

CONTINUOUS DISCLOSURE POLICY

1. Once the Company becomes aware of “material information”¹ concerning the Company, rule 10.1.1 of the Listing Rules imposes an obligation on the Company to immediately release that information to the NZX.
2. The Company is deemed to be “aware” of information at the time it becomes known to a Director or an executive officer in the course of his/her duties as a director or executive officer². This places an onus on each individual director or executive officer to make a judgement on whether information which he or she is in receipt of is material and if so, to communicate that to the Company.
3. The Company has a corresponding obligation to set in place systems and procedures to assist in the prompt identification and reporting by Directors and executive officers to the Company of “material information” of which they become aware. This memorandum is intended to assist in achieving that outcome.
4. To ensure a standard approach:
 - 4.1 A Director (other than the Chairman) or an executive officer, (other than the Chief Executive), who considers that he or she may be in possession of material information must immediately inform the Chief Executive of that fact.
 - 4.2 If the Chief Executive:
 - (a) Receives information pursuant to clause 2.1; or
 - (b) Considers on his own initiative that he or she may be in possession of material information;he must refer the matter to the Chairman who may decide whether the information is material, and if so, the form in which it should be disclosed.
 - 4.3 If the Chairman considers on his own initiative that he or she may be in possession of material information he may decide whether the information is material, and if so, the form in which it should be disclosed.

¹ “Material information”, in simple terms is information which a reasonable person would expect to have a material effect on the price of the shares of the Company.

² As a rule of thumb, the NZX defines an “executive officer” as a person who reports directly to the board or a person who reports directly to a person who reports directly to the board.

- 4.4 The Chairman, in lieu of making a decision under clause 2.2 or 2.3 may refer the matter to the Audit and Risk Committee to decide whether the information is material, and if so, the form in which it should be disclosed.
- 4.5 If pursuant to clauses 2.2 -2.4 (inclusive) a determination is made that any information is material information, disclosure of the same must be made immediately in a form consistent with the determination.
5. As a standard item in the Board Agenda each month a report must be included detailing any matters arising in the prior month under clause 2 of this Policy. The Minutes of each Board meeting will record that the matter was discussed, any conclusions reached and any agreed actions to be taken.
6. This Policy is to be reviewed every three years.