

**constellation  
technologies**



**Constellation Technologies Limited  
Continuous Disclosure Policy**

## 1. Definitions

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Term	Description
Company	Constellation Technologies Limited (ACN 009 213 754) and its' subsidiaries
CD	Continuous Disclosure
ASX	Australia Securities Exchange
ASX Listing Rules	Rules governing the admission of an entity to the official list of the ASX, the quotation of their securities on the ASX, their conduct and disclosure regime.
ASX Principles of Good Corporate Governance	Best business practice recommendations set by the ASX for Company's listed with the ASX.

## 1. Related Documentation

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- Risk Management Policy
- Code of Conduct Policy

## 2. Objective

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The Company recognises the critical importance of fair and timely disclosure to ensure the efficient operation of the securities market and is committed to promoting stakeholder and investor confidence through its continuous disclosure practices. The objective of this Continuous Disclosure Policy (CD) is to ensure that

- Material communications regarding the Company's operations that are distributed by the Company comply with the Company's continuous disclosure obligations under the Australian Securities Exchange (ASX) Listing Rules and the Corporations Act 2001 (Cth) (Corporations Act).
- Information distributed to stakeholders is timely, accurate, consistent, appropriate and conforms with this policy.

### 3. Application

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This Policy applies to all persons working for or on behalf of, or providing services to, the Company in any capacity, including all Employees, Directors, Officers, Contractors and Consultants.

### 4. Continuous Disclosure

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The Board is aware of its continuous disclosure obligations under ASX Listing Rule 3.1 and will seek to notify the market of any information that a reasonable person would expect to have a material effect on the price of its securities. However, the Company may withhold information if each of the following conditions under Listing Rule 3.1A are met.

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

As soon as any of the above conditions ceases to be satisfied, disclosure will generally be required.

#### **Price Sensitive information:**

The following has been deemed to have a potential price impact:

##### *Financial*

- Financial results and reports
- Significant profit upgrades, downgrades or other guidance
- Decisions regarding dividends and distributions.
- Capital raisings.

##### *Projects and contracts*

- a significant merger, acquisition or divestment

##### *Market and industry information*

- media and analyst reports or market rumors which appear to contain or be based on credible market sensitive information that may impact on the price or traded volumes of the Company's securities
- industry issues which have, or which may have, a significant impact on the Company

## 5. Responsibility

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The board has the ultimate responsibility for the Company's Continuous Disclosure obligations and ensuring that they are met. The board is responsible for implementing and overseeing compliance with this Policy.

It however, has nominated the Chief Executive Officer/Managing Director and the Company Secretary as having certain responsibilities, namely:

- approving routine or administrative announcements and lodging them with the ASX;
- considering potentially Price Sensitive information and determining whether it requires disclosure in accordance with the ASX Listing Rules and the Corporations Act;
- overseeing and co-ordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media and the public;
- ensuring that all price sensitive information or new material information that has not previously been released to the ASX is released to the ASX before disclosing it to any person, including brokers, analysts and others outside the Company. This will include all materials used in external investor presentations.
- educating directors and staff on the Company's disclosure policies and procedures and raising awareness of the principles underlying continuous disclosure;
- ensuring all announcements made to the ASX are posted on the Company's website.

The Board is however required to approve announcements regarding:

- financial results and financial reports;
- matters that are material or strategically important to the Company; and
- significant profit upgrades, downgrades or other guidance.

In the event that a board meeting cannot be convened to approve any of the above announcements in a time critical manner, the announcements can be approved by the Chief Executive Officer in conjunction with the Chairman. In the absence of the Chairman, the CEO and one other non-executive director.

Financial information disclosed in an announcement to the market that has not previously been verified by the Company's external auditor in its financial statements must be authorised by the Chief Financial Officer and Chair of the Audit & Risk Committee or full board prior to being disclosed.

To safeguard against inadvertent disclosure of price sensitive information, the Board has agreed to keep to a minimum the number of directors and staff authorised to speak on the Company's behalf.

- Any board member and the CEO.
- Chief Financial Officer – Clarification of financial results.
- Company Secretary – ASX and matters of shareholding.

These officers are also authorised to clarify information that the Company has released publicly through the ASX but must avoid commenting on other price sensitive matters.

As the Company Secretary is responsible for all communications with the ASX, they must be made aware of all potential price sensitive information affecting the Company, including information that will be released in private briefings or media articles. This will minimise the risk of breaching the Company's continuous disclosure obligations.

Responses to enquiries from market analysts are to be confined to errors in factual information and underlying assumptions. Earnings expectations are to be managed by using the continuous disclosure regime and any change to expectations is to be made by an ASX announcement before commenting to anyone outside the Company.

The Company Secretary should be accountable directly to the Board, through the Chair on all matters of Continuous Disclosure.

## 6. Investor Relations Strategy

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The Board acknowledges the need for effective communications with stakeholders and has adopted the following strategy:

- shareholder meetings are structured to provide effective communication to shareholders and allow reasonable opportunity for informed shareholder participation and voting on all resolutions;
- Shareholder meetings are conducted in an open forum with wide discussion encouraged by the Chairman;
- the external auditor attends the annual general meeting (**AGM**) and is available to respond to shareholder questions;
- the Company's annual report is available (at the shareholder's option);
- in addition to the annual report, the Company will issue periodical financial reports to the market as required by ASX Listing Rules, which is available to all shareholders;
- the Company posts on its website all relevant announcements made to the market (including information used for analyst briefings and press releases) after they have been released to the ASX;
- shareholder questions may be posed to the Company via email communication (please refer to the Company's website) or by written correspondence or telephone to the Company Secretary;
- The Company will maintain a website and include the following:
  - A brief overview of the Company's business.
  - Details of Directors and Executives.

- The Company's Constitution & governance policies that are required to be disclosed or made available;
- Links to the Annual Reports and financial statements of the Company, recent announcements and other public information.
- Any other information as required under the ASX Listing Rules or the ASX's Corporate Governance Principles.
- The CEO will conduct regular roadshow's with brokers and analysts, if requested. The CEO will regularly update the board on all roadshow activities.

## **7. Responsibility & Review**

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This policy will be reviewed at least every 2 years or as required to update in accordance with regulations and best practice.

This policy is the responsibility of the board in conjunction with management.