



# BWX Limited

ACN 163 488 631

## CONTINUOUS DISCLOSURE POLICY

### 1. Introduction

- 1.1 BWX Limited ACN 163 488 631 (**BWX** or the **Company**) is listed on the Australian Securities Exchange (**ASX**) and must comply with the continuous disclosure obligations contained in the *Corporations Act 2001* (Cth) (**Act**) and the ASX Listing Rules (**Listing Rules**). An overview of the applicable sections of the Act and Listing Rules is set out in **Appendix 1** to this Policy.
- 1.2 This Policy sets out key obligations and processes adopted by the Board to manage BWX's commitment.

### 1.2 Continuous Disclosure of Material Information

- 1.2.1 One of the most significant obligations imposed by the Act and the Listing Rules is the continuous disclosure to the market via the ASX of Material Information. This is a mandatory obligation.
- 1.2.2 In this Policy, **Material Information** is information that a reasonable person would expect to have a material effect on the price or value of the Company's shares.

### 1.3 Purpose

- 1.3.1 The purpose of this Policy is to:
- confirm that all of the Company's Directors and employees, contractors and consultants (**Employees**) are aware of the continuous disclosure obligations of the Company to satisfy the requirements of the ASX;
  - set out the procedures that apply to the central collection, control, assessment and if required, release to the ASX, of Material Information;
  - reflects the Company's commitment to meeting our shareholders' and other stakeholders' expectations for equal, timely, fair and transparent disclosure; and
  - highlights the importance of BWX's market announcements being accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

## 2. Policy

### 2.1 Disclosure Officer and Disclosure Committee

- 2.1.1 For the purposes of the compliance with the Company's continuous disclosure obligations under the Act and Listing Rules, the BWX Group CEO in consultation with their legal and corporate advisors severally has been designated as the Company Disclosure Officer (**Disclosure Officer**).
- 2.1.2 The Disclosure Officer, in consultation with at least two other members of **the Board**, is primarily responsible for:
- making decisions on what should be disclosed publicly under this Policy; and
  - confirming that this Policy is implemented and enforced and that all required Material Information is disclosed to the ASX as required by the Act and the Listing Rules.
- 2.1.3 In addition to assisting the Disclosure Officer with these responsibilities, the Board is responsible for:

- a) monitoring the Company's disclosure practices and making recommendations to the Board on updating this Policy as required;
- b) assisting Employees to understand what information may require disclosure to the market on the basis that it is market sensitive; and
- c) administering this Policy.

2.1.4 The Disclosure Officer has been designated as the person responsible for communication with the ASX in relation to Listing Rule matters under Listing Rule 12.6.

## **2.2 Responsibilities of Directors, Executives and Employees**

2.2.1 Listing Rule 3.1 applies to information that a Director or Executive Officer has in his or her possession, or ought reasonably to have in their possession. This means that Directors and Executive Officers must make sure they are up to date on all matters within their responsibility, so that the Company has sufficient information to manage its continuous disclosure obligations.

2.2.2 If an Employee becomes aware of a matter that may require disclosure, or is unsure whether information may be Material Information, they should immediately consult the Disclosure Officer.

2.2.3 Employees must make sure that the confidentiality of any information concerning the Company is maintained. If information loses confidentiality, the Disclosure Officer will then need to consider whether the information must be immediately disclosed to the ASX.

## **2.3 Compliance with Policy**

2.3.1 The Board may require the Company's external auditors to audit and report on compliance with this Policy.

## **3. Types of Information that May Require Disclosure**

### **3.1 Types of Information**

3.1.1 For assistance in determining if information is Material Information, Employees are to refer to the Disclosure Officer to determine if various types of information may be material and therefore may be required to be disclosed.

3.1.2 As a guide, the following types of information may be Material Information and therefore may be required to be disclosed:

- a) the financial results of the Company;
- b) projections of future earnings or losses;
- c) material changes in the Company's financial forecasts;
- d) a decision to pay, or a decision not to pay, a dividend;
- e) the approval of a share, option or debt issue and the under or over subscription of that issue;
- f) acquisitions, mergers, sales, joint ventures or takeovers;
- g) information about the Company's business direction, investments or asset purchases or sales;
- h) regulatory decisions or incidents that may affect the Company's ability to carry on normal operations;
- i) the threat, commencement or settlement of any material litigation or claim;
- j) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;

- k) the appointment of a liquidator, administrator or receiver;
- l) an agreement between the Company (or a related party or subsidiary) and a Director (or related party of the Director);
- m) any rating applied by a rating agency to the Company or its securities and any change to such a rating;
- n) a material change in any accounting policy adopted by the Company;
- o) a proposal to change the Company's external auditors;
- p) changes in senior management.

3.1.3 It should be noted that the above list is not an exhaustive one. There are many other matters which may give rise to Material Information. Where an Employee is in any doubt as to whether information is material, they must immediately raise it with the Disclosure Officer.

### **3.2 Market Speculation and Rumours**

3.2.1 It is the Company's policy not to comment on speculation or rumours unless a response is required by the Act or the Listing Rules. It is also the Company's policy not to comment on or endorse financial forecasts published by third parties. In certain circumstances, the Company may decide to issue an ASX announcement correcting misinformation or if it believes that an announcement is in the best interests of the Company and its shareholders.

### **3.3 Communications with Third Parties**

3.3.1 The Company will communicate with the investment community, including retail and institutional investors, analysts and investment banks. These communications may only be undertaken by persons authorised to do so on behalf of the Company. Material Information will not be released or discussed with the investment community before it has been disclosed to the ASX.

3.3.2 Communications with the media and responses to media inquiries are also restricted to persons authorised for that purpose. All media inquiries should be directed to the Company Secretary at first instance.

3.3.3 If a person connected with the Company receives a request for comment from a third party, that person must advise the third party that they are not authorised to speak on behalf of the Company and if appropriate, refer the inquiry to the Company Secretary at first instance.

3.3.4 The Company's Directors and Employees are not permitted to discuss the Company performance on social media such as stock market forums. The Company will monitor identified relevant social media when a market sensitive announcement is pending.

### **3.4 Pre-result Periods**

3.4.1 To guarantee compliance with its continuous disclosure obligations, in the period between the end of the Company's financial reporting periods and announcement of its financial results, the Company's Directors and Employees may not discuss financial information, broker estimates or forecasts with third parties, unless the information has previously been disclosed to the ASX.

3.4.2 During pre-result periods, the Company will not normally undertake one-on-one meetings between the Company's senior management and investment community representatives or the media.

### **3.5 Trading Halts**

- 3.5.1 In the interests of maintaining a fully informed, fair and transparent market, or where confidentiality of price sensitive information is lost and the Company is unable to make immediate disclosure, it may be necessary for the Company to request a trading halt from the ASX. The Disclosure Officer, in consultation with at least two other members of the Board, will make all decisions relating to a trading halt.

### **3.6 Inadvertent Disclosure**

- 3.6.1 If any price sensitive information is inadvertently disclosed by a Director or Employee of the Company to a party outside the Company, the Disclosure Officer must be immediately notified, in order that the information can be considered under The Company's continuous disclosure obligations.

### **3.7 Overview of Procedures**

- 3.7.1 For ease of reference, **Appendix 3** contains diagrams that summarise the procedures to be followed under this Policy.

## **4. Review of this Policy**

- 4.1 This Policy will be reviewed regularly by the Board, to check that it remains effective and consistent with all relevant legal pronouncements and best practice corporate governance principles and will make recommendations to the Board for updating of the Policy as required.

## **5. Adopted and approved**

- 5.1 This policy was approved and adopted by the Board on 3 June 2019, amended on 21 May 2020 and reviewed on 30 June 2021.

## Appendix 1

### Continuous Disclosure Obligations Overview of the Act and Listing Rules

#### 1. The Law

##### 1.1 Compliance with the Law

- (a) Section 674 of the *Corporations Act 2001* (Cth) (**Act**) requires that the Company comply with the provisions of the ASX Listing Rules (**Listing Rules**) relating to the continuous disclosure to the ASX of material information relating to the Company. The Act provides that if the Company has information that the continuous disclosure provisions of the Listing Rules require the Company to notify the ASX and that information:
  - (i) is not generally available; and
  - (ii) is information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of securities of the entity's shares,
- (b) the entity must immediately notify the ASX of that information in accordance with the Listing Rules.

##### 1.2 Material Effect of Information on the Company's Shares

- (a) Section 677 of the Act provides that:

*"A reasonable person would be taken to expect information to have a material effect on the price or value of securities of a disclosing entity if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities."*

##### 1.3 Breach - Offences, Infringement Notices and Liabilities

- (a) A breach of the continuous disclosure provisions of the Act is both a criminal and civil offence.
- (b) In addition, the Australian Securities and Investments Commission (**ASIC**) may issue an Infringement Notice for an alleged contravention of the continuous disclosure provisions under the Act.
- (c) A person who is involved in any contravention by the Company of its continuous disclosure obligations also commits a civil offence. However, a person will not be liable if the person can prove that they:
  - (i) took all steps (if any) that were reasonable in the circumstances to make sure that the Company complied with its continuous disclosure obligations; and
  - (ii) after doing so, believed on reasonable grounds that the Company was complying with its obligations.
- (d) A third party who incurs a loss as a result of a breach of the Company's continuous disclosure obligations may also commence action against the Company.

## 2. ASX Listing Rules

### 2.1 ASX Policy

- (a) The ASX's policy is that:

*“Timely disclosure must be made of information which may affect security values or influence investment decisions, and information in which security holders, investors and ASX have a legitimate interest.”*

### 2.2 Continuous Disclosure Obligation to Release Material Information

- (a) Listing Rule 3.1 contains the core continuous disclosure obligation which applies to the Company and all other listed entities. The Listing Rule provides:

*“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.”*

- (b) A reasonable person would expect information to have a material effect on the price or value of securities if the information would, or would be likely to influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell, the securities.
- (c) **“Immediately”** means promptly and without delay after becoming aware of the information. It means disclosing material information as quickly as possible, within the circumstances, and not putting it off to a later time.
- (d) Information that may affect the price or value of the Company’s shares or influence decisions taken by investors to buy or sell the Company’s shares must be disclosed publicly via the ASX “promptly and without delay”.

### 2.3 Possession of Material Information

- (a) Listing Rule 19.12 also provides:

*“An entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity.”*

- (b) An **“Executive Officer”** is any manager of the Company who is concerned with, or takes part in, the management of the Company.

### 2.4 Restricted Exemptions

- (a) Listing Rule 3.1A contains a restricted exemption for particular information while **each** of the following is satisfied in relation to the information:

- (i) **one or more** of the following conditions apply:
- it would be a breach of the law to disclose the information; or
  - the information concerns an incomplete proposal or negotiation; or
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
  - the information is generated for internal management purposes of the company; or
  - the information is a trade secret; **and**
- (ii) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; **and**
- (iii) a reasonable person would not expect the information to be disclosed.

## 2.5 Confidentiality

- (a) When the Company is relying on an exception to 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 the ASX and force the Company to make an announcement, regardless of where the leak comes from.
- (b) Information about a matter involving the Company may cease to be confidential if there is:
  - (i) a reasonably specific and reasonably accurate media or analyst report about the matter; or
  - (ii) a reasonably specific and reasonably accurate rumour known to be circulating the market about the matter; or
  - (iii) a sudden and significant movement in the market price or traded volumes of the Company's securities that cannot be explained by other events or circumstances.

## 2.6 False Market

- (a) Listing Rule 3.1B provides that where:

*“If ASX considers that there is or is likely to be a false market in an entity’s securities and asks the entity to give it information to correct or prevent a false market, the entity must give ASX the information needed to correct or prevent the false market.”*
- (b) There is likely to be a **false market** in the Company's shares in a number of circumstances including:
  - (i) where the Company has Material Information that has not been released to the market because it falls under the exemption in Listing Rule 3.1A; and
  - (ii) there is reasonably specific rumour or media comment in relation to the Company that has not been confirmed or clarified by an announcement to the market (via the ASX); and
  - (iii) there is evidence that the rumour or comment is having, or ASX forms the view that the rumour or comment is likely to have, an impact on the price of the Company's shares.

### Disclosure Committee Terms of Reference

#### Powers and Responsibilities

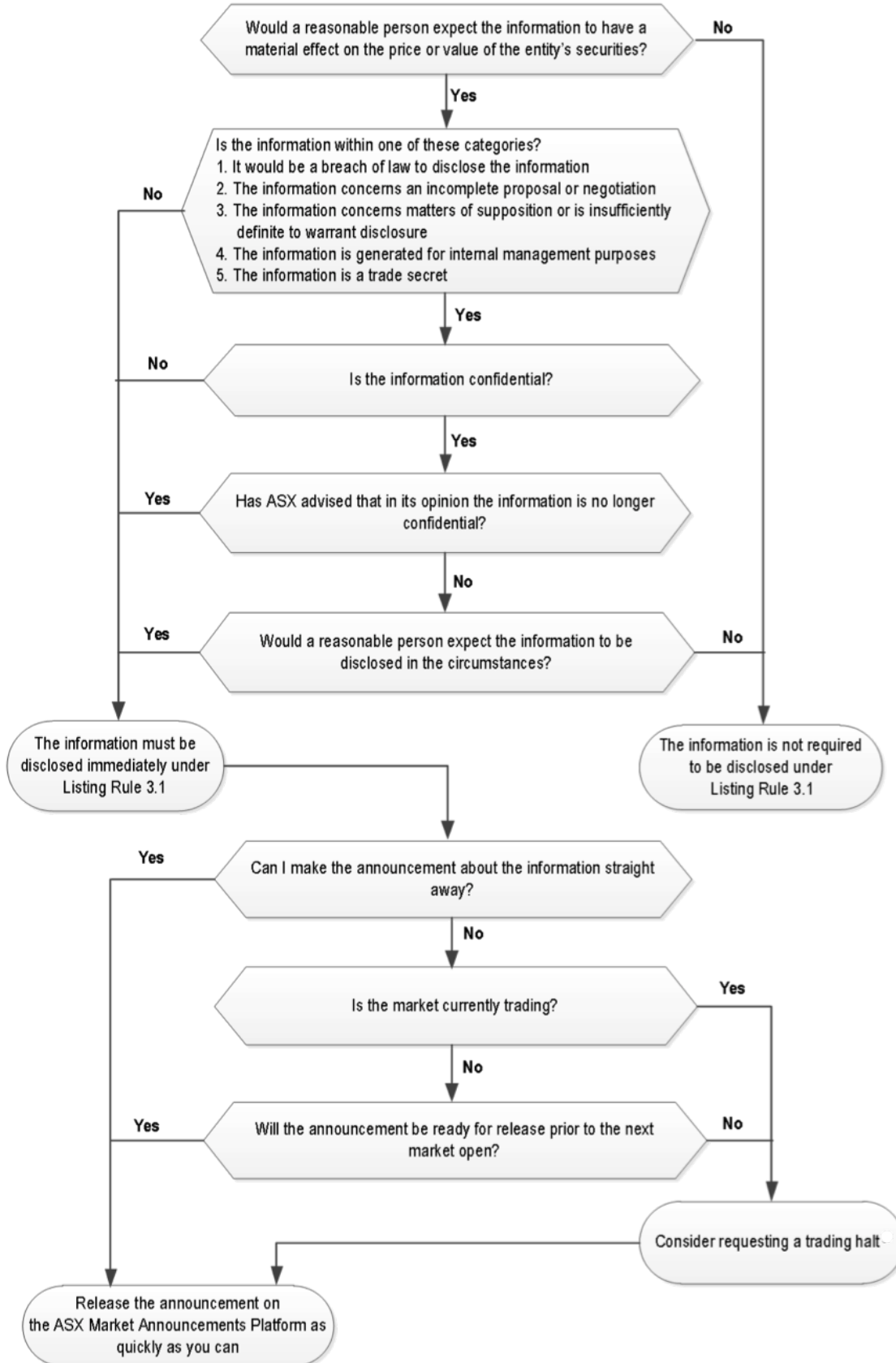
1. To establish processes and procedures for the mandatory notification to the Disclosure Officer and Disclosure Committee of:
  - a) information that may be required to be disclosed pursuant to the *Corporations Act 2001* (Cth) (**Act**) and the ASX Listing Rules (**Listing Rules**); or
  - b) information that may be desirable to disclose having regard to considerations of keeping the market appropriately informed.
2. For the purposes of these Terms of Reference, this information is referred to as **Material Information**.
3. In conjunction with the Disclosure Officer, to consider decisions concerning the disclosure of Material Information, including decisions on:
  - a) whether the information is required to be disclosed;
  - b) whether a trading halt is required in order to manage the Company's disclosure obligations;
  - c) the substance of the disclosure to be made;
  - d) the means by which disclosure should be made; and
  - e) the timing of disclosure.
4. To provide formal assurance to the Board that all Material Information has been the subject of consideration by the Disclosure Officer and the Disclosure Committee.
5. To formulate and recommend to the Board, changes to the Company's *Continuous Disclosure Policy*, having regard to changes in the Act or Listing Rules, and evolving corporate governance standards.

#### Process and Procedures

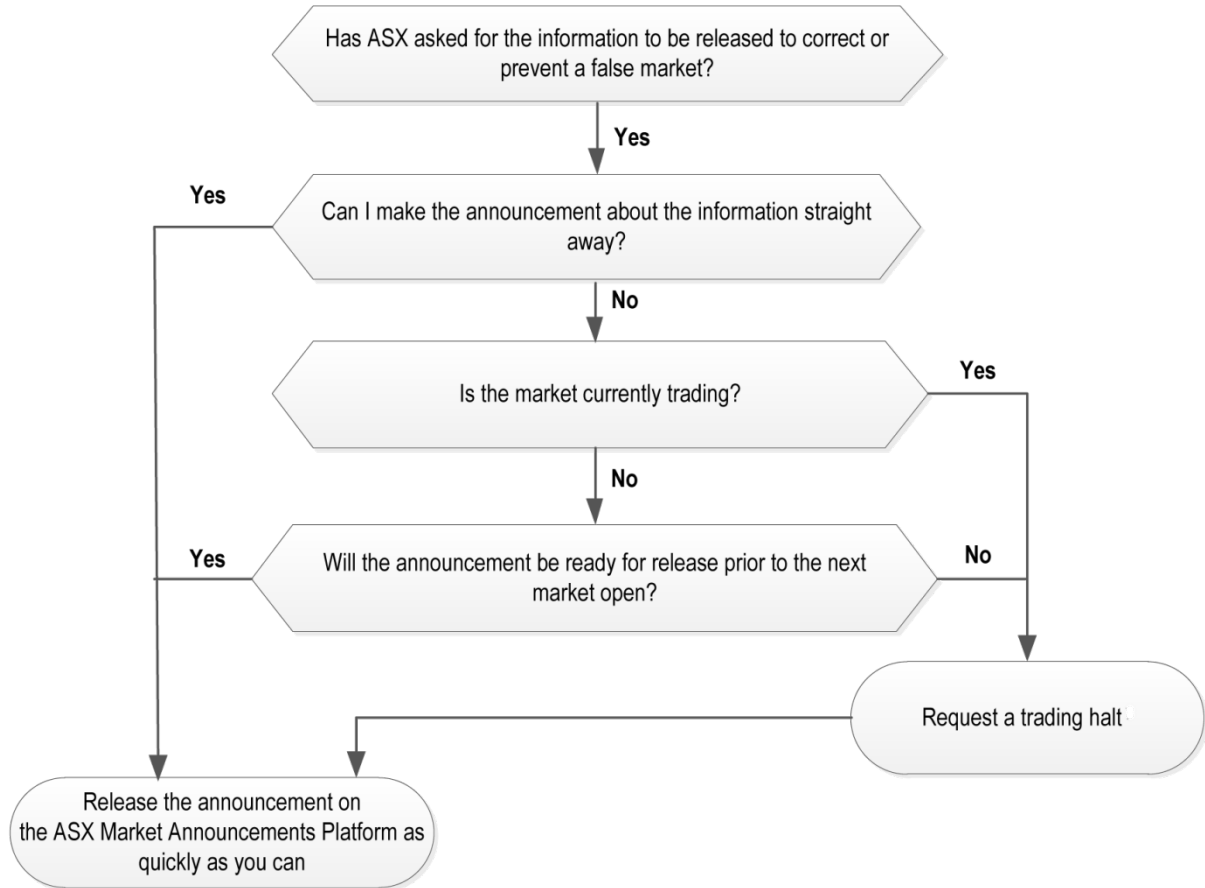
6. The Disclosure Committee shall consist of:
  - a) the Disclosure Officer;
  - b) the CEO and relevant members of the Leadership Team including the Chief Financial Officer and the Australian Managing Director;
  - c) the Company Secretary.
7. The Disclosure Officer will be the Chair of the Disclosure Committee.
8. The Disclosure Committee will convene as is required in order to exercise the powers and discharge the responsibilities conferred by these Terms of Reference.
9. Meetings of the Disclosure Committee may be held by any means permitted for meetings of the Board and its Committees.
10. In transacting its affairs, the Disclosure Committee may consult with such advisers as it considers appropriate, including the Company's external legal advisers.
11. The Disclosure Committee shall make sure minutes of its proceedings are kept in a format consistent with minutes of Meetings of the Board and its Committees.
12. The Disclosure Committee may from time to time adopt such other rules and regulations as it deems appropriate for the conduct of its affairs. Such other rules and regulations shall not be inconsistent with the Company's Constitution, its *Continuous Disclosure Policy*, these Terms of Reference, the Listing Rules and the Act.



### Overview of the Continuous Disclosure Process



Source: ASX Listing Rules - Guidance Note 8 Continuous Disclosure



Source: ASX Listing Rules - Guidance Note 8 Continuous Disclosure