSONNEL**

##### **4.1 Disclosure Officer**

The Company Secretary will act as the Company's Disclosure Officer on behalf of the Board.

The Disclosure Officer will administer and oversee the Company's compliance with its disclosure obligations and this Policy. The Disclosure Officer will comply with the Board's directions in this regard. The Disclosure Officer will have day-to-day responsibility for:

- (a) communication between themselves, the Board and the ASX in relation to disclosure matters;
- (b) reviewing information referred to the Disclosure Officer and other relevant information (such as Board papers) and assessing whether it is Material Information;
- (c) assessing whether any Material Information is exempt from disclosure under ASX Listing Rule 3.1A;
- (d) reporting all potentially Material Information to the Board;

- (e) providing the Board adequate details of all information to enable the Board to determine whether the information is Material Information that the Company is obliged to disclose to the ASX;
- (f) providing the Board with the Disclosure Officer's view on whether Material Information is exempt from disclosure under ASX Listing Rule 3.1A;
- (g) coordinating the actual form of any required disclosure, including reviewing proposed ASX announcements and liaising with the Board or any other relevant Personnel in relation to the form of a proposed ASX announcement;
- (h) ensuring all ASX disclosures and planned public announcements are clear, factual, complete, balanced and objective;
- (i) ensuring:
  - (i) the Company receives ASX acknowledgement when an ASX announcement has been made; and
  - (ii) all ASX announcements are publicly posted on the Company's website as soon as reasonably practicable after receiving the acknowledgment;
- (j) keeping a record of ASX and other public announcements;
- (k) conducting regular reviews of this Policy and the Company's reporting and disclosure procedures, and reporting to the Board on their effectiveness; and
- (l) implementing supplementary guidelines and education about this Policy and the Company's disclosure obligations, as necessary.

## **4.2 The Board**

The Board and the Chief Executive Officer are principally accountable for the Company's compliance with its continuous disclosure obligations.

At all Board meetings, the Board will consider whether there is any information the Company must disclose to the ASX.

When the Disclosure Officer has referred potentially Material Information to the Board, the Board, or the Chief Executive Officer on the Board's behalf in circumstances where an urgent decision is required, or the Board has delegated the decision-making power to the Chief Executive Officer, will:

- (a) make a final decision on whether the information is Material Information;
- (b) consider the confidentiality of the Material Information;
- (c) make a final decision on whether the information should not be disclosed to ASX under ASX Listing Rule 3.1A; and
- (d) approve the final form of any ASX or other public announcements prior to their release.

If the Board is unable to reach a final decision as to whether information must be disclosed to the ASX, it should seek external legal or financial advice.

#### **4.3 Other Personnel**

All Personnel have a role in ensuring the Company complies with its continuous disclosure obligations. All Personnel are required to promptly notify the Disclosure Officer if they:

- (a) consider any Material Information must be disclosed to the ASX;
- (b) become aware of any market speculation or rumors which the Disclosure Officer may not be aware;
- (c) receive a disclosure-related enquiry from a regulator; or
- (d) become aware of a breach (whether intentional or inadvertent) of this Policy. All directors and other Personnel should contact the Disclosure Officer if they have any questions about this Policy or what information should be disclosed to ASX.

### **5. CONFIDENTIALITY**

#### **5.1 Confidentiality obligations**

All Personnel:

- (a) must keep confidential all company related matters which have not been publicly released; and
- (b) are responsible for ensuring that the Company's confidential information is properly safeguarded and not released prematurely.

If the Company does not disclose any Material Information under ASX Listing Rule 3.1A on the basis that it is confidential, all Personnel with knowledge of or access to the information must take all reasonably necessary steps to maintain confidentiality of the information. This may require Personnel to require third parties to enter into a confidentiality agreement with regard to the information.

### **6. PUBLIC COMMUNICATIONS**

#### **6.1 Authorized Company spokespersons**

No Personnel may make any public statement (including to the media, analysts and shareholders) on behalf of the Company unless they are authorized to do so (i.e. an **Authorized Spokesperson**). The following persons are Authorized Spokespersons:

- (a) the Chief Executive Officer;
- (b) the Chief Financial Officer;
- (c) the Board Chair where such person is not also the Chief Executive Officer; and
- (d) any other person who the Board expressly authorizes in writing to make a public statement on the Company's behalf.

Before making any public statement on behalf of the Company, an Authorized Spokesperson should liaise with the Disclosure Officer about the content of the statement to:

- (e) confirm whether the information is already in the public domain;
- (f) ensure compliance with the Company's continuous disclosure obligations; and
- (g) avoid release of exempt information.

All Authorized Spokespersons must ensure as far as possible that any public statement they make on behalf of the Company is clear, succinct and limited to matters within their area of responsibility and knowledge.

Any Personnel who makes a public statement on behalf of the Company must report the content of the statement to the Disclosure Officer.

Only an Authorized Spokesperson may make an ASX announcement after the proposed announcement has been approved by the Board.

## **6.2 No selective disclosure**

The Company and all Personnel:

- (a) must not selectively disclose Material Information to the public (including but not limited to the media, analysts and investors) prior to the Company disclosing the Material Information to the ASX; and
- (b) must not release any Material Information to the public until the Company has received ASX acknowledgement that the information has been released to the market.

The Company may conduct briefings and meetings with analysts and investors. The Company must ensure it does not give analysts and investors any Material Information which has not been disclosed to the ASX, including during briefings, when responding to questions or when reviewing draft analyst reports. The Company may correct errors made by analysts relating to public information, but must not provide non-public Material Information in the process. Prior to disclosing Material Information to analysts or investors, the Company must first:

- (c) disclose the information to the ASX; and
- (d) post the information on the Company's website.

The Board must pre-approve all planned briefings. Personnel must provide details of all information disclosed to analysts to the Disclosure Officer, who must release such information to the ASX and post the information on the Company's website. The Company must immediately disclose to the ASX any inadvertent public disclosure of non-public Material Information.

## **7. OTHER MATTERS**

### **7.1 Responding to media speculation and market rumors**

As a general rule, the Company and Personnel must not engage with or respond to media speculation or market rumors. Authorized Personnel may, subject to Board approval, respond to media speculation or market rumors where:

- (a) a response is required to comply with the Company's continuous disclosure obligations, including where:
  - (i) because of the media speculation or market rumors, Material Information has ceased to be confidential and is no longer exempt under ASX Listing Rule 3.1A; or
  - (ii) the Company must correct inaccurate information to avoid a false market in the entity's securities;
- (b) the ASX formally requests the Company to make a disclosure related to the media speculation or market rumor; or
- (c) the Board otherwise considers it appropriate to respond to the media speculation or market rumors in the circumstances.

### **7.2 Trading halts**

It may be necessary for the Company to request a trading halt from the ASX to ensure compliance with its continuous disclosure obligations. The Board will consider and make all decisions relating to whether the Company should request a trading halt in those circumstances.

## **8. COMPLIANCE WITH THIS POLICY**

### **8.1 Serious obligation**

Failure to comply with this Policy may result in the Company breaching the ASX Listing Rules or any other applicable law or regulation, harm the Company's reputation and may expose individual directors and officers to penalties. It is therefore imperative that all Personnel comply with this Policy.

### **8.2 Consequences of breach**

The Board will take any breaches of this Policy seriously. A breach of this Policy may result in disciplinary action, including termination of employment or engagement with the Company.

## **9. ADOPTION AND REVIEW OF THIS POLICY**

### **9.1 Adoption**

The Board adopted this Policy on August 20, 2020. It takes effect from that date and replaces any previous Company policy in this regard.

## **9.2 Review**

The Disclosure Officer is responsible for regularly (at least annually) reviewing this Policy in light of any changes to the ASX Listing Rules or other applicable law. This Policy can only be amended with the approval of the Board. The Disclosure Officer will communicate any amendments to Personnel, as appropriate.