



## **GREENCROSS HEALTH LIMITED**

**(The Company)**

### **CONTINUOUS DISCLOSURE POLICY**

#### **1. Introduction and Purpose**

- 1.1. The Company has established this Policy and supporting practices to ensure compliance with the NZX Listing Rules and applicable disclosure requirements of The Financial Markets Conduct Act 2013 ("FMCA").
- 1.2. This Policy reflects the Company's commitment to (a) maintain a fully informed market through effective communication with the NZX, the Company's shareholders, investors, analysts, media, and other interested parties (together "stakeholders"; and (b) providing all stakeholders with equal and timely access to material information concerning the Company that is accurate, balanced, meaningful and consistent.
- 1.3. The Policy applies to all directors of the Company (the "Board"), as well as officers, employees and contractors of the Company.

#### **2. Core Principle**

- 2.1. The Company is committed to notifying the market, through full and fair disclosure to NZX, of any material information related to its business, unless an announcement is not required under exclusions provided under listing rules and the Company chooses not to disclose the information. Material information is defined in section 231 of the FMCA and means any information that a reasonable person would expect to have a material effect on the price of the Company's securities. Materiality is assessed using measures appropriate to the Company and having regard to the examples given by NZX in section 3 of the NZ Listing Rules and the NZX Guidance Notes relating to Continuous Disclosure dated 1 January 2019.

#### **3. Escalation principles**

- 3.1. In order to ensure that directors and senior managers (as defined in the FMCA) are made aware of all potentially material information as soon as possible, the Company will establish escalation principles, together with supporting practices

to embed those escalation principles throughout the business. The Company will regularly review and, if necessary, amend its escalation principles and supporting practices to ensure the objective of timely notification of material information is achieved.

#### 4. **Approval of disclosures**

- 4.1. The Chief Executive Officer (CEO) and/or the Chief Financial Officer (CFO), in consultation with the Chair of the Board, shall approve the form and content of disclosure of material information to the market.
- 4.2. Any release considered under this Policy which includes disclosure of a profit projection or forecast shall be approved by the Chair of the Board following consultation with directors, in addition to the other approvals required under this policy.

#### 5. **Release of Information**

- 5.1. **NZX** – The CFO, or delegate, will coordinate the actual form of disclosure of the material information with the relevant members of management and make the disclosure to the NZX as required and concurrently circulate to the Board of the Company.
- 5.2. **Analysts/Shareholders** – All communications with market analysts or shareholders shall be conducted by the CEO and/or the CFO. No other employee shall communicate material information to analysts or shareholders unless specifically authorised by the CEO or CFO.
- 5.3. **Media** – No employee shall communicate any material information to the media unless such information has been released to NZX or is generally available in the market, unless specifically authorised by the CEO and/or the CFO.

#### 6. **Web-based Communications**

- 6.1. The Company's website is an important channel for releasing information to stakeholders. It features an investor section designed to ensure that relevant public information can be accessed by stakeholders. Such information may include:
  - 6.1.1. Company profile information;
  - 6.1.2. Annual reports and results announcement;
  - 6.1.3. Other Company announcements made to the NZX;

- 6.1.4. Written information provided to stakeholders at briefings, presentations, site visits, or conferences;
- 6.1.5. Dividend related information;
- 6.1.6. Shareholding related information including share registry contact details;
- 6.1.7. Key governance documents including Board Charters.
- 6.1.8. Information lodged with the NZX will be made available on the Company's website after the release of that information has been confirmed. Website information will be reviewed and updated to ensure all information is current, or appropriately dated and archived.

## **7. Analyst Forecasts and Reports**

- 7.1. The Company will survey broking analysts' financial and key operating metric forecasts in order to inform the Board of market expectations.
- 7.2. Any Company comment on analyst reports and forecasts will be restricted to information that the Company has publicly issued and other information that is in the public domain.
- 7.3. The Company will generally comment on publicly issued information and Company statements only to correct factual error.
- 7.4. If the Company becomes aware that, in general, the market's earnings projections materially differ from its own estimates, the Company may consider it appropriate to issue an earnings guidance or other statement.

## **8. Chat Rooms and Social Media**

- 9. GXH employees or associated persons must not participate in unauthorised chat room or social media discussions where the subject matter relates to the Company. Where social media platforms are sanctioned by the Company and in use as part of a legitimate business function such as marketing activity, spokespersons must be authorised by the CEO (or their delegate).

## **10. Inadvertent Disclosure or Market Non-disclosure**

- 10.1. If material information is inadvertently revealed or a director, officer or employee becomes aware of information which should be disclosed, the CEO or CFO must be informed immediately so that appropriate action can be taken including, if required, announcing the information through NZX.

## **11. False Market**

- 11.1. If a director, officer, or employee becomes aware of information which is materially false or misleading in the market relating to the Company, the CEO or CFO must be informed immediately so that appropriate action can be taken including, if required, making an announcement through NZX to prevent the development or subsistence of a false market (even if an exception to disclosure applies).

## **12. Breaches of Policy**

- 12.1. Any breach of this policy must be promptly reported to the CEO, CFO and the Chair of the Audit Committee.

## **13. Policy Review and Approval**

- 13.1. The Audit Committee will review this Policy at least annually and recommend any proposed changes to the Board for approval.