



Disclosure & Communication Policy

Latitude Group Holdings Limited (the "Company")

ACN: 604 747 391

Approved by the Board on 25 March 2021



Disclosure & Communication Policy

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1. Purpose & Scope

1.1. Latitude Group's commitment to disclosure and communication

The Company is committed to the objective of promoting investor confidence and the rights of investors by:

- a) complying with the continuous disclosure obligations imposed by law;
- b) embedding a robust and responsive continuous disclosure process with clear accountabilities;
- c) ensuring that company announcements are presented in a factual, clear and balanced way;
- d) ensuring that investors have equal and timely access to material information concerning the Company and each of its related bodies corporate (together, the "**Latitude Group**"); and
- e) communicating effectively with investors and making it easy for them to participate in general meetings.

1.2. Purpose of this policy

This policy outlines corporate governance measures adopted by the Company to further its commitments. It seeks to incorporate:

- a) Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;
- b) the principles in ASX's Guidance Note 8 Continuous Disclosure: Listing Rules 3.1-3.1B ("Guidance Note 8") and to the principles set out in ASIC's Regulatory Guide 62 Better disclosure for investors; and
- c) disclosure obligations in the ASX Listing Rules ("Listing Rules").

1.3. Application of this policy

This policy applies to all directors on the board of the Company ("**Board**"), as well as all other directors, officers, employees and consultants of any member of the Latitude Group.

Disclosure and materiality guidelines and training for officers and employees are available to assist officers and employees to understand their obligations under this policy.

2. Continuous disclosure obligations

2.1. Disclosure obligations

The Company is listed on the ASX and must comply with the continuous disclosure obligations in the Listing Rules. These obligations have the force of law under the *Corporations Act 2001* (Cth) ("**Corporations Act**").

2.2. Immediate notification of information which may have a material effect on price or value

Listing Rule 3.1 requires the Company, subject to certain exceptions, to immediately



(meaning, “promptly and without delay”) disclose to the market any information concerning the Latitude Group that a reasonable person would expect to have a material effect on the price or value of the Company’s securities.

Promptly and without delay means doing something as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay).

Disclosure is made by making an announcement to the ASX under Listing Rule 3.1 unless an exception applies at that time. The speed of disclosure will vary depending on the circumstances, including:

- a) where and when the information arose;
- b) the forewarning (if any) the Company had;
- c) the amount and complexity of the information concerned;
- d) the need (in some cases) to verify the accuracy of information;
- e) the need for an announcement to be accurate, complete and not misleading; and
- f) the need for approval by the CEO, CFO, Board, Chairman of the Board, Chair of the Audit Committee or the Disclosure Committee.

What is material depends on the Company’s business activities, size and place in the market. A matter may be material even if there is little impact on the Company’s financial position and/or financial prospects. For example, the matter may have a significant impact on the Company’s reputation or perception of the Company’s strategy.

The ASX provides examples in **Listing Rule 3.1** and **Guidance Note 8**. The types of information that may need disclosure include:

- a) a material acquisition or disposal;
- b) takeovers, mergers, de-mergers, restructures, schemes of arrangement and all other transactions involving a transfer of control, significant change in the nature or scale of the Company’s activities or a company-transforming event;
- c) share buybacks and capital reductions concerning the Company securities;
- d) equity capital raisings for the Company;
- e) material adverse changes to the Treasury funding arrangements or new Asset Backed Securitisations;
- f) market updates, including any earnings guidance for the Company;
- g) interim and final results, including media releases, investor presentations and investor reports accompanying the release of interim and final results;
- h) dividend policy and dividend determinations/declarations concerning the Company;
- i) any matter in respect of which Directors make a recommendation to the Company shareholders;
- j) the granting or withdrawal of a material licence;
- k) entry into, variation or termination of a material agreement or commercial contract; and
- l) any other matter that the Board determines to be a significant matter affecting the Company.

There are many other types of information that could give rise to a disclosure obligation.



If any material information disclosed to the market becomes incorrect, the Company must release an announcement correcting or updating the information. Further guidance on materiality is provided in the disclosure and materiality guidelines for officers and employees.

2.3. Exceptions to disclosure of information

Disclosure of price sensitive information is not required while each of the following paragraphs (a), (b) and (c) are satisfied:

- a) a reasonable person would not expect the information to be disclosed; and
- b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- c) one or more of the following 5 situations applies:
 - i. it would be a breach of a 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 the internal management purposes of the Company; or
 - v. the information is a trade secret.

The Company must disclose the information to the ASX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied. Guidance Note 8 provides further detail on exceptions to the immediate disclosure requirement.

3. Disclosure roles, responsibilities and internal procedures

3.1. Disclosure Committee

The Company has established a Disclosure Committee. At the date of adoption of this policy, the members are:

- the Company Secretary;
- the Chief Executive Officer (“CEO”);
- the Chief Financial Officer (“CFO”); and
- the Head of Investor Relations.

The members of the Disclosure Committee may vary from time to time, but its composition will consist of at least two members of senior management and the Company Secretary. Other individuals may be invited by the Disclosure Committee to participate as observers.

3.2. Role and responsibilities of the Disclosure Committee

The Disclosure Committee’s role is to oversee the Company’s compliance with its disclosure obligations and this policy. Subject to any directions given by the Board (either generally or in a particular instance), its responsibilities include:

- a) seeking to ensure that the Company complies with its disclosure obligations



- including having relevant procedures in place;
- b) assessing the possible materiality of information which is potentially price sensitive;
 - c) making decisions on information to be disclosed to the market;
 - d) seeking to ensure that 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) referring matters of key significance to the Board for consideration, including announcements regarding dividend policy and determinations/declarations, profit upgrades or downgrades, company transforming events and any other matters that are determined by the Disclosure Committee to be of key significance;
 - f) reviewing the Company's periodic disclosure documents and media announcements before release to the market (including liaising with the Audit Committee on the processes to verify the integrity of any periodic report that is not reviewed or audited);
 - g) coordinating the drafting of relevant ASX releases, in consultation with other members of management as appropriate or necessary;
 - h) monitoring media and analyst reports and considering any false market or other disclosure implications; and
 - i) monitoring disclosure processes and reporting.

The Disclosure Committee must be able to meet without delay to consider important disclosure matters, and all Committee members are expected to make themselves available as and when required for meetings (including at short notice) to effectively discharge the Committee's responsibilities.

Meetings may be held in person, via teleconference, email or other forms of electronic communication.

A quorum for meetings of the Committee is two members. Any decision of the Disclosure Committee requires at least one of either the CEO or CFO to be present and participate in that decision. Where the CEO or CFO are not available to participate (or where the CEO appoints a delegate to act on his behalf), the Chairman of the Board or, where the Chairman cannot be contacted, the Chairman of the Audit Committee should approve any decision of the Disclosure Committee.

3.3. Role and responsibilities of the Company Secretary

The Company has appointed the Company Secretary as the person responsible for communication with the ASX in relation to listing rule matters and also for the general administration of this policy.

The Company Secretary's responsibilities include:

- a) administering the process for identifying and monitoring potentially price sensitive information that may give rise to disclosure obligations;
- b) managing the drafting of releases and lodging them with the ASX, and seeking to ensure that each release is factually accurate, not misleading, clear, balanced and objective with no material information omitted;
- c) convening meetings of the Disclosure Committee;



- d) maintaining a record of discussions and decisions made about disclosure issues by the Disclosure Committee and a register of announcements made to the ASX;
- e) reviewing board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations;
- f) seeking to ensure that the ASX is immediately notified of any information which needs to be disclosed and making all required lodgments with the ASX;
- g) distributing continuous disclosure announcements to the Board and senior managers by email immediately after they have been released to the ASX.

3.4. Matters requiring additional approval

Recognising the need to ensure price sensitive information is disclosed to the ASX promptly and without delay, where the Disclosure Committee considers that an announcement is a matter of key significance to be referred to the Board for consideration (as contemplated by section 3.2e)), and a meeting of the Board cannot be convened within a timeframe that would allow the Latitude Group to comply with its continuous disclosure obligations:

- a) the Disclosure Committee will seek approval of the proposed release from the Chairman of the Board or, where the Chairman cannot be contacted, the Chairman of the Audit Committee; or
- b) if neither the Chairman of the Board nor the Chairman of the Audit Committee can be contacted within the required timeframe, the Disclosure Committee will:
 - i. *approve the release for disclosure to the ASX, in which case the approved release must immediately be provided to each member of the Board; or*
 - ii. *recommend to the Company Secretary that a trading halt is requested until the Board can meet or the Chairman of the Board or the Chairman of the Audit Committee can be contacted.*

A referral from the Disclosure Committee to the Board, Chairman or Chairman of the Audit Committee will be accompanied by a recommendation by the Disclosure Committee that the proposed release be approved, and confirmation that the Disclosure Committee is satisfied that an appropriate process of verification has occurred regarding the factual accuracy of the content of the proposed release and that there are no material omissions.

3.5. Other officers and employees – disclosure and materiality guidelines

This policy and the disclosure and materiality guidelines are provided to all officers and relevant employees on appointment. They must read this policy and the guidelines so as to gain an appreciation of what type of information may potentially be price sensitive and when to immediately refer any matter or event which may need to be disclosed to the Company Secretary.

Training is also regularly provided to relevant employees on the importance of this policy, their responsibilities in relation to disclosure, and how this policy operates.

The Disclosure Committee will periodically review the disclosure and materiality guidelines and, where necessary, adapt the training for officers and relevant employees to:



- a) assist with their understanding of the Company's and their own legal obligations relating to disclosure of price sensitive information, materiality and confidentiality;
- b) raise awareness of the internal processes and controls; and
- c) promote compliance with this policy and the guidelines.

3.6. Internal process for monitoring and assessment of information

All Latitude directors and employees who become aware of information that is not publicly available and is potentially price sensitive must immediately notify the Company Secretary. People should not pre-judge whether information is price sensitive or not. The Disclosure Committee or Board will decide that.

The Company Secretary will monitor matters and review information that is referred and, where appropriate convene a meeting of the Disclosure Committee to consider and determine:

- a) whether the matter or information is price sensitive (see Appendix 1 decision process) and whether disclosure to the ASX is required; and
- b) whether the matter or information should be referred to the Board for consideration.

The Disclosure Committee or Board will approve the content of any disclosure to the ASX. Where a matter requires urgent consideration and a meeting of the Disclosure Committee cannot be convened in a timeframe that would allow the Company to comply with its continuous disclosure obligations, the CEO and CFO individually have authority approve the release of information to the ASX (or where the CEO or CFO are not available or where the CEO appoints a delegate to act on his behalf, the Chairman of the Board or, where the Chairman cannot be contacted, the Chairman of the Audit Committee have authority approve the release of information to the ASX). A copy of the approved release must be provided to each member of the Disclosure Committee and the Board.

When information requires disclosure to the ASX, the employee with the most knowledge about the matter is responsible for verifying the factual accuracy of the draft disclosure, and that it is complete and not misleading. If a director or employee is concerned that a disclosure is inaccurate, incomplete or misleading, they should immediately notify the Company Secretary.

4. Disclosure matters generally

4.1. Inform ASX first

The Company will not release any information publicly that is required to be disclosed through the ASX until the Company has received formal confirmation of its release to the market by the ASX, unless otherwise permitted by the Listing Rules.

Information must not be given to the media before it is given to the ASX, even on an embargo basis.

4.2. Speculation and rumours

Generally, the Company will not respond to market speculation or rumours unless a response is required by law or the ASX, including for the purposes of section 4.3 of this policy.



4.3. 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 give it information to correct or prevent a false market, the Disclosure Committee must assess the risk of a false market and the Company must give the ASX the information needed to correct or prevent a false market.

4.4. Trading halts and voluntary suspension

If necessary, the Disclosure Committee may consider and is authorised to request a trading halt from the ASX to prevent trading in the Company's securities on an uninformed basis, and to manage disclosure issues. A decision by the Disclosure Committee to request a trading halt requires at least one of either the CEO or CFO to be present and participate in that decision. Where the CEO or CFO are not available to participate (or where the CEO appoints a delegate to act on his behalf), the Chairman of the Board or, where the Chairman cannot be contacted, the Chairman of the Audit Committee should approve the decision to request a trading halt.

4.5. Breaches

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

5. Market communication

5.1. Communication of information

The Company will post on its website relevant announcements made to the market and related information, (which may include slides and presentations used in analyst or media briefings) after they have been given to the ASX and following confirmation of release to the market by the ASX.

Material price sensitive information will be posted as soon as reasonably practicable after its release to the ASX following receipt of confirmation from the ASX.

Information may also be provided from time to time to the media on behalf of the Company but not before disclosure to the ASX, even on an embargo basis.

5.2. Communication blackout periods

Between the end of the half year or full year reporting period and the announcement of the financial results for that period, and during the 4 weeks before the Company's annual general meeting, the Company imposes a blackout period in order to avoid the risk of creating a false market by inadvertently disclosing information that is incomplete or uncertain. The Company's policy is that during this time it will not hold one-on-one briefings with institutional investors or analysts to discuss financial information concerning the Company and will not hold any open briefings to discuss anything other than the information which has been announced to the ASX.

Any proposal to deviate from this policy must be subject to approval in advance from the



Disclosure Committee and, if any briefings or meetings are held during a blackout period, there must be no discussion or provision of financial or other information in breach of the Company's continuous disclosure obligations.

5.3. Analysts and institutional investors

The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Latitude Group. Only the CEO, CFO, Head of Investor Relations or representatives of the Company approved by the CEO are authorised to speak with analysts and institutional investors.

In the case of the Company's remuneration framework, policy and reporting, the Chairman and the Chair of the Remuneration and People Committee are also authorised to speak with analysts and institutional investors.

Before each reporting period, the CEO and CFO will formulate guidelines for briefings for that period. The Company's policy regarding these briefings is that:

- a) any presentation materials will be lodged with the ASX and on the Company's website before any briefings;
- b) the Company will not comment on price sensitive issues not already disclosed to the ASX; and
- c) any questions raised in relation to price sensitive issues not already disclosed to the ASX will not be answered or will be taken on notice.

If a question is taken on notice and the answer would involve the release of price sensitive information, the information must be released through the ASX before responding.

A Company representative in attendance may make notes of meetings and briefings with investors or analysts. Alternatively, an event may be webcast or teleconferenced or a recording or transcript may be made and added to the Company's website.

After each briefing, a member of the Disclosure Committee (typically the Company Secretary or Head of Investor Relations) will consider the matters discussed at the briefing to ascertain whether any price sensitive information was inadvertently disclosed. If so, the information must be communicated to the market as set out in paragraph 5.5.

5.4. Analyst reports

If requested, the Company may review analyst reports. The Company's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally.

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company will communicate this policy whenever asked to review an analyst report.

5.5. Inadvertent disclosure or mistaken non-disclosure

If price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, a member of the Disclosure Committee must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through the ASX and then posting it on the Company's website.



5.6. Media relations and public statements

Media relations and communications are the responsibility of the Head of Communications. On major matters, the CEO is generally the spokesperson, and on financial matters, the CFO or the CEO may generally speak.

Other officers or senior employees may be authorised by the Board or the CEO to speak to the media on particular issues or matters.

Any inquiry that refers to market share, financials or any matter which the recipient considers may be price sensitive must be referred to the Company Secretary.

No information is to be given to the media on matters which are of general public interest or which may be price sensitive without the approval of the CEO.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

6. Investor relations and communication

6.1. Investor relations program

The Company implements a range of investor relations policies and strategies to facilitate effective two-way communication with investors. The Company also recognises the importance of robust and formal general stakeholder engagement.

6.2. Periodic reporting

The Company produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about the Latitude Group and its prospects in its reports to investors.

6.3. The Company's website

The Company uses its website to provide investors with information about the Company and its governance. Investor information will be posted in a separate part on the website from other material about the Latitude Group. The website will include information relating to the following (as recommended in the ASX Corporate Governance Council's: Corporate Governance Principles and Recommendations):

- a) corporate governance;
- b) communications;
- c) Company information; and
- d) Company and Registry contact details.

6.4. Use of electronic communication and other technology

Shareholders may elect to receive information electronically as it is posted on the Company's website. The website provides information about how to make this election. Shareholders may also communicate electronically with the Company and its Registry as provided for on the website.



The Company may consider the use of other technologies as they become widely available.

6.5. General meetings

General meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting.

The Company conducts its general meetings in accordance with the Company's constitution, the Corporations Act and the Listing Rules. The Board will consider the use of technology and other means to facilitate shareholder participation as appropriate.

7. Policy Governance

7.1. Review, Renewal and Approval

The Disclosure and Communication Policy is considered a Tier 1 policy that requires Board approval.

The Disclosure Committee will review this policy at least annually. The Company Secretary (policy owner) is responsible for reviewing and approving all non-material changes made to this policy. The Board is responsible for reviewing and approving all material changes made to this policy.

The Board is required to review and approve this policy at least every three years, irrespective of the materiality of the changes made.

This policy is available on the Company's website and the key features, or a URL link to the webpage, are published in the annual report.

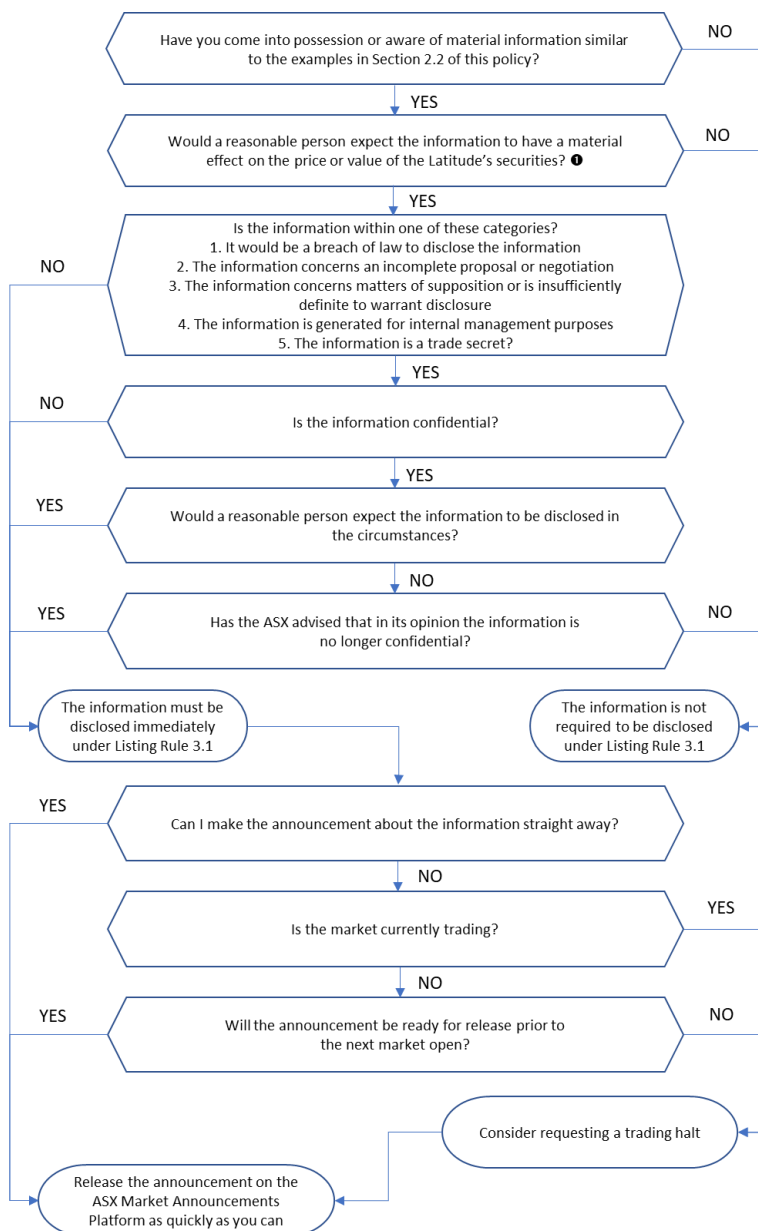
Revision History

Version	Approval Date	Changed By:	Summary of changes
1.0	25/03/21	Paul Burke	Original – policy is not effective until the time of public listing



APPENDIX 1 – CONTINUOUS DISCLOSURE DECISION PROCESS

The diagram below outlines the decision process to follow, if you become aware of information that could have a material effect on the price or value of the Company’s securities, to determine whether the information must be disclosed to the ASX and whether the Company should consider requesting a trading halt:



The questions in the second to fifth hexagons in the diagram above go to whether the information falls within the carve-outs to immediate disclosure in Listing Rule 3.1A. These questions may need to re-appraised from time to time as circumstances change (e.g., as a previously incomplete proposal or negotiation approaches completion or if the information has ceased to be confidential).



①: An executive who is faced with a decision on whether information needs to be disclosed under Listing Rule 3.1 may find it helpful to ask two questions:

- 1) “Would this information influence my decision to buy or sell securities in the entity at their current market price?”
- 2) “Would I feel exposed to an action for insider trading if I were to buy or sell securities in the entity at their current market price, knowing this information had not been disclosed to the market?”

If the answer to either question is “yes”, then that should be taken to be a cautionary indication that the information may well be market sensitive and, if it does not fall within the carve-outs to immediate disclosure in Listing Rule 3.1A, may need to be disclosed to the ASX under Listing Rule 3.1.