

## Continuous Disclosure Policy

The Company is listed on the New Zealand Stock Exchange (NZX) and must comply with the requirements of the Financial Markets Conduct Act 2013, and the NZX listing Rules. This policy sets out principles and guidelines to be followed by the Company's board and staff to ensure compliance with the continuous disclosure obligations of listed companies.

### Commitment to continuous disclosure

Third Age Health will support continuous and open disclosure of information by:

- Considering at each board meeting whether information needs to be disclosed
- Ensuring that all stakeholders have equal and timely access to information
- Ensuring that information provided to analysts is publicly available or not material information
- Effectively managing media relations.

### Responsibility

The Chief Executive Officer will be responsible for:

- ensuring the Company's compliance with its continuous disclosure obligation and this policy
- ensuring that all staff are aware of this policy and their obligations
- reviewing information to determine whether it is material information that requires disclosure to NZX; and
- reviewing and approving NZX announcements, in consultation with the board, having referred them to the board.

The board will make the final determination about whether information should be disclosed. In the event of an urgent need to disclose, the board chair has the authority to sign off announcements provided that the board chair is also an independent director. If the board chair is not an independent director, then the authority to sign off urgent announcements is passed to the chair of the audit committee.

## Disclosure Requirements

The NZX Listing Rules require the Company to release all material information concerning it to the NZX promptly and without delay as soon the Company is aware of the information. The Company will be 'aware' once a Director or senior manager has, or ought reasonably to have, come into possession of that information in the course of the performance of their duties, unless an exemption to those disclosure obligations applies and the Company chooses not to disclose the information.

Material information means any information related to the Company that:

- a reasonable person would expect, if it were generally available to the market to have a material effect on the price of the Company's securities; and
- relates to the Company's securities, or to the Company, rather than to securities or issuers generally.

A reasonable person is one who routinely invests in securities.

The Company will need to consider materiality in the context of the Company's size and the liquidity of its shares. While there are rules of thumb that anything that would move the price by more than 5% should be considered for materiality, NZX guidance is clear that a price movement may be negligible, but the information may still be material. The Company must disclose immediately on becoming aware of the material information, regardless of whether the information came from inside or out of the Company. Unless an exception applies, the Company may need to disclose information that is incomplete or before the exact extent of the materiality can be determined.

It may also be that misinformation exists about the Company that the Company needs to correct.

## Exceptions

Information that would otherwise need to be disclosed can be withheld when:

- a reasonable person would not expect it to be disclosed
- the information is confidential, and confidentiality is maintained, and
- one of the following applies:
  - release would be a breach of law
  - 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, or
  - the information is a trade secret.

Access to confidential information will be given to staff from time to time. It is critical that confidentiality is securely protected.

Material information must not be released to any third party until the material information has been disclosed to the NZX. Subject to ongoing compliance with continuous disclosure obligations, wherever practicable the Company will attempt to release material information outside market trading hours. The Company may need to seek a trading halt from NZX to allow an announcement to be prepared, although these are discretionary.

## **Examples**

Information that will, or may require disclosure includes (but is not limited to):

- changes to financial information or forecasts
- changes to projected earnings
- acquisitions or divestments
- entering into significant contracts
- material litigation, and
- changes to the board or senior management
- any arrangements between the Company and a director or person associated with a director.

An example of information that may be withheld is where the Company is negotiating to buy a new business, but all terms are not agreed and the matter is subject to confidentiality (and that confidentiality has not been breached).

## **Authorised Spokespeople**

The following people are authorised to communicate with media, analysts or stakeholders:

- Board chair
- Chief Executive Officer.

## **Compliance with the Company's continuous disclosure obligations and this policy**

Any questions about this policy or whether information is required to be disclosed should be referred to the Chief Executive Officer. It is critical that all staff comply with this policy.