

# Continuous Disclosure Policy

## IPGA Limited ACN 126 188 538

### 1. Scope

The purpose of this policy is:

- (a) To ensure there are procedures in place so that share markets in which the company's shares are traded are properly informed of matters which may have a material impact on the price at which the shares are traded.
- (b) To ensure compliance with the Australian Securities Exchange listing rules and specifically Rule 3.1.

### 2. Performance Criteria

The Chief Executive Officer and the Chief Financial Officer (in consultation with at minimum 2 of the following 3 roles: the Chairman of the Board, the Chairman of the Audit and Risk Committee, the Company Secretary) shall have the joint responsibility of determining:

- (a) whether a matter would have a material effect on the price of IPGA shares and, therefore, should be considered disclosable;
- (b) in the case of a matter being assessed as likely to have a material effect whether the matter qualified for exemption from disclosure by addressing:
  - (i) whether the information falls within a category listed in paragraph (iii) of Listing Rule 3A(1);
  - (ii) whether the information is confidential, and then;
  - (iii) whether a reasonable person would not expect it to be disclosed.
- (c) If the matter is not likely to have a material effect on the price of IPGA shares, the CEO or CFO (in consultation with the Chairman of the Board, the Chairman of the Audit and Risk Committee and the Company Secretary) will assess whether a disclosure will, in any case, be made to keep the share market further informed.
- (d) If it is agreed that disclosure is required, the CEO or CFO shall draft an announcement to market and circulate the draft to the Chairman of the Board, the Chairman of the Audit and Risk Committee, the Company Secretary and all senior employees and/or consultants necessary to achieve accuracy of the information being released. Once the draft is approved, the Company Secretary or his nominee in his absence shall make the disclosure to the stock exchanges as appropriate.
- (e) To ensure the share market is properly informed, it is required that senior managers in the company and directors keep the CEO and the CFO informed of matters of a nature which they consider material and which they consider may require disclosure.
- (f) The Company Secretary shall keep a record of all announcements to the market and of all matters which in his experience require consideration of notification to the market. Where there is uncertainty, the Company Secretary shall keep a record of the issue on a Continuous Disclosure Assessment Form and where he/she deems it necessary, discuss the matter with the relevant stock exchange for clarification.

### 3. Notes

- (a) The company is obliged to make disclosure of information of which it becomes aware.
- (b) The company is deemed to have become aware of information where a director or executive officer has, or ought reasonably to have, come into possession of the information in the course of performance of duties as a director or executive.
- (c) The Corporations Act imposes penalties on listed companies for 'intentionally' failing to notify the securities exchange of information that is not generally available and that a reasonable person would

expect, if it were generally available, to have a material effect on the price or value of the shares. This means that the information would or would be likely to influence persons who commonly invest in securities in deciding whether or not to invest in the securities.

#### **4. General Rule**

Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect (see note below) on the price or value of the entity's securities, the entity must immediately tell ASX that information. This rule does not apply to particular information which each of the following applies.

- (a) A reasonable person would not expect the information to be disclosed.
- (b) The information is confidential.
- (c) One or more of the following 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 entity.
  - (v) The information is a trade secret.

#### **Examples**

- (a) The following information would require disclosure if material under this rule:
  - (i) change in the entity's financial forecast if previously disclosed or expectation if one has been created by the company;
  - (ii) the appointment of a receiver, manager liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by it or any of its child entities;
  - (iii) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the entity's consolidated assets; Normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case
  - (iv) a recommendation or declaration of a dividend or distribution;
  - (v) a recommendation or decision that a dividend or distribution will not be declared;
  - (vi) under subscriptions or over subscriptions to an issue;
  - (vii) a copy of a document containing market sensitive information that the entity lodges with an overseas stock exchange or other regulator which is available to the public. The copy given to ASX must be in English;
  - (viii) information about the beneficial ownership of securities obtained under Part 6C.2 of the Corporations Act;
  - (ix) giving or receiving a notice of intention to make a takeover;
  - (x) an agreement between the entity (or a related party or subsidiary) and a director (or a related party of the director).
- (b) Note: The Corporations Act defines material effect on price or value. The purpose of these provisions is that 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.