



KNEOMEDIA LIMITED

ACN 009 221 783

Market Disclosure Policy

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1. INTRODUCTION

- 1.1 The shares of the Company are quoted on ASX Limited (**ASX**).
- 1.2 Under the ASX Listing Rules a company must continuously disclose price-sensitive information to the market. Price-sensitive information is information that a reasonable person would expect to have a material effect on the price or value of a company's securities.
- 1.3 The disclosure obligation is given legislative force under the *Corporations Act 2001* (Cth).
- 1.4 The Group is committed to acting at all times with integrity and in accordance with the law, maintaining the level of disclosure required by:
 - a) The ASX Listing Rules
 - b) ASX Guidance Notes
 - c) ASX Regulatory Guides
 - d) The ASX Corporate Governance Council Corporate Governance Principles and Recommendations; andThe Corporations Act 2001 (Cth)

2. DEFINED TERMS

In this Policy:

Company Securities includes shares in the Company or a Group member, options over those shares and any other financial products of the Group traded on the ASX.

Disclosure Officer means the Company Secretary.

Group means the Company and its controlled entities.

3. OBJECTIVE

The objectives of this Policy is to:

- (a) ensure the Company immediately discloses all price-sensitive information to ASX in accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth);
- (b) ensure officers and employees are aware of the Company's continuous disclosure obligations; and
- (c) establish procedures for
 - (i) the collection of all potentially price-sensitive information;
 - (ii) assessing if information must be disclosed to ASX under the ASX Listing Rules or

the *Corporations Act 2001* (Cth);

- (iii) releasing to ASX information determined to be price-sensitive information and to require disclosure; and
- (iv) responding to any queries from ASX (particularly queries under Listing Rule 3.1B).

4. MARKET DISCLOSURE

- 4.1 The Board has resolved that any information of the type referred to in paragraph 3 above shall be reported to the Board by the Managing Director, the Chief Financial Officer or the company secretary (“the disclosure executives”) for the Board’s consideration.

5. DISCLOSURE OFFICER

- 5.1 The Board has appointed the Company Secretary to act as the Disclosure Officer.
- 5.2 The Disclosure Officer is responsible for:
- a) conducting all disclosure discussions with ASX;
 - b) ensuring officers and employees are aware of and adequately understand:
 - (i) the continuous disclosure obligations; and
 - (ii) this Policy; and
 - c) implementing procedures for reporting price-sensitive information.

6. DECIDING IF INFORMATION SHOULD BE DISCLOSED

- 6.1 The Board is responsible for deciding if information should be disclosed, in accordance with paragraphs 6.2 to 6.3. All potentially price-sensitive information must be given to the Disclosing Officer or another disclosure executive if the Disclosure Officer is unavailable.
- 6.2 The Board must seek external expert advice if it is unable to reach consensus as to whether information is price-sensitive and must be disclosed.
- 6.3 If the Board decides information is price-sensitive and must be disclosed, the Disclosure Officer must write to ASX disclosing the information
- 6.4 All ASX disclosures will be provided to the Board promptly after they are made.

7. ASSESSING IF INFORMATION IS PRICE-SENSITIVE

- 7.1 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 Company Securities.
- 7.2 If information would, or would be likely to, influence persons who commonly invest in securities in

deciding whether to acquire or dispose of Company Securities, it is material. However, information could be material in other ways. If there is any doubt, the information should be disclosed to the Disclosure Officer or another disclosure executive (if the Disclosure Officer is unavailable).

7.3 Examples of the types of information that may need to be disclosed include:

- a) a material change in revenue, or profit or loss, forecasts;
- b) a material change in asset values or liabilities;
- c) a material change in tax or accounting policy;
- d) a change in the attitude of significant investors to investing in Company Securities;
- e) a decision of a regulatory authority in relation to the Group's business;
- 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) an entry into or termination of a major contract;
- i) a significant transaction involving the Company or any of its controlled entities;
- j) a take-over approach; or
- k) a threat, commencement or settlement of any material litigation or claim.

8. DISCLOSURE PROCESS

- a) When a decision is made that information is disclosable an appropriate ASX announcement should be prepared immediately.
- b) Announcements will be approved by the Board via circular resolution if possible, or by the Chair if timing does not allow that.
- c) The Company Secretary will physically lodge the announcement on the ASX Platform.
- d) The announcement will immediately be lodged on the Company's website.
- e) All Directors will be notified immediately of the announcement.

9. TRADING HALTS

- a) It may be necessary to request a trading halt from ASX to ensure that orderly trading in the Company's securities is maintained and to manage disclosure issues.
- b) The Company Secretary and Managing Director or Chief Executive Officer are authorised to call a trading halt and will alert and keep the Chairperson of the Board informed of any request for a trading halt.

10. EXCEPTION TO DISCLOSURE

The Company does not have to give ASX information if:

- (a) a reasonable person would not expect the information to be disclosed;
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following conditions in ASX Listing Rule 3.1A.3 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.

11. AVOIDING A FALSE MARKET

If the ASX considers that there is or is likely to be a false market in the Company's securities and asks the Company to provide it with information to correct or prevent a false market, the Company will give the ASX such information as is necessary to correct or prevent the false market or will request a trading halt.

12. AUTHORISED SPOKESPERSONS

- 12.1 Only a person authorised to speak on behalf of the Group by the Board may speak on behalf of the Company to institutional investors, stockbroking analysts and the media.
- 12.2 Those persons 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.
- 12.3 The Group will not expressly or implicitly give institutional investors or stockbroking analysts earnings forecast guidance that has not been released to the market.
- 12.4 If other employees are asked to comment by an external investor, stockbroking analyst or the media in relation to any matter concerning the Group 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.

13. OPEN BRIEFINGS TO INSTITUTIONAL INVESTORS AND STOCKBROKING ANALYSTS

- 13.1 The Company may hold open briefings with institutional investors or stockbroking analysts to discuss information that has been released to the market.
- 13.2 For the purposes of this Policy:
 - a) public speeches and presentations by the Managing Director or chief financial officer are open briefings; and

- b) any meeting that is not an open meeting is a one-on-one briefing.
- 13.3 Price-sensitive information that has not been released to the market must not be disclosed at open briefings.
- 13.4 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.
- 13.5 If an employee participating in a briefing thinks that something has been raised that might be price-sensitive information that has not been publicly released, he or she must immediately inform the Disclosure Officer or another disclosure executive (if the Disclosure Officer is unavailable).
- 13.6 Before any open briefing, the Company will inform the market about the briefing through ASX and on the Company's website.

14. ONE-ON-ONE BRIEFINGS WITH 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 Group's business, operations and activities.
- 14.2 The Company may hold one-on-one or group briefings with institutional investors and stockbroking analysts. At these briefings, the Company may give background and technical information to help institutional investors and stockbroking analysts better understand its business operations and activities.
- 14.3 For the purposes of this Policy, a one-on-one or group meeting includes any communication between the Company and an institutional investor(s) or a stockbroking analyst(s).
- 14.4 Price-sensitive information that has not been released to the market must not be disclosed at one-on-one or group briefings.
- 14.5 File notes must be made of all one-on-one or group briefings and kept for a reasonable period.
- 14.6 If an employee participating in a one-on-one or group briefing thinks that something has been raised that might be price-sensitive information that has not been publicly released, he or she must immediately inform the Disclosure Officer or another disclosure executive (if the Disclosure Officer is unavailable).
- 14.7 Before any series of analysts or similar type briefings, the Company will inform the market about briefings through ASX and on its website.

15. PRESENTATIONAL AND BRIEFING MATERIALS

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

16. 'BLACKOUT' PERIODS

To protect against inadvertent disclosure of price-sensitive information, the Company will not hold one-on-one and open briefings (except to deal with matters subject to an announcement through the ASX) between the end of its financial reporting periods and the announcement of results to the market.

17. INFORMING EMPLOYEES

This Policy or a summary of it will be distributed to employees to help them understand the Company's continuous disclosure obligations, their individual reporting responsibilities and the need to keep the company's information confidential.

The Group's share trading policy will also be distributed to the employees. That policy also relates to the treatment of price-sensitive information.

18. POLICY CONTRAVENTION

Breach of the Company's continuous disclosure obligations, either intentionally or negligently, may attract significant criminal or civil penalties under the Corporations Act for the Company and employees involved in the contravention.

Contravention of the policy by an employee may lead to disciplinary action, including dismissal in serious cases.

19. QUESTIONS

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

20. APPROVED AND ADOPTED

20.1 This Policy was first approved and adopted by the Board on 29 September 2011.

20.2 This Policy may be amended from time to time by resolution of the Board.

20.3 This Policy was updated and the amended Policy adopted by the Board in May 2021.