

# CONTINUOUS DISCLOSURE POLICY

## 1. INTRODUCTION

As an entity listed on the ASX, Engenco Limited (**Engenco** or **Company**) and its Board of Directors are committed to complying with the continuous disclosure requirements imposed by the Corporations Act and the ASX Listing Rules.

This Continuous Disclosure Policy (**Policy**) sets out guidance and imposes responsibilities to ensure that Engenco meets its obligations and in doing so, promotes investor confidence in the integrity of the Company and trading in its securities.

## 2. SCOPE

This Policy applies to all directors and employees (including any temporary or contract staff) of Engenco and its controlled entities (**Engenco Personnel**).

## 3. PURPOSE

The purpose of this Policy is to establish a framework to ensure that:

- (a) Engenco, as a minimum, complies with its obligations under the ASX Listing Rules and the Corporations Act, and as much as possible seeks to achieve best practice; and
- (b) Engenco Personnel understand the Company's obligations and their role in ensuring compliance with those obligations.

## 4. LEGAL REQUIREMENTS

### 4.1 The primary obligation

The primary continuous disclosure obligation is contained in ASX Listing Rule 3.1, which states that:

*"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."*

### 4.2 What is material price sensitive information?

Under the ASX Listing Rules and the Corporations Act, a reasonable person is taken to expect that information would have a material effect on the price or value of Engenco's securities if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Engenco's securities. Such information is referred to as '**material price sensitive information**' in this Policy.

Further guidance on what is considered material price sensitive information is available in [ASX Guidance Note 8](#).

### 4.3 Examples of material price sensitive information

The following examples provide a guide as to the type of information that is likely to require disclosure:

- significant mergers, acquisitions/divestments, joint ventures or changes in assets;
- receipt or withdrawal of a material licence;
- entry into, variation or termination of a material agreement;
- changes in the Board of Directors or CEO;
- commencement or cessation of significant legal proceedings against or by the Company;
- a material change in the Company's financial forecasts or earnings when compared with market expectations;
- the appointment of a liquidator, administrator or receiver to the Company or any of its operating subsidiaries;
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- events regarding the Company's securities; or
- giving or receiving a notice of intention to make a takeover.

NOTE: This is not an exhaustive list.

#### **4.4 When will Engenco be taken to be aware of material price sensitive information?**

Under ASX Listing Rule 19.12, Engenco becomes aware of information if a director or executive officer of the Company has, or ought reasonably to have, come into possession of information in the course of the performance of their duties as a director or executive officer of Engenco.

Note: All Engenco Personnel must immediately notify the CEO and / or the CFO as soon as they become aware of information that may be material price sensitive information. (See paragraph 6.1 of this Policy.)

#### **4.5 Exception to immediate disclosure**

The requirement to immediately disclose material price sensitive information does not apply if the following criteria are satisfied:

(a) one or more of the following 5 situations applies:

- (i) it would be a breach of a 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.

**4.6 Disclosure to ASX first**

Engenco must ensure it does not communicate material price sensitive information to any external party until it has disclosed the information to the ASX and has received an acknowledgment from the ASX that the information has been released to the market.

**4.7 False market correction**

If the ASX considers that there is, or is likely to be, a false market in Engenco's securities and asks Engenco to give it information to correct or prevent a false market, Engenco must give the ASX that information. This obligation overrides the exceptions contained in paragraph 4.5 above.

**5. CONTINUOUS DISCLOSURE PRINCIPLES**

**5.1 Immediate notification**

If Engenco becomes aware of any material price sensitive information, it will notify the ASX promptly and without delay, unless an exception in the ASX Listing Rules applies.

**5.2 Immediate referral to the CEO / and or the CFO**

Engenco Personnel must notify the CEO and/or the CFO as soon as they become aware of information that may be material price sensitive information which has not been previously disclosed to the ASX. If in doubt, Engenco Personnel should consult with the CEO and/or the CFO to clarify whether or not any information is price sensitive.

**5.3 Confidentiality**

Engenco Personnel who possess information that may be material price sensitive information must preserve the confidentiality of that information until it is disclosed in accordance with this Policy.

**6. ROLES AND RESPONSIBILITIES**

**6.1 All Engenco Personnel**

All Engenco Personnel (including directors) are responsible for:

- (a) informing the CEO and / or the CFO immediately upon becoming aware of any information that may be material price sensitive information that has not been previously disclosed to the ASX; and
- (b) preserving the confidentiality of all material price sensitive information in their possession.

## 6.2 CEO and CFO

The CEO and CFO are responsible for:

- (a) the overall administration of this Policy;
- (b) assessing information that may be material price sensitive information that they become aware of, (including, where appropriate, discussing the information with relevant Engenco Personnel and seeking appropriate advice);
- (c) informing the Board of Directors (by way of the Chairman or the Chairman of the Audit and Risk Committee where the Chairman is unavailable) immediately where it appears that information is material price sensitive information;
- (d) coordinating the preparation of announcements for the approval of the Board of Directors and ensuring such announcements are factual, do not omit material information and are expressed in a clear and objective manner;
- (e) taking such action as considered necessary or appropriate to ensure that Engenco Personnel are aware of and understand the requirements of this Policy; and
- (f) complying with any additional procedures and guidelines as may be determined by the Board.

## 6.3 Board of Directors

The Board of Directors is responsible for:

- (a) approving this Policy and any amendments;
- (b) monitoring the effectiveness of Engenco's continuous disclosure compliance;
- (c) approving market announcements (other than purely administrative announcements which are delegated to the Company Secretary), and applications for trading halts;
- (d) establishing procedures and delegations to ensure the Company acts promptly and without delay in order to comply with its continuous disclosure obligations; and
- (e) undertaking a periodic review of this Policy.

## 6.4 The Company Secretary

The Company Secretary is responsible for:

- (a) all communications with the ASX;
- (b) where possible, providing all announcements to each director (other than purely administrative announcements) with reasonable notice prior to release, together with any supporting material that is appropriate in the circumstances;
- (c) preparing and releasing administrative announcements;
- (d) maintaining a register of ASX announcements;

- (e) arranging for ASX announcements to be posted to Engenco's website immediately after receiving an acknowledgement from the ASX that it has released the announcement to the market;
- (f) regularly reviewing the Policy for legislative changes or developments in best practice; and
- (g) supporting all Engenco Personnel to ensure compliance with this Policy.

## 7. TRADING HALTS

- (a) In certain exceptional circumstances it may be necessary or desirable to request a trading halt in Engenco's securities (for example where material price sensitive information has leaked and Engenco is not in a position to immediately provide an announcement to the ASX).
- (b) The Board of Directors will make decisions in relation to trading halts (and establish appropriate procedures and delegations to ensure that it can act promptly and without delay).

## 8. ANALYST AND INVESTOR BRIEFING POLICY

### 8.1 Investor briefing requirements

From time to time Engenco conducts analyst and investor briefings. The following requirements will apply to these briefings:

- (a) any written material used at briefings containing material price sensitive information must be provided in advance to the ASX;
- (b) no material price sensitive information may be disclosed unless it has been previously released to the ASX;
- (c) if material price sensitive information is inadvertently released during such a briefing, it will be immediately released to the ASX;
- (d) questions at briefings that deal with material price sensitive information, not previously disclosed, will not be answered; and
- (e) presentation material released to the ASX will be promptly placed on Engenco's website.

### 8.2 Authorised spokespersons

The only Engenco Personnel authorised to make any statements to analysts or investors on behalf of Engenco are the Chairman, CEO, CFO or their delegated nominees for a specific purpose.

## 9. MARKET SPECULATION AND RUMOURS

- (a) Market speculation and rumours, whether substantiated or not, have the potential to impact Engenco's share price. Speculation may also contain factual errors that could materially affect Engenco. As a general rule, Engenco will not comment on market speculation or rumours.
- (b) Engenco may, however, issue a statement in relation to market speculation or rumour where and when it considers it necessary to do so.

## 10. BREACH OF THIS POLICY

A breach of this Policy by may be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment in serious cases. Any breach of this Policy will be reported to the Board of Directors.

## 11. REVIEW AND AMENDMENT OF THIS POLICY

This Policy is to be reviewed periodically by the Board of Directors.

## 12. QUESTIONS

Any questions regarding this policy should be directed to the Company Secretary.