

# Continuous Disclosure Policy

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## Netwealth Group Limited (Netwealth)

Approved and adopted by:

- Netwealth Group Limited (ABN 84 620 145 404) (a company listed on the Australian Securities Exchange) on 24 August 2022

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## 1.0 General disclosure policy and obligations

Netwealth (**we, us, our**) has significant obligations under the Corporations Act 2001 (Cth) (**Corporations Act**) and the Listing Rules of ASX Limited (**ASX**) to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.

Our policy is to ensure compliance with these requirements and the Company discharges its obligations by releasing information to the ASX Market Announcements Platform in the form of an ASX release or, where appropriate:

- through disclosure of other relevant documents (e.g. the annual report, results announcements etc); or by requesting a trading halt

The policy is written to adhere with the requirements as they stand currently. If the ASX or other rules or regulations change, our policy and practices will be varied to meet the latest requirements.

### 1.1 Roles and responsibilities

The following table sets out the roles and responsibilities for those involved in managing the Policy.

Role	Responsibility
Netwealth Group Limited (the Board)	Approval of matters of fundamental significance, including: <ul style="list-style-type: none"><li>• significant profit upgrades or downgrades;</li><li>• dividend policy, guidance or declarations;</li><li>• approval of any market announcement which provides information on Netwealth's performance or strategy;</li><li>• company transforming transactions or events; and</li><li>• any other matters that are determined by the Managing Director, CFO or the Chair of the Board to be of fundamental significance to the Company.</li></ul>
Netwealth Group Audit Committee	Make recommendations to the Board in relation to: <ul style="list-style-type: none"><li>• significant profit upgrades or downgrades;</li><li>• dividend policy, guidance or declarations;</li><li>• other policies relating to accounting or financial performance;</li><li>• oversight of the systems in place to ensure disclosure;</li></ul>
Managing Director	Netwealth's Managing Director has the following responsibilities: <ul style="list-style-type: none"><li>• oversight of the systems in place to ensure disclosure;</li><li>• provide support to the CFO in the management of Netwealth's disclosure requirements; and</li><li>• ensure the Board are aware and have the opportunity to approve all announcements relating to Netwealth's performance or strategy.</li></ul>

Role	Responsibility
Chief Financial Officer (CFO)	<p>The Board have nominated the CFO (or their delegate) with the primary responsibility for all communication with the ASX in relation to Listing Rule matters. In particular the CFO is responsible for:</p> <ul style="list-style-type: none"> <li>• ensuring Netwealth complies with its disclosure obligations and this Policy</li> <li>• liaising with the ASX in relation to continuous disclosure issues;</li> <li>• lodging of announcements and open briefings with the ASX in relation to continuous disclosure matters;</li> <li>• implementing procedures to ensure that Netwealth’s PIN and individual passwords are secure;</li> <li>• providing advice to the Board in continuous disclosure matters, including noting where listing rule non-disclosure exceptions apply;</li> <li>• oversight and coordination of feedback on disclosures, analyst reports, the media and other stakeholders;</li> <li>• consideration of any enquiries from the ASX including any ‘false market’ response letters;</li> <li>• lodgement of any infringement notice or written statement of reasons issued to Netwealth by ASIC with the Board;</li> <li>• ensuring the Board are provided with market disclosures;</li> <li>• ensuring senior management are aware of Netwealth’s Inclusion and Disclosure Policy and related procedures, and of the principles underlying continuous disclosure;</li> <li>• ensuring this Disclosure Policy is reviewed and updated periodically as necessary; and</li> <li>• maintaining an accurate record of all announcements sent to the ASX and all correspondence with ASIC in relation to our continuous disclosure obligations.</li> </ul>

## 2.0 Overview of continuous disclosure obligations

### 2.1 ASX Listing Rule 3.1

The ASX has described Listing Rule 3.1, known as the continuous disclosure rule, as its most important and ‘cornerstone’ Listing Rule. It requires us to immediately notify the ASX of:

**‘any information the Company becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of the Company’s securities.’**

We become aware of information when a director or employee has come into possession of the information on the course of the performance of his or her duties as a director or employee of Netwealth.

The information must be given to the ASX (and an acknowledgement that the ASX has released the information to the market must be received) before the information can be given to any other person (even on an embargoed basis) or released on Netwealth's website.

The basic principle underlying the continuous disclosure framework 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.

'Immediate' disclosure under Listing Rule 3.1 requires disclosure to be made 'promptly and without delay'. Although the length of time required to make an announcement will depend on the circumstances, the information must be disclosed to the ASX as quickly as possible in the circumstances and must not be deferred, postponed or put off to a later time.

## 2.2 Materiality

Materiality must be assessed having regard to all the relevant background information, including past announcements that have been made by Netwealth and other generally available information.

Strategic or reputational matters clearly have the potential to be very significant issues for us. They can be just as important as (or even more important than) financial and other 'quantifiable' matters.

Some examples of what might constitute 'material' price sensitive information are included in paragraph 1.2 of Attachment 1.

## 2.3 Exceptions to the continuous disclosure rule

Disclosure to the market is not required where **each** of the following conditions is and remains satisfied:

- (a) **one or more** of the following apply:
- it would be a breach of a law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for the internal management purposes of Netwealth; or
  - the information is a trade secret; **and**
- (b) the information is confidential and NWL has not formed the view that the information has ceased to be confidential; **and**

(c) a reasonable person would not expect the information to be disclosed.

## 2.4 Confidentiality

When Netwealth 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 immediately removes our ability to withhold the information from the ASX and forces us to disclose the information even if it could have otherwise been withheld legitimately, regardless of where the leak comes from.

Information about a matter involving us may cease to be confidential if there is:

- a reasonably specific and reasonably accurate media or analyst report about the matter;
- a reasonably specific and reasonably accurate rumour known to be circulating the market about the matter; or
- a sudden and significant movement in the market price or traded volumes of our securities that cannot be explained by other events or circumstances.

Confidential information should only be disclosed on a need-to-know basis and only to those who have an obligation of confidence to Netwealth. This includes employees and directors of the Company who have an obligation under their contract of employment and any third parties with appropriate contractual agreements in place to protect our confidential information. Employees and directors of Netwealth should follow the document management protocols set out in the Group Privacy Policy and Group Information Security Policy to ensure confidential information is not compromised.

## 2.5 False market

A false market is where material misinformation or materially incomplete information exists in the market, which compromises the proper valuation of shares.

If the ASX considers that there is or is likely to be a false market in Netwealth's securities and asks us to give it information to correct or prevent a false market, we must immediately give the ASX that information. See section 7.12 for our policy in relation to ASX price query letters.

The obligation to give this information arises even if an exception described in paragraph 2.3 would otherwise apply.

## 3.0 Contraventions and penalties

### 3.1 Contraventions

The Company contravenes its continuous disclosure obligation if it fails to notify the ASX of information required by Listing Rule 3.1.

Either the ASX or ASIC, as co regulators, may take action upon a suspected contravention.

#### (a) ASX Listing Rules

If Netwealth contravenes its continuous disclosure obligation under the Listing Rules, the ASX may suspend quotation of Netwealth's securities, temporarily halt trading in Netwealth's securities or, in extreme cases, delist Netwealth from the ASX.

#### **(b) Corporations Act**

If we contravene our continuous disclosure obligation, we may also be liable under the Corporations Act and may face:

- criminal liability which attracts substantial monetary fines; and
- civil liability for any loss or damage suffered by any person as a result of the failure to disclose relevant information to the ASX.

There is no fault element required to establish civil liability. However, a court has power to relieve a person from civil liability if the person acted honestly and in the circumstances the person ought fairly to be excused for the contravention.

ASIC has the power to issue infringement notices to us.

ASIC can also initiate investigations of suspected breaches under the Australian Securities Commission Act 2001 (Cth).

#### **(c) Class action risk**

If Netwealth fails to disclose materially price sensitive information in accordance with Listing Rule 3.1, people who buy or sell Netwealth's securities during the period of non-disclosure (and possibly other affected stakeholders) may be entitled to bring a class action against Netwealth. Even when they are not successful, class actions can be costly to defend and may have a serious negative effect on our reputation and share price. A successful class action may have the potential to threaten the solvency of Netwealth.

Contravention of our continuous disclosure obligation may also lead to unwanted publicity for Netwealth and may cause damage to its reputation in the market place which may adversely impact the market value of its securities.

## **3.2 Persons involved in a contravention**

Netwealth's officers (including its directors), employees or advisers who are involved in any contravention of our continuous disclosure obligations may also face criminal penalties and civil liability. Substantial penalties or imprisonment, or both, may apply.

A person will not be considered to be involved in the contravention if the person proves that they:

- (a) took all steps (if any) that were reasonable in the circumstances to ensure that Netwealth complied with its continuous disclosure obligation; and
- (b) after doing so, believed on reasonable grounds that Netwealth was complying with those obligations.



The procedures specified in this policy are the minimum expected of relevant officers and employees in relation to compliance with our continuous disclosure obligation. Depending on the circumstances, officers and employees may have obligations over and above those contained in this policy.

To avoid potential civil or criminal liability, in all situations officers and employees must do everything they reasonably can to ensure that we comply with our continuous disclosure obligation. In particular, staff must not try to hide or delay 'material news', especially when the information is likely to impact Netwealth's share price.

## 4.0 Further information

More detailed information about the continuous disclosure obligation is contained in Attachment 1 to this policy.

In addition, relevant officers and employees receive training (on an at least annual basis) that includes:

- familiarisation with our continuous disclosure obligation and the penalties that may result from their breach;
- examples of continuous disclosure in practice in the context of our operations;
- the business costs associated with a 'suspected' continuous disclosure breach, including the risk of ASIC investigations and class actions and the reputational damage to Netwealth; and
- an overview of this policy and the officer's or employee's role under this policy.

## 5.0 Reporting disclosable events

- (a) Netwealth's CFO has responsibility for compliance with our continuous disclosure obligations. See section 9 for further information regarding the role of the CFO.
- (b) If management becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to the CFO or a Managing Director.
- (c) Operating divisional heads and group functional heads must ensure they have appropriate procedures in place within their areas of responsibility to ensure that all relevant information (i.e. any information that could be materially price sensitive) is reported to them immediately for onforwarding in accordance with this policy.

It is important for management to understand that just because information is reported to the CFO that does not mean that it will be disclosed to the ASX. It is for the CFO and the Managing Director(s) to determine whether information is material and requires disclosure. Accordingly, our policy is for **all potentially material** information to be reported to the CFO and Managing Director(s) even where the reporting person is of the view that it is not in fact 'material'. The person's view on materiality can (and should) be shared with the CFO and Managing Director(s) but will not be determinative.

A similar reporting obligation also arises where a non-executive director (in their capacity as a director of Netwealth) becomes aware of information that should be considered for release to the market.

- (d) Where any information is reported as referred to in paragraph 5(b), the CFO will (as appropriate):
- review the information in question;
  - urgently seek any advice that is needed to interpret the information (provided that disclosure of the information cannot be delayed if the information is clearly materially price sensitive on its face);
  - determine whether any of the information is required to be disclosed to the ASX;
  - consider whether it is necessary to seek a trading halt to facilitate an orderly, fair and informed market in Netwealth's securities;
  - coordinate the actual form of disclosure with the relevant members of management; and
  - confirm final approval from the Board for the proposed disclosure.
- (e) Where any information is reported as referred to in paragraph 5(b), and the CFO and Managing Director(s) determine that the circumstances are developing but the information is not presently disclosable, the CFO must oversee the preparation of an appropriate draft announcement to facilitate immediate disclosure of the information if it later becomes disclosable (for example, as a result of confidentiality being lost through a 'leak').
- (f) In addition, Netwealth has a duty not to disclose information in a way that could mislead the market. Appropriate care must therefore be taken to ensure that the content of any announcement accurately discloses the material information.
- (g) All announcements under Listing Rules 3.1 or 3.1B must be approved by the CFO and the Board, before the announcement is made or disclosure released by the CFO or their delegate.
- (h) **Rapid Response Process:** If the Board is unavailable to determine whether to make or approve an ASX announcement, the following individuals may authorise the disclosure:
- **the Chair of the Board;** or
  - if **the Chair of the Board** is unavailable, the **chair of the Audit and Risk Committee;** or
  - if **the Chair of the Board** and the **chair of the Audit and Risk Committee** are unavailable, a Managing Director and one Company Secretary.

- (i) Where open briefings or public speeches are to be made and, in accordance with this policy, relevant presentation materials and speeches are to be lodged with the ASX, prior approval will be obtained from the CFO.
- (j) The Board will be provided with copies of all material information disclosed to the ASX prior to lodgement.
- (k) The CFO is responsible for the management of post-announcement matters such as the investor and/or media queries.
- (l) It is a standing agenda item at all of Netwealth's Board meetings to consider whether any matters reported to or discussed at a Board meeting should be disclosed to the market pursuant to our continuous disclosure obligation.

## 6.0 Trading Halts

We may request a trading halt to maintain fair, orderly and informed trading in our securities and to manage disclosure issues.

If the market is or will be trading at any time after we become aware of an obligation to disclose information but where we are not in a position to make immediate disclosure to the market, the CFO and Board should consider whether to request a trading halt or, in exceptional circumstances, a voluntary suspension.

As a matter of general guidance, a trading halt may be necessary in the following circumstances:

- if media comment about Netwealth is sufficiently specific and detailed to warrant a response;
- if Netwealth experiences an unexplained price and/or volume change;
- if a confidentiality leak has occurred and it is having a material effect on the market price and/or traded volumes of Netwealth's securities; or
- if the ASX forms a view that a false market exists and asks Netwealth to release information to correct a false market and Netwealth is not able to make a release immediately,

and in each such scenario:

- where the market is trading, Netwealth is not in a position to give an announcement to ASX straight away; or
- where the market is not trading, Netwealth will not be in a position to give an announcement to ASX before trading next resumes.

The Board are authorised to call a trading halt.

**Rapid Response Process:** If a quorum of the Board is unavailable to call a trading halt, the following individuals are authorised to call a trading halt:

- the **Chair of the Board**; or
- if the **Chair of the Board** is unavailable, the **chair of the Audit and Risk Committee**; or
- if the **Chair of the Board** and the **chair of the Audit and Risk Committee** are unavailable, a Managing Director and one Company Secretary.

## 7.0 Financial markets communications

### 7.1 Netwealth's contact with the market

Throughout the year we have scheduled times for disclosing information to the financial market on our performance. We provide information at these times that supports such announcements. The financial results announcements, and the supporting information, must be lodged with the ASX.

If 'outlook statements' or forecasts are included in Netwealth's annual report or results announcements for a previous period, any material change in earnings expectations (either upwards or downwards) must be announced to the ASX before being communicated to anyone outside Netwealth.

In addition, we interact with the market in a number of ways which can include one on one briefings, speeches etc. At all times when interacting with the financial community, we must adhere to our continuous disclosure obligation and must not selectively disclose material price sensitive information to an external party unless that information has first been released to the ASX.

The CFO is responsible for ensuring there is an adequate system in place for the disclosure of information to the ASX.

The CFO will ensure all announcements to the ASX made under this Policy are distributed to the Board prior to announcement (unless they are administrative regularly announcements eg Disclosure of Interests re NSMF holding in NWL) and placed promptly on our website following receipt of acknowledgement from the ASX that it has released the information to the market.

Where an announcement is to be considered and approved by the Board, the CFO must ensure that the Board is provided with all relevant information necessary to ensure that it is able to fully appreciate the matters dealt with in the announcement.

No other announcement is required be referred to the Board for approval (as opposed to being circulated to directors 'for their information or input' prior to the announcement being made).

**Rapid Response Process:** In the event that an announcement that would ordinarily require Board approval must immediately be disclosed to the market in order for Netwealth to comply with its continuous disclosure obligations, all reasonable effort must be made to have the announcement urgently considered and approved by the Board prior to release. However, if such approval cannot be obtained, The CFO may authorise disclosure to ensure compliance

with the continuous disclosure laws (refer 5.0(h)). The announcement must then be considered by the Board at the first possible opportunity following its release to determine what, if any, further steps need to be taken.

It is noted that Netwealth also deals with the financial market as part of our day to day business. This section does not apply to the communications between Netwealth staff and financial intermediaries where that communication relates to the general provision of Netwealth's products and services. All staff will receive training on the boundaries of what they can and cannot say in the course of providing products and services. Such examples include, not discussing Funds under Administration, new large partnerships or strategic new build until such point as the market has been informed.

## 7.2 Authorised spokespersons

The only Netwealth representatives authorised to speak on behalf of Netwealth to major shareholders and stockbroking analysts are:

- **Chair of the Board;**
- **The non-executive directors** (on approval by the Chair of the Board or Managing Director(s));
- **the Managing Director(s);**
- **Chief Finance Officer (CFO);**
- **Chief Governance Officer (CGO)** in relation to Corporate Sustainability / ESG; or
- their delegates nominated for a specific purpose.

Any questions or enquiries from the financial community about Netwealth (whether received in writing, verbally or electronically including via the website) should be referred in the first instance to the [Shareholder@netwealth.com.au](mailto:Shareholder@netwealth.com.au) (which will be issued to the Managing Directors and Company Secretaries).

Authorised spokespersons must not provide any material price sensitive information that has not already been announced to the market nor make comment on anything that may have a material effect on the price or value of Netwealth's securities.

No guidance on actual or forecast financial performance will be provided to any external party that has not already been provided to the market generally.

## 7.3 Communication blackout periods

Between the end of a reporting period and the announcement of the financial results, Netwealth imposes a blackout period to avoid the risk of creating a false market by inadvertently disclosing information that is incomplete or uncertain. Netwealth's policy is that during this time it will not hold one on one briefings with institutional investors, individual investors or stockbroking analysts to discuss financial information concerning Netwealth and

will not hold any open briefings to discuss anything other than information which has been announced to the ASX.

Any proposal to deviate from this policy must be subject to approval in advance from the either of the Managing Directors 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 our continuous disclosure obligation.

An exception to above general rule is when Netwealth has made a release to the ASX during the blackout period. The CFO and Managing Directors are authorised to take phone calls from investors and stockbroking analysts and discuss and answer questions in relation to the announcement but not to provide additional information.

An example of this to the quarterly operating update which Netwealth typically releases in July and January which are during the blackout periods.

#### **7.4 Open briefings to institutional investors and stockbroking analysts**

We hold open briefing sessions, often at times when Netwealth has posted results or made other significant announcements. We will not disclose any information in these sessions which may have a material effect on the price or value of Netwealth's securities unless such information has already been announced to the ASX.

Netwealth will advise the market in advance of open briefings via the ASX and Netwealth's website, lodge all presentation materials with the ASX prior to the presentation commencing and place such information on our website promptly following completion of the briefing. We may web cast its open briefings at the time they occur and if so, will keep a clearly dated historical archive record of the web cast for at least a 6 month period. This information will be retained by the CFO.

Public speeches will often be categorised as open briefings and these will be lodged first with the ASX if they may contain material price sensitive information and will also be posted on our website.

It is preferable for the CFO or their representative to be present at all open briefings. Where the representative is present and believes that information which may have a material effect on the price or value of Netwealth's securities has been disclosed inadvertently, the representative must immediately report the matter to the CFO for review by and immediate disclosure to the ASX.

The CFO is responsible, for ensuring the policy requirements in relation to open briefings are met.

#### **7.5 One on one briefings with the financial community / institutional investors**

From time-to-time Netwealth may conduct one on one briefings with the financial community or institutional investors. Where such briefings occur, no information will be provided which may have a material effect on the price or value of Netwealth's securities unless it has been announced previously to the ASX.

It is preferable for the CFO or their representative to be involved in all discussions and meetings with analysts and investors.

## 7.6 Site visits

We may conduct visits to our sites from time to time which involve the presence of members of the financial community.

Nothing will be disclosed during these site visits which may have a material effect on the price or value of Netwealth's securities unless it has already been announced to the ASX.

## 7.7 General conferences and forums

Where Netwealth's executives give speeches or presentations to, or participate in, conferences or forums, it is important that the same protocols are maintained as for presentations to investors or analysts. To the extent that this information constitutes material information it will be lodged with the ASX prior to the presentation.

## 7.8 Review of briefings, meetings, visits and presentations

Immediately following any briefings, meetings, visits or presentations referred to in this section 7, the CFO (or, in their absence, the senior executive involved) will review the matters discussed and presented (including any questions and answers provided). Where they believe any information has been disclosed inadvertently which may have a material effect on the price or value of Netwealth's securities, they must immediately report the matter to the CFO for review and to consider the necessity for an ASX announcement or the necessity for a trading halt.

## 7.9 Review of analyst reports and forecasts

We recognise the importance placed on reports by stockbroking analysts. Any comment by Netwealth to an analyst in relation to an analyst's report or financial projections should be confined to errors in factual information and underlying assumptions provided such comment of itself does not involve a breach of our continuous disclosure obligation or amount to a selective briefing.

The CFO will maintain a record of analysts' earnings forecasts and provide a summary report of these forecasts to the Board on a regular basis.

The CFO will monitor the general range of analysts' forecast earnings relative to Netwealth's own internal forecasts and any financial forecasts previously published by us. If the CFO becomes aware of a divergence between the 'consensus' of the analysts' forecasts and management's own expectations, which may have a material effect on the price or value of the Company's securities, the CFO will refer the matter immediately to the Board to consider the necessity for an ASX announcement or trading halt.

During an analyst briefing, if we are concerned that the analyst's 'forecast' diverges from our internal expectations, then there is a risk that even a carefully scripted communication limited to previously disclosed information may be interpreted by the analyst as a 'downgrade' and thus amounts to 'selective disclosure'. Accordingly, analyst briefings should not be used to

manage analyst's expectations. If necessary (e.g. consensus analyst forecasts diverge from our expectations) a public ASX release must be made.

## 7.10 Monitor media and share price movements

The CFO or their delegate will monitor:

- media reports about Netwealth;
- media reports about significant drivers of Netwealth's business;
- Netwealth's share price movements; and
- significant investor blogs, chat-sites or other social media it is aware of that regularly post comments about Netwealth.

If the CFO or their delegate identifies unusual or unexpected price movements or unexpected media coverage (for example, media coverage in relation to price sensitive matters that have not yet been disclosed by Netwealth to the market) or the circumstances suggest that a false market may have emerged in Netwealth's securities, the CFO or their delegate will report the matter to the Board to determine whether any disclosure is required.

Media releases on our policy, acquisitions, matters which could affect our share price or which relate to other sensitive matters (such as Netwealth's performance, Government policy, economic or political issues) may only be made by the CFO on the authority of the Board.

## 7.11 ASX price query letters

The ASX can issue a price query letter if there is a material movement in Netwealth's share price that is not explained by an announcement or by information that is generally observable. The ASX will give us a short period (often no more than 24 hours) to respond and will publish both the query and our response on the company announcements platform.

The questions that the ASX may ask in conjunction with a price query can be quite broad. The preparation of a response can be particularly difficult in the period leading up to our results announcement because of the heightened possibility that we may be forced to make a premature announcement of incomplete information.

In order to be in a position to deal promptly with any price query, the CFO should have a system in place which will enable rapid discussion and review of the proposed response. Draft language should also be prepared in advance where a development can be anticipated as being likely to occur.

Any response to the ASX should be mindful of any likely future announcements so that the response will not appear, with the benefit of hindsight, to have been less than clear and transparent.

## 7.12 Clear communication

It is recognised that Netwealth employees interact with different external stakeholders in the course of their respective roles. All employees must ensure they comply at all times with our



continuous disclosure obligation. Matters relating to Netwealth, must be reported to the CFO to enable all information to be provided to their respective stakeholders so as to ensure consistent and accurate communication across all areas and in order to avoid inconsistencies or ambiguities which can lead to confusion or misinformation in the market place.

## 8.0 Electronic communication with shareholders

In addition to its continuous disclosure obligations, we have a policy of seeking to keep shareholders informed through electronic communication. Information about this is maintained in our Shareholder Communication Statement. This sets out how we seek to:

- provide comprehensive and up to date website which includes copies of all material information lodged with the ASX (including announcements and financial information) as well as other Netwealth information. The website also provides a facility for shareholders to direct enquiries to us;
- place all relevant announcements, briefings and speeches made to the market or media on the website;
- advise the market in advance of open briefings to institutional investors and stockbroking analysts via the ASX and the website, and lodge all presentation materials with the ASX prior to the presentation commencing. The policy also requires us to place such information on the website promptly following completion of the briefing;
- place full text of notices of meeting, and accompanying explanatory notes on the website; and
- offer to notify shareholders by email when announcements have been lodged with the ASX.

Providing as much information as possible to shareholders through electronic means reinforces the importance of ensuring that executives clearly understand Netwealth's continuous disclosure obligation and that the procedures set out in this Disclosure Policy are adhered to. This in turn assists in ensuring that all appropriate material information is identified and released to the market and the Netwealth's shareholders in accordance with our continuous disclosure obligation.

## 9.0 Other disclosure obligations

Netwealth has numerous other disclosure obligations under Chapter 3 and Chapter 4 of the Listing Rules, including disclosure obligations in relation to:

- periodic disclosure;
- making a takeover bid;
- making a buy back;
- agreements between Netwealth (or a related party or subsidiary) and its directors (or a related party of the director);

- recommendations or decisions in relation to the declaration or payment of dividends;
- changes to Netwealth’s share capital;
- changes to the beneficial ownership of Netwealth’s share capital;
- options over shares;
- general meetings of Netwealth;
- Netwealth’s registered office and share register;
- changes in officeholders;
- documents sent to shareholders;
- loan assets;
- ownership limits;
- directors’ interests; and
- record dates and timetables.

The CFO is responsible for ensuring that necessary disclosures are made as and when required.

## 10.0 Policy breaches

We regard our continuous disclosure obligation very seriously. Breaches of this policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

## 11.0 Infringement notices and statement of reasons

If ASIC has reasonable grounds to believe that Netwealth has contravened its continuous disclosure obligations, ASIC may issue an infringement notice to us.

The receipt by Netwealth of any written statement of reasons or infringement notice issued to it by ASIC must be reported immediately to the CFO.

If Netwealth receives an infringement notice, the CFO (in consultation with the Board where appropriate) must oversee Netwealth’s response to the infringement notice.

# Attachment 1

More detailed information about continuous disclosure obligations

## 1.0 Continuous disclosure obligations

### 1.1 ASX Listing Rule 3.1

This Listing Rule requires that Netwealth must immediately notify the ASX of **any information we become aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of Netwealth's securities**. This is what is known as the continuous disclosure obligation.

### 1.2 Material effect on the price of securities

A reasonable person is taken to expect information to have a **material effect** on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

Some examples of information that may require disclosure include:

- (a) material changes in actual financial performance or projected financial performance from the previously disclosed actual or projected information;
- (b) events likely to have a material effect on financial performance – either for the current period, or over a longer term;
- (c) changes to the Board, senior executives, or company secretary(ies);
- (d) mergers, acquisitions, divestments, joint ventures or material changes in assets;
- (e) significant developments in new projects or ventures;
- (f) material changes to capital structure or funding;
- (g) material information affecting joint venture partners or non-wholly owned subsidiaries;
- (h) media or market speculation;
- (i) analyst, broker or media reports based on incorrect or out of date information;
- (j) industry issues which have, or which may have, a material impact on Netwealth;
- (k) decisions on significant issues affecting Netwealth by regulatory bodies;
- (l) information that may have an adverse effect on the reputation of Netwealth;
- (m) new contracts, orders or changes in suppliers that are material to Netwealth's business;
- (n) material changes in products or product lines;

- (o) the granting or withdrawal of a material licence;
- (p) proposed changes in regulations or laws that could materially affect Netwealth's business;
- (q) major litigation (brought by or brought against Netwealth);
- (r) significant changes in Netwealth's accounting policies;
- (s) any rating applied by a rating agency to Netwealth, or securities of Netwealth and any change to such a rating; and
- (t) a proposal to change Netwealth's auditor.

### 1.3 Release of information to others

We must not release material price sensitive information to any person (e.g. the media or any analysts) until it has given the information to the ASX and has received an acknowledgement that the ASX has released the information to the market.

### 1.4 Information that is generally available

Criminal sanctions will not apply to a breach of our continuous disclosure obligation if the information is generally available.

Information is generally available if it:

- (a) consists of readily observable matter;
- (b) has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of securities issued by Netwealth and since it was made known, a reasonable period for it to be disseminated among those persons has elapsed. That is, information will be 'generally available' if it has been released to the ASX or published in an annual report, prospectus or similar document and a reasonable time has elapsed after the information has been disseminated in one of these ways; or
- (c) consists of deductions, conclusions or inferences made or drawn from information referred to in 1.4(a) or information made known as mentioned in 1.4(b), or both.

### 1.5 Exceptions to continuous disclosure obligation

Disclosure is not required to the market where **each** of the following conditions is and remains satisfied:

- (a) **one or more** of the following apply:
  - it would be a breach of a law to disclose the information;
  - the information concerns an incomplete proposal or negotiation;

- the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for the internal management purposes of Netwealth; or
  - the information is a trade secret; **and**
- (b) the information is confidential; **and**
- (c) a reasonable person would not expect the information to be disclosed.

As soon as any one of these 3 conditions is no longer satisfied (e.g. the information is reported in the media and is therefore no longer confidential), we must immediately comply with our continuous disclosure obligation.

In this respect, it should also be noted that if the ASX forms the view that the information has ceased to be confidential, then such information will no longer be regarded as confidential and must be released to the market. The ASX will generally hold this view where there is a rumour circulating or there is a media or analyst report about the information and the rumour or comment is reasonably specific and reasonably accurate. This highlights the importance of maintaining confidentiality of sensitive information.

## 1.6 False market

If the ASX considers that there is or is likely to be a false market in Netwealth's securities and asks Netwealth to give it information to correct or prevent a false market, Netwealth must give the ASX that information.

The obligation to give this information arises even if an exception described in paragraph 1.5 of this attachment applies.

The ASX would consider that there is or is likely to be a false market in Netwealth's securities in the following circumstance:

- Netwealth has information that has not been released to the market, for example because an exception in paragraph 1.5 of this attachment applies;
- there is a reasonably specific rumour or media comment in relation to Netwealth that has not been confirmed or clarified by an announcement by the Company to the market; and
- there is evidence that the rumour or comment is having, or the ASX forms a view that the rumour or comment is likely to have, an impact on the price of the Netwealth's securities.