

## 1. SCOPE

This policy sets out the Credit Clear Limited's (Company) procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth).

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**).

## 2. PURPOSE

ASX Listing Rule 3.1 sets out the Company's primary continuous disclosure obligations. The Company must immediately notify the Australian Securities Exchange (**ASX**) of information that a reasonable person would expect to have a material effect on the price or value of the Company's securities (**Company Securities**) when the Company becomes aware of the information (ie. "materially price sensitive information"), unless the materially price sensitive information falls within the exemptions set out in ASX Listing Rule 3.1A. In this context, ASX has confirmed in Guidance Note 8 that "*immediately*" means "*promptly and without delay*".

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.

## 3. RESPONSIBILITIES OF THE BOARD

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 ASX. It is a standing agenda item at all Board meetings to consider any information that must be disclosed to ASX in accordance with the Company's continuous disclosure obligations.

The Company has appointed the Company Secretary as the ASX reporting officer (**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 ASX. All directors are encouraged to approach the Reporting Officer if they have any queries about what information should be disclosed to ASX.

## 4. RESPONSIBILITIES OF THE COMPANY SECRETARY

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:

- maintaining, and monitoring compliance with this Policy;
- liaising between themselves, the Board and ASX;
- overseeing and coordinating disclosure of information to ASX, analysts, brokers, shareholders, the media, and the public;
- coordinating education within the Company about its continuous disclosure obligations and disclosure compliance program;
- reviewing information obtained through the Company's reporting systems to determine whether the information is materially price sensitive information;

- monitoring the circumstances of the confidentiality of non-disclosed material price sensitive information so that appropriate disclosure can be made if the benefit of the confidentiality element of the exemption is lost; and
- providing reports to the board on the effectiveness of the continuous disclosure program.

### 5. RESPONSIBILITIES OF THE AUTHORISED COMPANY SPOKESPERSON

In order to ensure the Company meets its continuous disclosure obligations, it is important to exercise strict control over what is said publicly, and by whom.

The Company's authorised spokespersons are the Chairman and Chief Executive Officer as well as other persons authorised by the Chairman and Chief Executive Officer from time to time. They are the only Company representatives who may speak to the media or other external parties in relation to matters subject to this Policy.

If in doubt, authorised spokespersons will consult the Company Secretary about prior disclosures by the Company before speaking with external parties. When communicating with external parties, an authorised spokesperson:

- should ensure all comments relate to information within the public domain or are not material, as the disclosure of confidential information, even if inadvertent, may result in the information no longer falling within the exception to Listing Rule 3.1 and therefore becoming disclosable to ASX immediately;
- may clarify information that the Company has released to ASX but must not comment on materially price sensitive information that has not been released previously;
- should limit any comments to his or her area of expertise as much as possible; and
- should immediately contact the Company Secretary after the external communication is made if they believe that any confidential information may have been disclosed to determine whether any disclosure to ASX is necessary.

### 6. RESPONSIBILITIES OF PERSONNEL

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

### 7. REPORTING OBLIGATIONS

#### *Information to be reported*

Subject to the exemption set out in ASX Listing Rule 3.1A, the Company must notify 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 Securities and make all required securities exchange filings. Examples of types of information that could be materially price sensitive information include:

- material acquisitions or divestitures;
- transactions that will lead to a significant change in the nature or scale of the Company's activities;
- a material change in the Company's financial forecast or expected results;
- declaration of a dividend;
- entry into, variation or termination of material agreements, including financing arrangements;

- events triggering material accelerations of, or increases in, financial obligations;
- a material change in accounting policy adopted by the Company;
- a rating applied by a rating agency to the Company or its securities, and any change in such a rating; and
- a significant change in market or regulatory conditions which is likely to have a material effect on the Company's results.

The above examples are indicative only, and are not exhaustive. Where the Reporting Officer is unsure whether information is materially price sensitive information, they 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.

The Company must not release information that is for release to the market to any person until it has given the information to ASX and has received acknowledgement that ASX has released the information to the market.

### *Confidential information*

Certain materially price sensitive information does not need to be disclosed if it falls within the scope of the confidentiality exemption set out in ASX Listing Rule 3.1A. To fall within the exemption, all of the following three conditions must be satisfied:

1. the information falls within one or more the following categories:
  - it would be a breach of the law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for internal management purposes of the Company; or
  - the information is a trade secret; and
2. the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
3. a reasonable person would not expect the information to be disclosed.

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 ASX on the basis of the confidentiality exemption.

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.

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.

### *Review and authorisation of market announcements*

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. This process is to provide comfort that market announcements are accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

The Reporting Officer must provide each Board member a copy of all material market announcements promptly after they have been made.

ASX Listing Rule 3.1B provides that if 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 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*

The Reporting Officer has the following reporting obligations in relation to information that potentially requires disclosure:

- immediately report all potentially materially price sensitive information, either in writing or verbally, to the Chairman and Chief Executive Officer who shall consult and determine whether the information will be provided to the Board;
- provide sufficient details of all information to allow a view to be formed as to whether the potentially materially price sensitive information is in fact materially price sensitive and to prepare the appropriate form of disclosure to ASX, if necessary; and
- 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.

The Company is required, when lodging announcements, to advise whether the Company considers the announcement to be price sensitive (but ASX will have the last say on whether or not the announcement is price sensitive). In addition, the Company must nominate whether the subject matter of the announcement impacts any other ASX listed entity. ASX will then contact the named entity/entities as to whether that entity/those entities will be required to make a related announcement. ASX will then release the announcements simultaneously. To ensure the Company can comply with this requirement, employees must advise the Company Secretary when advising of a matter that may require disclosure, details of any ASX listed entities that may be impacted by the proposed announcement.

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*

The Company must not give analysts or other select groups of market participants any non-public 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 ASX.

When dealing with analysts questions that raise issues outside the intended scope of discussion:

- the Company must only discuss information that has been publicly released through the ASX; and
- if a question can only be answered by disclosing price sensitive information, the Company must decline to answer or take it on notice. The Company must announce the information through the ASX before responding.

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 ASX and posted on the Company's website. The information must always be released to ASX before it is presented at an analyst or investor briefing.

All meetings with analysts must be attended by at least two Company representatives.

### ***Review of analyst reports***

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).

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company communicates this policy whenever asked to review an analyst report.

### ***Market speculation and rumours***

In general, the Company does not respond to market speculation and rumours except where:

- the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure set out in the ASX Listing Rules no longer applies;
- ASX formally requests disclosure by the Company on the matter (under ASX Listing Rule 3.1B); or
- the Board considers that it is appropriate to make a disclosure in the circumstances.

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***

It may be necessary to request a trading halt from ASX to maintain orderly trading in the Company's securities and to manage disclosure issues. The Company's Company Secretary will make all decisions in relation to trading halts after consultation with the Chief Executive Officer and/or the Chairman. No Company Personnel is authorised to seek a trading halt except with the approval of the Company Secretary.

The Company Secretary must develop a template 'request for trading halt' letter ready for use at all times.

***Website***

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

**8. COMMUNICATION CHANNELS*****Website***

The Company will actively promote communication with shareholders through a variety of measures, including the use of the Company's website and email. The Company's reports and ASX announcements will be available to view and download from its website or the ASX website.

In particular, where appropriate, after confirmation of receipt by the ASX, the following will be posted to the Company's website:

- relevant announcements made to the market via the ASX;
- media releases;
- investment updates;
- Company presentations and media briefings;
- copies of press releases and announcements for the preceding three years; and
- copies of annual and half-yearly reports including financial statements for the preceding three years.

The Company will also maintain an email list to facilitate the distribution of the Company's announcements via email in a timely manner. The Company will also maintain an email address to allow shareholders to communicate directly with the Company via email, as well as with its share registry.

***Annual General Meeting***

In order to ensure a high level of accountability and to encourage shareholder identification with the Company's strategy and goals, the Board encourages full participation of shareholders at the Annual General Meeting.

The Company will use general meetings as a tool to communicate effectively with shareholders. Shareholders will have a reasonable opportunity to ask questions of the Board and otherwise to participate in the meeting.

The external auditor of the Company will be asked to attend each Annual General Meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

Important issues requiring shareholder approval are put to the vote of shareholders for their approval. The shareholders are also responsible for voting on the appointment of Directors. All substantive resolutions (that is, resolutions that are not procedural resolutions) will be conducted by a poll.

***Reports to Shareholders***

The Annual Report is distributed to all shareholders (unless a shareholder has specifically requested not to receive the Annual Report). The Board ensures that the Annual Report includes:



- relevant information about the operations of the Company during the year;
- changes in the state of affairs of the Company;
- details of future developments; and
- any other disclosures required by the Corporations Act.

The Annual Report will be posted on the Company's website and will be available for download. The Half-Yearly Directors' and Financial Report contains summarised financial information and a review of the operations of the Company during that period. Half yearly audited financial statements prepared in accordance with the requirements of the Accounting Standards and the Corporations Act are lodged with ASIC and the ASX. The half-yearly audited financial statements are sent to any shareholder who requests them.

#### *ASX Announcements*

Regular ASX announcements released by the ASX will be placed on the Company's website as soon as practicable after release.

## 9. COMPLIANCE

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.

## 10. REVIEW OF THE POLICY

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.

## 11. QUESTIONS

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

### Policy history

Date	Action	Description
18/08/20	Created	Initial version created by Company Secretary
19/08/20	Approval	Approved by the Board
08/11/21	Approval	Approved by the Board