

## Continuous Disclosure Policy

### What is the purpose of this policy?

BTC health Limited (ACN 091 979 172) (BTC, the Company) recognises the importance of communicating effectively with shareholders. The purpose of this policy is to establish the standards, protocols and requirements expected to comply with continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001. This policy is a practical tool for helping the Company to meet its continuous disclosure standards.

### Scope

This policy applies to all directors, and all employees (whether permanent, fixed-term or temporary, including any secondees, contractor or consultant) of BTC and its subsidiaries (collectively 'employees').

### Purpose

The purpose of this policy is to:

- (a) ensure that the Company complies with the ASX Listing Rules, Corporations Act 2001 and provides equal access to information. The Company will endeavour to provide communication to third parties including but not limited to shareholders, investment community, the media and the ASX which:
  - a. is timely; and
  - b. is factual and accurate; and
  - c. does not omit material or relevant information; and
  - d. is expressed in a clear manner to ensure third parties are able to assess the impact of information disclosed; and
- (b) describes the processes implemented by the Company to ensure such compliance.

The board is responsible for approving and monitoring compliance with this policy.

### Continuous disclosure obligation

ASX Listing Rules require the Company to disclose information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities. In this event, the Company will disclose to the market by informing the ASX promptly and

without delay, unless the specific exceptions in ASX Listing Rules permit the Company not to disclose the information and or the information is generally available in the public domain.

## **Materiality**

Materiality will be determined in accordance with the ASX Listing Rules and the Company's corporate governance guidelines and procedures. Determining whether an event or transaction may materially affect the price or value of the Company's securities is difficult and requires judgement. The market's expectations, perceptions and sentiment toward the Company may be as relevant as the amount of money involved in the event or transaction. The Executive Chairman and the Company Secretary, in consultation with the Board, will determine whether a particular event or transaction has the material effect required for a disclosure to be made by the Company to the ASX.

Events that are likely to be the subject of disclosure include but are not limited to:

- (a) material changes in the financial performance, financial position or projected financial performance of the Company;
- (b) a change in circumstances relating to one or more of the Company's investments, subsidiaries or equity investments which has a potential material impact on the Company's shares;
- (c) a transaction that will lead to a significant change in the nature or scale of the Company's activities;
- (d) the entry into, variation or termination of a material agreement;
- (e) a significant regulatory / market / industry event which has the potential to materially impact the Company's shares;
- (f) becoming a party to a material litigation or other legal proceeding;
- (g) the appointment of a liquidator, administrator or receiver;
- (h) giving or receiving a notice of intention to make a takeover;
- (i) changes of directors and or senior management.

Following the announcement to the ASX, the information will be posted on the Company's website and may then be released to the broader investment community and the media.

## **Exception to the ASX Disclosure Requirements**

The Company's obligation to disclose price-sensitive information does not apply if, and only if, each of the following conditions is and remains satisfied:

- (a) a reasonable person would not expect it to be disclosed (because, for example, the result of disclosure would be unreasonably prejudicial to the Company); and
- (b) the information is confidential (i.e. not in the public domain); and
- (c) one or more of the following conditions apply:
  - i. it would be a breach of a law to disclose the information; or
  - ii. the information concerns an incomplete proposal or negotiation (for example, a negotiation to enter into a new contract); or
  - 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 Executive Chairman and the Company Secretary, in consultation with the Board, will make a decision as to whether the Company can rely on this exception to its disclosure obligations. Under no circumstances should any other person make decisions regarding whether this exception applies.

## **False Markets**

A false market refers to a market in which the Company's securities are traded:

- (a) in the absence of material price-sensitive information having been disclosed; or
- (b) on the basis of information that is inaccurate or misleading.

Factors such as market speculation on the Company's earnings, projections or misunderstandings concerning the meaning of information released by the Company can lead to a false market.

The Company will not generally or specifically comment on market speculation or rumour unless:

- (a) there are factual errors contained in the speculation or rumour that could materially affect the Company; or
- (b) there is a move in the price of the Company's securities which is reasonably attributable to the speculation or rumour; or
- (c) the Company receives a formal request from the ASX or a competent regulator.

ASX Listing Rule 3.1B states where the “ASX considers that there is or is likely to be a false market in an entity’s securities, and asks that 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.”

In order to ensure that there is at all times a fair and balanced market in the Company’s shares and other securities, the Company should:

- (a) release to the market information required to correct a false market, whether or not a request has been received from the ASX; and
- (b) provide the market with balanced and factual commentary to ensure that the Company’s investors are able to make an informed assessment of the Company’s activities and results.

## **Trading Halts**

In order to maintain a fully informed, fair and transparent market in respect of the Company’s securities, the Company may request a trading halt from the ASX where:

- (a) confidential information about the Company is inadvertently made public and further time is required to enable the Company to prepare an appropriate public announcement; or
- (b) the Company is preparing to make a major announcement and is concerned to prevent speculative or insider trading.

## **Company communication**

ASX announcements are the primary means of communicating information to shareholders, the investment market and other stakeholders. The Company Secretary may consult with the Board and senior management to prepare the draft ASX announcement. No ASX announcement will be issued without authority from the Board and or Executive Chairman (or a respective delegate) prior to release. The person/s responsible for the ASX release will be noted on the Company’s ASX announcement. The Company secretary is responsible to ensure the announcement has been lodged with the ASX.

A number of other communication channels maybe utilised including but not limited to publication of news on the Company’s website, media releases, investor briefings, media conferences, interviews, telephone and video conferences.

The Company will ensure that receipt of information is equitable. With the exception of those who have signed a confidentiality agreement and are providing specific services to the Company, no external party will receive information on the affairs of the Company that will provide them with a beneficial insight into the current and or future financial affairs of the Company beyond the information that is publicly available.

The board has delegated responsibility for contact with the ASX to the Executive Chairman and or the Company Secretary (or their authorised delegates). Communication pertaining to the financial affairs of the Company will be in accordance with the ASX Listing Rules and the Company’s

corporate governance policies and procedures. The board has delegated responsibility for media liaison to the Executive Chairman (or authorised delegates).

Requests for interviews and or information should be referred to the Executive Chairman or the Company Secretary via [queries@btchealth.com.au](mailto:queries@btchealth.com.au).

## **Investor Relations**

The Company will conduct briefings with investors and analysts as required. Briefings held will be carried out in accordance with the Company's corporate governance framework and, in particular, the following principles will apply:

- (a) no price sensitive information will be disclosed at these briefings unless it has been previously, or is simultaneously, released to the ASX;
- (b) if any new price sensitive information is inadvertently disclosed then the Company will immediately disclose the information to the ASX; and
- (c) the Company will place a copy of any significant new presentation material on the Company's website.

## **Analyst Reports and Estimates**

The Company may review analysts' draft reports and models where requested. However, comments will be restricted to the public information contained in a report or model. Where appropriate the Company may acknowledge the current range of analysts' estimates, question an analyst's assumption where the estimate varies significantly from the current market range of estimates and correct factual errors.

## **Training and availability of this policy**

All employees are required to understand and comply with this policy and follow the reporting requirements set out in this policy. Training on how to comply with this policy will be provided to new and existing employees.

A copy of this policy is available electronically on the BTC company server and is accessible to all employees.

## **Amendments to this policy**

This policy and the procedures and processes underlying the policy will be reviewed periodically to ensure that they remain effective and meet both best practice standards and the needs of the Company.

## **Contact us**

For further information and advice on this policy, contact the Company Secretary via [queries@btchealth.com.au](mailto:queries@btchealth.com.au).