
Continuous Disclosure Policy

Spirit Technology Solutions Ltd
ACN 089 224 402

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Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	Initial Continuous Disclosure Policy	Board	15 July 2020
2.0	Annual Review of the Policy	Board	15 July 2021
3.0	Annual Review of the Policy	Board	29 January 2025

Legislative and Regulatory Framework

Authority	Law, Resolution or Regulation
ASX Corporate Governance Council	ASX Corporate Governance Principles and Recommendation (4 th Edition) (" ASX Principles ") Recommendation 5.1 – 5.3
Australian Securities Exchange	ASX Listing Rules 3.1 – 3.1B Continuous Disclosure ASX Listing Rules Guidance Note 8 Continuous Disclosure (collectively " Listing Rules ")
Australian Government	Corporations Act 2001 (Cth) (" Corporations Act ")
ASIC	ASIC Regulatory Guide 62

Other Policy Details

Key Information	Details
Approval Body	Spirit Technology Solutions Ltd Board of Directors
Key Stakeholders	Spirit Technology Solutions Ltd Board of Directors Spirit Technology Solutions Ltd Senior Management
Responsibility for Implementation	Managing Director/ Company Secretary
Policy Custodian	Company Secretary
Next Review Date	January 2027

1. Introduction

- 1.1. This Continuous Disclosure Policy ("**Policy**") outlines the disclosure obligations of Spirit Technology Solutions Ltd (the "**Company**" and its subsidiaries, collectively, the "**Group**") as required under the Corporations Act and the Listing Rules.
- 1.2. The Policy is designed to ensure that procedures are in place so that the stock market 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.
- 1.3. The Company is committed to:
 - (a) complying with the general and continuous disclosure principles contained in the Corporations Act and the Listing Rules;
 - (b) preventing 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.

2. Scope

- 2.1. This Policy applies to all Board of Directors and employees of the Company, including temporary employees, interns and contractors/ consultants.

3. Non-Compliance with the Policy

- 3.1. Strict compliance with this Policy is a condition of employment with the Company. Breach of the general law relating to continuous disclosure rules can expose the Company and individuals involved in the breach to penalties, third party claims, and reputational damage. A breach can also undermine confidence in the market for the Company's securities.
- 3.2. Individuals involved in breaching this Policy may be subject to disciplinary action, which may include termination of employment.

4. Disclosure Officers

- 4.1. The Managing Director and the Company Secretary have been appointed as the Company's disclosure officers (the "**Disclosure Officers**") responsible for implementing and administering this Policy.
- 4.2. The Disclosure Officers are responsible for all communication with ASX and making decisions on what should be disclosed publicly under this Policy. For material matters requiring continuous disclosure, the Disclosure Officers will consult with the Board to ensure alignment with legal and regulatory obligations. The Board retains ultimate decision-making authority on significant disclosures, in accordance with sections 6 and 8 of this Policy.

- 4.3. In the absence of the Managing Director and Company Secretary, any material matters regarding disclosure issues are to be referred to the Chair of the Board.
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5. Material Information

- 5.1. In accordance with the ASX Listing Rules, the Company is required to immediately notify the market (via an announcement to the ASX) of any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.
- 5.2. Material information is defined as information that is likely to influence persons who commonly buy and hold securities in deciding whether to buy, hold, or sell the Company's securities.
- 5.3. Information need not be disclosed if:
- (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.
- 5.4. The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.
- 5.5. Note that 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.
- 5.6. An exception to the Company's continuous disclosure obligations under ASX Listing Rule 3.1 applies where certain material information does not need to be disclosed if each of the following exceptions listed in (a) to (c) are satisfied in relation to that particular information:
- (a) one or more of the following 5 situations applies:
 - (i) it would breach the law to disclose the information; or
 - (ii) the information concerns an incomplete proposal or negotiation; or
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or

- (iv) the information is generated for internal management purposes; or
 - (v) the information is a trade secret; and
 - (b) the information is confidential and 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.
- 5.7. If an employee is unsure whether an exception applies, they should speak with a Disclosure Officer.
- 5.8. The Board is ultimately responsible for determining whether any exception applies, and where an exception may apply this does not qualify or change the obligation of Directors and employees to communicate or report potential material price sensitive information under this Policy.
- 5.9. The Company must take preventive measures to limit or control potentially market sensitive information. These measures shall include (but are not limited to):
- (a) Non-disclosure agreements (“**NDA**”) are signed with third parties before disclosing any type of confidential information;
 - (b) Line managers should identify their employees in possession of material price sensitive information and notify the Disclosure Officers;
 - (c) Line managers should confine access to material price sensitive information on a “need to know” basis;
 - (d) material price sensitive information must be kept secure, protected by firewalls or through access controls.
- 5.10. 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 to the Chair, the Company Secretary and the Managing Director;
 - (c) changes in the Company’s auditor;
 - (d) mergers, acquisitions, divestments, joint ventures or material changes in assets;
 - (e) significant developments in new projects or ventures;
 - (f) material changes to the Company’s security position;
 - (g) material information affecting joint venture partners, customers or non-wholly owned subsidiary companies;
 - (h) media or market speculation;
 - (i) analyst or media reports based on inaccurate or out-of-date information;
 - (j) industry issues which have, or which may have, a material impact on the Company; and

- (k) decisions on significant issues affecting the Company by regulatory authorities.
- 5.11. The above examples are not exhaustive and there are many other examples of information that could potentially be material price sensitive information. For these purposes, “information” extends beyond matters of fact and includes matters of opinion and intention. It is not limited to information that is generated by, or sourced from within, the Company. Nor is it limited to information that is financial in character or that is measurable in financial terms.
- 5.12. 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/or the Board and if necessary, seek external professional advice.
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6. Review of Communications for Disclosure

- 6.1. 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.
- 6.2. All presentations to analysts and investors will be released to the ASX ahead of the presentation and will then be included on the Company’s website.
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7. Authorised Spokesperson

- 7.1. The Company may from time to time receive inquiries from the press, investors or others regarding affairs of the Company, rumours, or unpublished information. Unless otherwise authorised under this Policy, all employees are strictly prohibited from providing any comment in such instances, including, without limitation, rumours concerning additional securities offerings, acquisitions, dispositions, restructuring, or similar matters except as approved by the authorised spokesperson of the Company.
- 7.2. The Company’s authorised spokesperson is the Chair, and in his absence, the Managing Director. In appropriate circumstances, the Chair may from time to time authorise other spokespersons on particular issues and those within their area of expertise.
- 7.3. Employees are strictly prohibited from discussing any potentially material price sensitive information on social networks, forums or chat rooms.

8. Protocol in relation to the review and release of ASX Announcements

- 8.1. The Company's protocol in relation to the review and release of ASX announcements (and media releases) is as follows:
- (a) All material price sensitive announcements are to be circulated to, reviewed and approved by the Board. In the event the approval is withheld or unavailable from one or more Directors, the Company will take necessary steps to ensure that disclosure obligations are met promptly.
 - (b) Members of the Board are required to provide to the Managing Director or the Chair (or in their absence, the Company Secretary) with a verbal or written contribution to and/or approval of each announcement in accordance with this policy, prior to its release.
 - (c) Where practical any relevant parties named in the announcement should also be given the opportunity to review the announcement prior to its release, to confirm all information is factually correct.
 - (d) The Managing Director (and in his/her absence, the Chair of the Board) is to be given the final signoff before release to the ASX of the announcement.
- 8.2. The Board generally delegates the approval of immediate announcements to the Chair of the Board (and in his/her absence, the Managing Director).
- 8.3. The Company Secretary will generally circulate drafts of announcements to the Board before they are released to the ASX.
- 8.4. The Board, through the ASX Market Announcement Office platform, receives copies of all announcements promptly after they have been made.

9. Reporting of Disclosable Information

- 9.1. Once the requirement to disclose information has been determined, the Disclosure Officers are the only persons authorised to release that information to the ASX.
- 9.2. 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.
- 9.3. All information disclosed to the ASX in compliance with this Policy must be promptly placed on the Company's website.

10. Market Speculation and Rumours

- 10.1. 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.

- 10.2. If an Employee becomes aware of any market speculation or rumours of which the Company Secretary or Managing Director may not be aware, these should be reported to the Company Secretary or the Managing Director immediately.
 - 10.3. The Company will take proactive steps to avoid the emergence of a false market in its securities. If the Company becomes aware of a media or analyst report or market rumour that could lead to a false market, the Disclosure Officer will engage with the ASX to address the issue, even before receiving a formal request from the ASX.
 - 10.4. If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give the ASX information to correct or prevent a false market, the Company must immediately give that information to the ASX.
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11. Trading Halts

- 11.1. 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, where:
 - (a) there are indications that material price sensitive information may have leaked ahead of an announcement, and it is having or is likely to have when trading resumes, a material effect on the price or traded volumes of the Company's securities; or
 - (b) the Company has been asked by the ASX to provide information to correct or prevent a false market; or
 - (c) another circumstance has arisen that has been assessed as material price sensitive information.
 - 11.2. With regards to trading halts:
 - (d) The Board is ultimately responsible for all decisions in relation to trading halts.
 - (e) The Disclosure Officers are jointly authorised to request a trading halt. The circumstances giving rise to the request for the trading halt must then be considered by the Board at the first possible opportunity to determine what if any, further steps need to be taken by the Company.
 - (f) Where a trading halt request is made, the Company Secretary must promptly notify the Board.
 - 11.3. No employee of the Company is authorised to seek a trading halt except for the Disclosure Officers.
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12. Meetings and Group Briefings with Investors and Analysts

- 12.1. The Managing Director is primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contact for those parties.
- 12.2. 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 is to be posted to the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

- 12.3. The Company will not disclose material price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market.
- 12.4. The Company considers that one-on-one discussions and meetings with investors and stockbroking analysts are an important part of proactive investor relations. However, the Company will only discuss previously disclosed information in such meetings.

13. Periods Before Release of Financial Results

- 13.1. 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 market.

14. Analysts, Reports and Forecasts

- 14.1. Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinions 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.
- 14.2. 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.

15. Review of this Policy

- 15.1. This Policy cannot be amended without approval from the Company's Board.
- 15.2. This Policy will be reviewed at least **every two years** and when required, to ensure that it remains effective and meets the requirements of the Listing Rules and Corporations Act.
- 15.3. Any questions about the Company's continuous disclosure obligations or this Policy should be referred to the Company Secretary.