



# Continuous Disclosure Policy

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Qube Holdings Limited

ACN 149 723 053

# Continuous Disclosure Policy

This Policy deals with the processes that Qube has adopted in order to comply with its continuous disclosure obligations that arise under the ASX Listing Rules.

## 1. Continuous Disclosure Obligations

### 1.1 Material Information

ASX Listing Rule 3.1 provides:

*"3.1 Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."*

The information referred to in ASX Listing Rule 3.1 is called "Material Information" in this Policy. Under ASX Listing Rule 3.1, Qube's continuous disclosure obligation can be described as an obligation to immediately tell ASX of all Material Information.

### 1.2 Excluded Information

The continuous disclosure obligation is qualified, however, by a carve out which is set out in ASX Listing Rule 3.1A which provides:

*"3.1A Listing rule 3.1 does not apply to particular information while all of the following are satisfied:*

*3.1A.1 A reasonable person would not expect the information to be disclosed.*

*3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential.*

*3.1A.3 One or more of the following applies:*

- 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 the entity.*
- The information is a trade secret."*

The information that is covered by ASX Listing Rule 3.1A is called "Excluded Information" in this Policy.

### 1.3 False market

In addition, ASX can require Qube to make an ASX announcement if it considers that there is, or is likely to be, a false market in Qube shares, such as where there is rumour or speculation in the press about Qube. In these circumstances Qube can be required to make a correcting statement. The Managing Director will be responsible for monitoring any press speculation or rumours and, as appropriate, providing a correcting statement to ASX.

## 2. Compliance With Obligations

In order to ensure Qube meets its obligations of timely disclosure of Material Information, Qube adheres to the following practices:

### 2.1 Immediate notification to the ASX

Qube must immediately notify the ASX of Material Information. The only time disclosure is not made is in the limited circumstances where the exception to disclosure under the Listing Rule applies (i.e. the Material Information is Excluded Information).

## **2.2 Terms of disclosure**

The Managing Director, in consultation as required with the Board, will make a decision concerning disclosure of the information and the terms of the disclosure.

## **2.3 Immediate notification to Qube**

Senior executives in Qube may become aware of information about Qube that is or could be Material Information. Where the Material Information has not been disclosed to ASX, senior executives must immediately advise either the Managing Director or the Company Secretary of that information. Such advice must be in writing (including email) and it must set out all known information.

## **2.4 Compliance**

Officers of Qube have statutory obligations under the Corporations Act to ensure compliance with this Policy.

At every scheduled meeting of the Board, the Managing Director will:

- (a) provide a report about ASX disclosures which have been made since the last meeting of the Board; and
- (b) confirm that Qube is in compliance with its continuous disclosure obligations.

## **3. Review and Release**

### **3.1 Review**

All draft Qube ASX announcements are to be reviewed by at least one of the Managing Director or the Company Secretary before they are made. The purpose of that review is to ensure:

- (a) that any Material Information which has not previously been disclosed to ASX by Qube is dealt with in accordance with this Policy;
- (b) the factual accuracy of any information;
- (c) there is no material omission of information; and
- (d) that language used is clear and objective, in order to allow investors to make an informed assessment of the information.

### **3.2 Website publication**

All information that Qube discloses to the ASX must be placed on Qube's website. Qube endeavours to post all announcements on its website the same day they are released to the ASX.

Media releases that contain Material Information, including the half yearly and yearly financial reports, and any Chairman's address to be made at a meeting of Qube's shareholders, analyst presentation and the like must first be lodged with the ASX and, as soon as practicable after confirmation of receipt by the ASX, these releases will be posted to the Qube website.

### **3.3 Presentations to media, analysts and investors**

Only those Qube employees who have been authorised by the Managing Director can speak on behalf of Qube to the media, analysts or investors.

Qube will not disclose Material Information to any investor, analyst or news service (whether under embargo or not) before formally making an announcement of that information to the ASX and receiving confirmation from ASX that the announcement has been released to the market.