

Continuous Disclosure Policy

VGI Partners Global Investments Limited ACN 619 660 721

1. Introduction

- 1.1 Under the ASX Listing Rules, the Company must immediately disclose 'price-sensitive information' to the market that is not 'generally available'. Price-sensitive information is information that a reasonable person would expect to have a material effect on the price or value of the Company's securities.
- 1.2 The continuous disclosure regime under the ASX Listing Rules is given legislative force under section 674 of the *Corporations Act 2001* (Cth).
- 1.3 This policy embraces the principles contained in the ASIC Regulatory Guide 62 'Better Disclosure for Investors', ASX Guidance Note 8 'Continuous Disclosure: Listing Rules 3.1 – 3.1B' and the ASX *Corporate Governance Principles and Recommendations* (4th edition) published by the ASX Corporate Governance Council.

2. Defined terms

In this policy:

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited or the market it operates as the context requires.

ASX Listing Rules means the listing rules of ASX, as amended or waived from time to time.

Board means the directors of the Company from time to time, acting as a board.

Chair means the chair of the Board.

Company means VGI Partners Global Investments Limited ACN 619 660 721.

Company Secretary means a secretary of the Company, as appointed by the Board from time to time.

Corporations Act means the *Corporations Act 2001* (Cth), as amended or modified from time to time.

Disclosure Officer means the Company Secretary.

Group means the Company and its controlled entities (if any).

Manager means the investment manager engaged to manage the Company's investment portfolio, being Regal Partners Limited ACN 129 188 450.

Media Adviser means any media or investor relations adviser engaged by, and authorised to speak on behalf of, the Company.

3. Objective

The objective of this policy is to:

- (a) ensure that the Company immediately (meaning, 'promptly and without delay') discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the Corporations Act;
- (b) ensure that the officers, contractors and employees of the Company and others engaged in the Company's business are aware of the Company's continuous disclosure obligations;
- (c) promote investor confidence in the integrity of the market for its securities; and

- (d) establish procedures for:
 - (i) the collection of all potentially price-sensitive information;
 - (ii) assessing whether information must be disclosed to ASX under the ASX Listing Rules or under the Corporations Act and, if it is to be disclosed, that its announcement is factual, complete, balanced and expressed in a clear and objective manner that allows an investor to assess the impact of the information when making an investment decision;
 - (iii) releasing to ASX information determined to be price-sensitive information and required to be disclosed so that all investors have equal and timely access to this information; and
 - (iv) responding to any queries from ASX (particularly queries under ASX Listing Rule 3.1B).

4. Disclosure

- 4.1 The Board is ultimately responsible for approving and monitoring compliance with this policy.
- 4.2 Liability for a contravention of continuous disclosure obligations can extend to a person (director or executive) who is involved in a contravention of the continuous disclosure regime by a disclosing entity.
- 4.3 The Board will be consulted in relation to the disclosure (or non-disclosure) in accordance with **paragraph 7**. The form and content of any announcement in relation to a matter on which the Board is consulted under **paragraph 7.5** requires consideration and approval by the Board. The form and content of any announcement relating to a matter that is not a matter on which the Board is consulted under **paragraph 7.5** (but is more than merely routine) requires the consideration and approval of the Chair.

5. Disclosure Officer

- 5.1 The Board has appointed a Company Secretary to act as the Disclosure Officer.
- 5.2 The Disclosure Officer is the primary point of contact with the ASX and is responsible for:
 - (a) communicating with ASX about general matters concerning the ASX Listing Rules (in accordance with ASX Listing Rule 12.6);
 - (b) preparing, reviewing and approving routine administrative or procedural announcements;
 - (c) implementing and supervising procedures for reporting potentially price-sensitive information; and
 - (d) ensuring that the Board receives a copy of all announcements released by the Company on ASX promptly after release of such announcements.

6. Chair

- 6.1 The Chair (or his or her delegate) is responsible for the effective implementation of this policy.
- 6.2 The Chair's responsibilities include:
 - (a) assessing the possible materiality of information which is potentially price-sensitive;
 - (b) making decisions on information to be disclosed to the market;
 - (c) approving ASX announcements for release to market, other than routine administrative announcements or matters retained by the Board as set out in **paragraph 7.5**;
 - (d) seeking to ensure announcements are made in a timely manner, are not misleading, do not omit material information and are presented in a clear, balanced and objective way;
 - (e) reviewing the Company's periodic disclosure documents and media announcements before release to the market;

- (f) periodically monitoring disclosure processes and reporting;
- (g) ensuring officers, contractors and employees of the Company and others engaged in the business of the Company are aware of and adequately understand:
 - (i) the Company's continuous disclosure obligations;
 - (ii) their responsibilities in relation to the Company's continuous disclosure obligations and to protect the confidentiality of information (including, when instructing advisers or conducting negotiations in relation to any matter that may give rise to price-sensitive information); and
 - (iii) this policy; and
- (h) if the Chair (or his or her delegate) thinks it necessary, implementing training sessions for officers, contractors and employees of the Company and others engaged in the business of the Company in relation to the Company's continuous disclosure obligations, their responsibilities in relation to those obligations and the protection of confidential information and this policy.
- (i) The Chair will regularly report to the Board the following information;
- (j) communications with ASX under ASX Listing Rule 3.19B;
- (k) potentially price-sensitive information that has come to the Disclosure Officer's attention and that has not been disclosed to ASX; and
- (l) reasons why any potentially price-sensitive information was not disclosed (and especially if the Company is seeking to rely on the exceptions to ASX Listing Rule 3.1 (contained in ASX Listing Rule 3.1A) in deciding not to disclose that potentially material information).

7. Deciding if information should be disclosed

- 7.1 If an officer or contractor of the Company or other person engaged in the Company's business becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to the Disclosure Officer or the Chair. Such information shall be treated confidentially and should only be distributed on an "as needed basis" to persons who "need to know" who are bound to maintain the confidentiality of the information (such as professional advisors). Under no circumstances should information which could be market sensitive information be shared with any person who is not bound to maintain the confidentiality of the information. The Company Secretary, along with the investment or management team of the Manager (having regard to their areas of responsibility), must ensure there are appropriate procedures in place to ensure that all relevant information (i.e. any information that could be materially price-sensitive) is reported to them immediately for on-forwarding in accordance with this policy. It is important for employees (if any) and officers of the Company and the investment or management team of the Manager to understand that just because information is reported to the Disclosure Officer or the Chair that does not mean that it will be disclosed to ASX. It is for the Chair (subject to the Board's overriding authority) to determine whether information is material and requires disclosure. Accordingly, the Company's policy is for all potentially material information to be reported to the Disclosure Officer or the Chair even where the relevant reporting person is of the view that it is not in fact 'material'. The reporting person's view on materiality can (and should) be shared with the Disclosure Officer or the Chair but will not be determinative. A similar reporting obligation also arises where a non-executive director (in their capacity as a director of the Company) becomes aware of information that should be considered for release to the market.
- 7.2 Subject to the Board's overriding authority, the Chair is responsible in the first instance for deciding if information should be disclosed. Accordingly, all potentially price-sensitive information must be given to the Chair, or, in his or her absence, the Disclosure Officer for their consideration as to whether such information needs disclosure.
- 7.3 If the Chair or the Disclosure Officer (as applicable) decide that information is price-sensitive and therefore must be disclosed, the Disclosure Officer must:
- (a) prepare an ASX announcement disclosing that information; and
 - (b) provide that draft announcement to the Chair or, in the case of matters referred to in **paragraph 4.3 or 7.5**, the Board for its approval prior to release.

- 7.4 If in any doubt, the Chair or Disclosure Officer must refer the matter to the Board. The Chair, Disclosure Officer or the Board may, if necessary, seek external legal or financial advice.
- 7.5 Board approval and input will be required in respect of matters that are within the reserved powers of the Board and matters that are otherwise of reasonable consequence to the Company. Such matters will include:
- (a) the Company's half year or full year financial results;
 - (b) any matters which involve significant financial or reputational risk;
 - (c) significant profit upgrades or downgrades;
 - (d) dividend policy guidance or declarations;
 - (e) Company-transforming transactions or events; and
 - (f) any other matters that are determined by the Disclosure Officer or the Chair to be of fundamental significance to the Company.

Where an announcement is to be considered and approved by the Board, the Disclosure Officer must ensure that the Board is provided with all relevant information necessary to ensure that it is able to appreciate fully the matters dealt with in the announcement.

- 7.6 Where any information is reported as referred to in **paragraph 7.1**, and the Disclosure Officer or the Chair determine that the circumstances are developing but the information is not presently disclosable, the Disclosure Officer must oversee the preparation of an appropriate draft announcement to facilitate immediate disclosure of the information if it later becomes disclosable (for example, as a result of confidentiality being lost through a 'leak').
- 7.7 If the Chair or the Board (as applicable) decide that information is not price-sensitive, or does not have to be disclosed, the Disclosure Officer should maintain a record of how the information came to his or her attention and why it is not price-sensitive, or why it does not have to be disclosed.
- 7.8 If an officer or employee is in doubt about whether information is potentially price-sensitive, he or she must immediately give that information to the Chair or the Disclosure Officer for consideration.

8. Assessing if information is price-sensitive

- 8.1 Subject to the exception detailed in **paragraph 9.1**, the guiding principle is that the Company must immediately disclose to ASX any information concerning the Group that a reasonable person would expect to have a material effect on the price or value of its securities.
- 8.2 If information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of securities in the Company, it is material. Materiality must be assessed having regard to all the relevant background information, including past announcements that have been made by the Company and other generally available information. If there is any doubt, the information should be disclosed to the Chair or the Disclosure Officer for consideration.
- 8.3 Examples of the types of information that may need to be disclosed include:
- (a) a transaction that will lead to a significant change in the nature or scale of the activities of the Company or the Manager;
 - (b) a change in revenue or profit or loss forecasts that is materially different from market expectations;
 - (c) a change in asset values or liabilities;
 - (d) a change in a tax or accounting policy;
 - (e) a decision of a regulatory authority in relation to the Company or the Manager;
 - (f) a relationship with a new or existing significant customer or supplier;
 - (g) a formation or termination of a joint venture or strategic alliance;
 - (h) the granting or withdrawal of a material licence;
 - (i) an entry into, variation or termination of a major contract;

- (j) a significant transaction, such as an acquisition or disposal, involving the Company or the Manager;
- (k) giving or receiving a notice of intention to make a takeover;
- (l) any rating applied by a rating agency to the Company or its securities and any change to such a rating;
- (m) a labour dispute;
- (n) a threat, commencement or settlement of any material litigation or claim;
- (o) the appointment of a liquidator, administrator or receiver;
- (p) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (q) undersubscriptions or oversubscriptions to an issue of securities (a proposed issue of securities is separately notifiable to ASX under Listing Rule 3.10.3);
- (r) the lodging of a document containing price-sensitive information with an overseas exchange or other regulator so that it is public in that country; or
- (s) an agreement between the Company and one of its directors or one of their related parties.

8.4 There are many other types of information that could give rise to a disclosure obligation. For example, a development in a company affiliated with, but not controlled by, the Company may be price-sensitive when related to the Company itself.

9. Exception to disclosure and confidentiality

9.1 Under ASX Listing Rule 3.1A, the Company does not have to give ASX information if all three criteria set out below are met:

- (a) one or more of the following applies:
 - (i) it would be a breach of the 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 internal management purposes; or
 - (v) the information is a trade secret; and
- (b) the information is confidential and 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.

9.2 To rely on the exception, the above three requirements must all be satisfied. Should one of the requirements no longer be satisfied, then the Company can no longer rely on the exception and must disclose the information immediately to the market.

9.3 When the Company is relying on an exception to ASX Listing Rule 3.1, or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality protocols must be adhered to. A leak of confidential information will immediately deny the Company the ability to withhold the information from ASX and force the Company to make a 'premature' announcement.

9.4 ASX may form the view that information about a matter involving the Company ceases to be confidential if there is a reasonably specific and reasonably accurate media, analyst report, or rumour known to be circulating the market, about the matter, or if there is a sudden and significant movement in market price or traded volumes of the Company's securities that cannot be explained by other events or circumstances. If ASX forms such a view, ASX Listing Rule 3.1A will cease to apply and the Company will be obliged to release that information to the market.

10. False markets, market speculation and rumours

- 10.1 Market speculation and rumours, whether substantiated or not, have the potential to impact trading in the Company's securities. Speculation may also contain factual errors that could materially affect trading in the Company's securities.
- 10.2 The Company will monitor movements in the price and trading volumes of its securities, relevant news sources and enquiries from analysts or journalists to identify circumstances in which a false market may have emerged in the Company's securities.
- 10.3 If ASX considers there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent that false market, the Company must do so. The Disclosure Officer is responsible for giving the information to ASX. The obligation to give such information arises even if an exception to ASX Listing Rule 3.1, as referred to in **paragraph 9**, applies.
- 10.4 The Company's general policy on responding to market speculation and rumours is that it does not respond to market speculation or rumours. However, the Chair or the Board (as applicable) may decide to make a statement in response to market speculation or rumours if:
- (a) they consider that the Company is obliged at that time to make a statement to the market about a particular matter;
 - (b) they consider it prudent in order to prevent or correct a false market occurring in the Company's securities; or
 - (c) ASX asks for information.

11. Public release of disclosed information

- 11.1 The Company will publicly release all information disclosed to ASX under this policy by placing it on its website <https://www.vgipartners.com/lics/vg1/>.
- 11.2 The Company will not discuss or release any information publicly that it is required to be disclosed through ASX until the Company has received confirmation from ASX that the information has been released to the market.

12. Trading halts

- 12.1 The Company may ask ASX to halt trading in its securities to:
- (a) maintain orderly trading in the Company's securities; and
 - (b) manage its continuous disclosure obligations.
- 12.2 Decisions about trading halts will be made following consultation between the Chair, the Disclosure Officer and the Board where practicable.
- 12.3 If the Board cannot be assembled promptly and without delay, the Chair is authorised to instruct the Disclosure Officer to apply for a trading halt, ensuring the Board is informed of the trading halt as soon as practicable.
- 12.4 The Chair, the Disclosure Officer and the Board may consider a trading halt to be prudent if:
- (a) there are indications that the information may have leaked ahead of an announcement of price-sensitive information and is having, or (where the market is not trading) is likely when the market resumes trading to have, a material effect on the market price or traded volumes of the entity's securities;
 - (b) the entity has been asked by ASX to provide information to correct or prevent a false market;
 - (c) the information is especially damaging and likely to cause a significant fall in the market price of the entity's securities (e.g. information that the Board has resolved to appoint an administrator or that a lender has declared an event of default and appointed a receiver);

- (d) where the market is trading and the Company is not in a position to give an announcement to ASX immediately; or
- (e) where the market is not trading, the Company will not be in a position to give an announcement to ASX before trading next resumes.

13. Authorised spokespersons

- 13.1 Only the Chair (or his or her delegate), directors or senior managers (including portfolio managers) of the Manager and Media Advisers may speak on behalf of the Company to institutional investors, stockbroking analysts and the media.
- 13.2 The Chair, directors or senior managers of the Manager and Media Advisers may only clarify information that the Company has publicly released and must not comment on price-sensitive information that has not been released to the market.
- 13.3 The Company will not expressly or implicitly give institutional investors or stockbroking analysts earnings forecast guidance that has not already been released to the market.
- 13.4 If other employees of the Manager or the investment team engaged by the Manager are asked to comment by an external investor, stockbroking analyst or the media in relation to any matter concerning the Group or the Manager they must:
 - (a) say that they are not authorised to speak on behalf of the Company; and
 - (b) refer the investor, stockbroking analyst or media to the Disclosure Officer.

14. Briefings to institutional investors and stockbroking analysts

- 14.1 It is in the interests of shareholders that institutional investors and stockbroking analysts have a thorough understanding of the Company's operations and activities.
- 14.2 The Manager on behalf of the Company may hold one-on-one briefings with institutional investors and stockbroking analysts. At these briefings, the Manager may give background and technical information to help institutional investors and stockbroking analysts better understand the Company's operations and activities.
- 14.3 The Company may hold open briefings with institutional investors or stockbroking analysts to discuss information that has been released to the market.
- 14.4 Price-sensitive information that has not been released to the market must not be disclosed at one-on-one or open briefings.
- 14.5 If a question raised in a briefing can only be answered by disclosing price-sensitive information, employees must:
 - (a) decline to answer the question; or
 - (b) take the question on notice and wait until the Company releases the information to the market through ASX.
- 14.6 If an employee of the Manager participating in a briefing thinks that something has been raised that might be price-sensitive information that has not been publicly released or if there has been any inadvertent disclosure of price-sensitive information, the Manager must immediately inform the Chair or, if the Chair is unavailable, the Disclosure Officer.
- 14.7 Before any open briefing, the Company will inform the market about the briefing on its website and, if presentation slides will be used, those presentation slides will also be released to the market.

15. Presentation and briefing materials

- 15.1 Any presentation or briefing materials for open or one-on-one briefings in relation to the Company must be given to the Chair or the Disclosure Officer before the briefing to determine if they contain any price-sensitive information that has not been released to the market.

- 15.2 The Disclosure Officer will ensure that any investor presentation or other briefing materials in relation to the Company which are to be used for open investor meetings are released to ASX ahead of such investor presentation or briefing being given.

16. Briefing blackout periods

- 16.1 As part of the Company's management of investor relations, it or the Manager may conduct briefings with analysts or investors from time to time. However, the Company's policy for conducting these briefings will be to ensure that no material price-sensitive information is announced prior to it being announced to the market.
- 16.2 No investor briefing will be held during any 'blackout period' under the Company's Securities Trading Policy (as amended from time to time), except where the briefing is conducted following the release to ASX of the Company's half year and full year result announcements.
- 16.3 However, **paragraph 16.2** shall not apply in respect of any routine 'business development' or 'investor relations' outreach or engagement with investors in funds managed by the Manager or its related bodies corporate provided that:
- (a) such outreach or engagement does not relate to the Company or the its securities; and
 - (b) no information is conveyed to such investors regarding the Company which could potentially constitute non-public price-sensitive information concerning the Company or the its securities.

17. Review of reports by analysts

- 17.1 The Company is not responsible for, and does not endorse, reports by analysts commenting on the Company.
- 17.2 The Company does not incorporate reports of analysts in its corporate information, including on its website (this also extends to hyperlinks to websites of analysts).
- 17.3 If an analyst sends a draft report to the Company for comment:
- (a) employees must immediately send it to the Chair or, if the Chair is unavailable, the Disclosure Officer;
 - (b) any response to it will not include price-sensitive information that has not been disclosed to the market;
 - (c) it will only be reviewed to correct factual inaccuracies on historical matters and errors in underlying assumptions; and
 - (d) no comment will be made on any profit forecasts contained in it.
- 17.4 Any correction of a factual inaccuracy does not imply that the Company endorses an analyst research report.
- 17.5 A standard disclaimer will be made in any response to an analyst.

18. Informing employees

- 18.1 This policy or a summary of it will be distributed to employees of the Manager to help them understand the Company's continuous disclosure obligations, their individual reporting responsibilities and the need to keep the Company's information confidential.
- 18.2 The Company's Securities Trading Policy will also be distributed to employees. That policy also relates to the treatment of price-sensitive information.

19. Advisers

To ensure compliance with its listing obligations, the Company may from time to time require advisers to advise on its adherence to this policy and its continuous disclosure obligations more

generally. The Company may ask such advisers to sign a confidentiality agreement before disclosing any information to them.

20. Policy breaches

Non-compliance with this policy and therefore the continuous disclosure obligations may constitute a breach of the Corporations Act and the ASX Listing Rules. This may result in fines for the Company, personal liabilities for directors and other officers and damage to the Company's reputation. The Company takes continuous disclosure very seriously and will not tolerate any deviation from this policy by any person and will take disciplinary action where a contravention arises. Disciplinary action may include dismissal.

21. Questions

Any questions about the Company's continuous disclosure obligations or this policy should be referred to the Disclosure Officer.

22. Review and changes to this policy

22.1 The Board, will review this policy every two (2) years or as often as it considers necessary to ensure that it is operating effectively and to determine whether any changes are required to the policy.

22.2 The Board may change this policy from time to time by resolution.

23. Approved and adopted

This policy was last reviewed and adopted by the Board on 7 May 2024.