



Continuous disclosure and shareholder reporting policy

1. Overview

This policy sets out the standards, protocols and the detailed requirements expected of all directors, senior management and employees of K2 Asset Management Holdings Ltd and its controlled entities ("the Company") for complying with the ASX Listing Rules relating to continuous disclosure and for communicating effectively with shareholders.

This policy is to be read in conjunction with the guidelines and procedures set out at the end of this policy.

2. Objectives and purposes

2.1 Objectives and Purposes

The purpose of this policy is to:

- (a) ensure that the Company complies with the ASX Listing Rules and provides equal access to information and to promote quality communication between the Company and third parties such as shareholders, the investment community, the media, the ASX and other appropriate stock exchanges;
- (b) describe the processes implemented by the Company to ensure such compliance; and
- (c) outline the strategy of the Company to promote effective communication with shareholders and encourage effective participation in general meetings.

2.2 ASX Guidelines

The Company is committed to best practice in corporate governance standards and so it is

appropriate that it adheres to the ASX Corporate Governance Council Principles of Good Corporate Governance and Best Practice Recommendations in relation to Continuous Disclosure and other relevant ASX principles.

The Company has a corporate governance process designed to ensure that ASX company announcements:

- (a) are made in a timely manner;
- (b) are factual and are accurate;
- (c) do not omit material and relevant information; and
- (d) are expressed clearly and objectively to enable investors to assess the impact of the information when making investment decisions.

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

3. Continuous disclosure

All material (i.e. price sensitive) information will be immediately disclosed to the market. Once the Company is, or becomes, aware of any 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, the Company will inform the ASX.

The materiality of a particular matter will be determined in accordance with the ASX Listing Rules and the guidelines and procedures set out at the end of this policy. Events that are likely to be the subject of disclosure include:

- (a) material changes in the financial performance, financial position or projected financial performance of the Company;
- (b) entry into of a material agreement or other relationship;
- (c) changes of directors 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.

Major financial results will be communicated to employees of the Company and its controlled entities immediately following a public announcement.

The ASX Listing Rules permit the Company, in certain circumstances, not to disclose material information.

4. External communications

4.1 General

The Company has adopted continuous disclosure compliance practices that support the use of a variety of means to communicate with shareholders, the investment community and media including:

- (a) media releases and ASX announcements;
- (b) briefings on profit and business performance;
- (c) media conferences;
- (d) interviews;
- (e) telephone and video conferences; and
- (f) internet based publications.

4.2 Financial Affairs Spokesperson

The managing director or his authorised delegates are the only authorised persons within the Company to comment publicly on the financial affairs of the Company.

All communications on the financial affairs of the Company will be in accordance with the ASX Listing Rules and the guidelines and procedures set out at the end of this policy.

4.3 Media Spokesperson

The managing director or his authorised delegates are the only authorised persons within the Company to comment to the media on the affairs of the Company.

Distribution staff are authorised to promote the funds for which the Group acts as investment manager, but only to the extent that such promotion does not disclose price-sensitive or confidential information about the Company.

4.4 Receipt of Information to be Equitable

No party external to the Company, apart from those who have signed a confidentiality agreement and are providing specific services to the Company, will receive information on the affairs of the Company that will provide them with a beneficial insight into the current and future financial affairs of the Company beyond the information that is publicly available.

5. Rumours and market speculation

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 referable to the speculation or rumour; or
- (c) the Company receives a formal request from the ASX or a competent regulator.

6. Investor relations

6.1 General

Occasionally the Company will conduct analyst and investor briefings. These briefings will be carried out in accordance with the Company's corporate governance framework and, in particular, the following principles will apply:

- (a) no materially sensitive information will be disclosed at these briefings unless it has been previously, or is simultaneously, released to the ASX;
- (b) if any materially sensitive information is inadvertently disclosed then the Company will immediately disclose the information to the ASX;
- (c) a minimum of two representatives of the Company will attend all briefings (unless not practical) and a record of the briefing will be maintained; and
- (d) the Company will place a copy of any significant presentation material on the Company's website.



6.2 Analyst Reports and Estimates

The Company may review analysts' draft reports and models about the Company where requested. However comments will be restricted to the public information contained in such a report or model and no comment will be made on the conclusions or assumptions.

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.

7. Closed period

The Company adopts a 'closed period' of approximately six weeks prior to the half and full year financial results. During closed periods, the Company will not normally allow one-on-one meetings between the Company's directors and senior management and investment community representatives or the media in relation to the Company.

Where appropriate and provided that the restriction on any discussion of performance (financial or operational) is made explicit, permission may be granted for investment community or media briefings to discuss the Company's previously disclosed strategy. The Company will ensure that a detailed record of any such meeting is maintained.

8. Shareholder communications

8.1 Website

To ensure information relevant to the Company is readily available to shareholders, the investment community and the media, the Company will provide the following information on its website:

- (a) Company announcements made to the ASX;
- (b) the Company's annual reports and result announcements;
- (c) relevant speeches and support material (including slides) given at investor and industry conferences, briefings or presentations;
- (d) Company profile and contact details;

- (e) all relevant written information provided to shareholders, the investment community or media; and
- (f) other information as considered appropriate by the managing director.

The Company's website can be viewed at www.k2am.com.au.

8.2 General Meetings

The Company will use general meetings to communicate to shareholders, in addition to the methods set out in paragraph 8.1 above. The meetings will allow a reasonable opportunity for informed shareholder participation.

8.3 Auditor

The external auditor will be asked to attend all annual general meetings and to be available to answer shareholder questions about the conduct of the audit of the Company and the preparation and content of the auditor's report.

9. 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.

10. Further information

If you have any questions arising from the Company's continuous disclosure policy you may contact the Company as follows:

Ms Ruth McClelland
Company Secretary and Legal Counsel
K2 Asset Management Holdings Ltd
Level 32, 101 Collins Street
Melbourne VIC 3000
Telephone +613 9691 6111
Facsimile +613 9691 6170
E-mail rmcclelland@k2am.com.au



11. Review of policy

The board will review this policy and the attached guidelines and procedures as often as the board determines and make any changes it determines necessary or desirable.

12. Access to the policy

This policy will be available for viewing by any person on the Company's website or a copy will be sent upon request.



CONTINUOUS DISCLOSURE AND SHAREHOLDER REPORTING POLICY

GUIDELINES AND PROCEDURES

1. Introduction and definitions

1.1 Introduction

These guidelines and procedures are to be read in conjunction with the continuous disclosure and shareholder reporting policy.

1.2 Definitions

Unless the contrary intention is expressed in this policy, the following words (when used in these guidelines and procedures) have the meaning set out below:

“ASX” means the ASX Limited or, as the context requires, the financial market operated by it.

“ASX Listing Rules” means the rules published by the ASX from time to time for the listing of an entity’s securities on the ASX.

“Company” means K2 Asset Management Holdings Ltd.

“Confidential Information” includes any information, documentation, materials or items that are designated by the Company or a controlled entity as confidential, any information of a confidential character which has been communicated to any person and any trade secret, formulae or any information relating to the business affairs, financial affairs, investor relations, contractual arrangements, government or government authority enquiries, legal affairs, accounts work, marketing plans, prospects, research, management, financing,

products, inventions, designs, processes and any data bases, data surveys, specifications, drawings, records, reports, software or other documents, material or other information whether in writing or otherwise concerning the Company and its controlled entities.

“Group” means the Company and its controlled entity, K2 Asset Management Ltd.

1.3 Updating the Policy

The board may approve updates and amendments of the continuous disclosure and shareholder reporting policy from time to time. All updates and amendments, and a consolidation, of the continuous disclosure and shareholder reporting policy (or a summary of its main provisions) will appear on the Company’s website within a reasonable time after any such updates or amendments have been approved.

1.4 Questions from employees

Employees should direct their questions about the continuous disclosure and shareholder reporting policy and its application in the first instance to the company secretary.

If a definitive interpretation of the continuous disclosure and shareholder reporting policy or its application is required, the question should be directed to the company secretary or their authorised delegate.

2. Information that will be disclosed to the ASX

2.1 Determination of 'materiality'

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 managing director or 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.



It is therefore important that the managing director or the company secretary is consulted regarding the necessity to disclose a particular matter.

2.2 Exception to 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 agreement); or
 - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
 - (iv) the information is a trade secret.

The managing director or 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.

3. False markets

3.1 Information Required to Correct a False Market

ASX Listing Rule 3.1B states:

If 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.

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 financial information released by the Company, can lead to a false market.

3.2 Measures to Avoid 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 on the Company's financial results to ensure that the Company's investors are able to make an informed assessment of the Company's activities and results.

4. Internal decision-making on disclosure

4.1 Information Planning

In planning for external financial announcements, the Company will prepare documents such as required reports to the ASX or other formal announcements, supporting papers, questions and answers, PowerPoint presentations and other materials.

These documents and materials are to be reviewed and approved by the managing director or the company secretary.

4.2 After Approval and Release of Documents

Once approved and released, the documents and materials define the specific details of financial information that can be discussed with analysts and the media.

The managing director or the company secretary will use their discretion to determine



the boundaries of the information that they can discuss, within the confines of the ASX Listing Rules.

Where this is unclear, the managing director or the company secretary should seek clarification on the extent to which information can be publicly discussed.

4.3 **Role of the Managing Director, the Chief Financial Officer and the Company Secretary**

The managing director, the chief financial officer and the company secretary will:

- (a) be expected to discuss the Group's financial announcements with media and analysts to assist in the understanding of the communications made on the Group; and
- (b) be sufficiently briefed by employees within the Company to provide them with adequate knowledge on the background and issues associated with the financial announcement; and
- (c) document the extent of the financial information that they will communicate with the media and analysts. This will commonly be in the form of 'questions and answers' and/or presentation transcripts.

4.4 **Specific information**

Any specific information provided to analysts or the media will only be provided within the requirements of the ASX Listing Rules.

4.5 **Other personnel**

No employee or associated party of the Group (such as consultants, lawyers, accountants, advisers, auditors), other than authorised spokespersons, are permitted to comment publicly on the financial affairs of the Company or in relation to any other Confidential Information of the Company.

5. **External communications**

5.1 **Financial affairs**

The managing director or his authorised delegates are the only authorised persons within the Company to comment publicly on the price-sensitive financial affairs of the Company.

5.2 **ASX confirmation**

Disclosure announcements to the ASX must not be communicated to analysts, the media or the public until the ASX announcement has been released to the market.

5.3 **Responsibility for contact with the ASX**

Only the managing director, the chief financial officer or the company secretary (or their authorised delegates), are authorised to have contact with the ASX relating to any ASX enquiry.

6. **Media guidelines**

6.1 **General guidance**

All business media requests, contact or enquiries about price-sensitive financial information (phone, fax, e-mail) should be immediately referred to the managing director or the company secretary.

All requests for media interviews or briefings (either face to face or via telephone) with senior management in relation to the Company are to be referred to the managing director for prior approval.

Wherever possible, and in accordance with the Company's commitment to continuous disclosure and to comply with its other legal obligations, the company secretary or their authorised delegates will attend and keep a record of such meetings, telephone calls or interviews. If this is not possible, an alternative arrangement will be made. In this instance, it is recommended that the interview/briefing be discussed with the company secretary beforehand to ensure appropriate issues identification, recording of the interview, etc is considered before the interview/briefing.

The company secretary will maintain a register of media events and contact in relation to the Company.

6.2 **Spokesperson**

The managing director or his authorised delegates are the only authorised persons within the Company to comment to the media on the affairs of the Company.



This includes both 'on the record' and 'off the record'/non-attributable comments or conversations. Senior management and employees should not respond to inquiries or contact the media about the Company, via an 'off or on the record' basis without prior consultation with the managing director or company secretary.

Employees, other than authorised spokespersons, should immediately inform and refer any media inquiries about the funds the Group manages to the distribution department, and about the Company to the managing director or company secretary.

Company spokespersons should not comment on any undisclosed strategy aspects, earnings projections or outlook for the Company.

As a broad principle, the Company does not comment on competitors' activities.

6.3 Media Releases, ASX Announcements

Media releases are a primary means of communicating information publicly to the investment market, media and other stakeholders. No Company media release should be issued without signoff from the company secretary who will also facilitate sign-off with the managing director and/or the chief financial officer prior to release.

As a general rule, the Company does not usually allow its logo and branding to be used in third party media releases. However, third party media releases about the Company should be forwarded to the company secretary for sign-off. This is important for appropriate issues identification and protection of the Group's reputation and image.

6.4 Drafting of Media Releases about the Company and ASX Announcements

The company secretary or their authorised delegates, will act as the primary contact and spokesperson for Company media releases and ASX announcements.

The company secretary or their authorised delegates, will be responsible for coordinating input from relevant directors and senior management and assigning the appropriate resources from within the Group or the relevant part of the Group, in order to prepare a draft media release or ASX announcement.

6.5 Approval of Media Releases

The company secretary or their authorised delegate, in consultation with the relevant senior manager will coordinate sign-off of such a media release.

Final sign-off authority rests with the company secretary who is responsible for determining that appropriate executive sign-off has been secured, prior to release.

6.6 Distribution of Media Releases

The company secretary is responsible for managing lodgement of Company media releases and ASX announcements with the ASX.

The company secretary, or their authorised delegate, is also subsequently responsible for coordinating distribution to the media, employees and other stakeholders, as appropriate, and coordinating posting of such media releases and related information on the Company's website.

6.7 Responding to Market/Media Rumours

The Company should not 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 referable (in the opinion of the managing director, the chief financial officer or the company secretary) to the speculation or rumour; or
- (c) the Company receives a formal request from the ASX or a relevant regulator.

As a general rule, if the Company is not the source of the speculation or rumour, the Company's response to speculation or rumours is as follows: 'It is not the Company's policy to comment on market speculation or rumours.'

Any comments made by the Company in response to market speculation and rumour must be authorised by the managing director or the company secretary and must be limited to correcting factual errors.



The Company is committed to ensuring that a false market is not created in respect of its securities.

Should the ASX request the Company to make a definitive statement in response to a market rumour, the company secretary will consider the appropriate response, in consultation with the managing director, chief financial officer or appropriate members of senior management. The company secretary must sign-off all Company announcements to the ASX in relation to market/media rumours.

Final sign-off authority rests with the company secretary who is responsible for determining that appropriate executive sign-off has been secured, prior to release.

6.8 Media Conferences

Business media conferences about the Company will be coordinated by the company secretary and will only be attended by the managing director, chief financial officer, appropriate members of senior management or the company secretary.

7. Investor relations

7.1 General Guidance

All requests for investor/analyst meetings, lunches or presentations about the Company are to be referred to the managing director. Where an investor or analyst makes direct contact with an employee about the Company they should immediately be referred to the managing director. If the enquiry is about the funds managed by the Group the investor or analyst may be referred to the distribution team. Investor and analyst presentations and meetings will be arranged, as appropriate, with members of senior management, by the managing director.

The following guidelines apply to investor/analyst meetings about the Company:

- (a) as a general rule, and in accordance with Company disclosure practices, an investor relations representative will attend all meetings involving investors and analysts with management; and

- (b) unless circumstances warrant it, individual meetings between analysts and senior management will not be granted; and
- (c) the company secretary will maintain a record of all investor meetings in accordance with Company disclosure practices.

7.2 Guidance on Earnings Estimates

In response to analysts' inquiries in respect of their earnings estimates, the Company may acknowledge the current range of analysts' estimates and question analysts' assumptions, if their estimate varies significantly from the current market range of estimates and correct factual errors.

7.3 Reviewing Analyst Draft Reports and Models

It is in the Company's interests to review analysts' draft reports and models where requested. However, the Company should only comment on the factual and/or public information contained in a report or model and not comment on the analysts' conclusions or assumptions in the report or model.

All draft analysts reports and models should be referred to the company secretary for review in conjunction with the chief financial officer.

The Company does not comment generally to the media on analysts' research or commentators' notes about the Company.

7.4 Referring to or Distributing Analysts' Reports

The Company recognises that analysts' reports are proprietary information belonging to the firm in question. Analysts' reports on the Company are not to be distributed externally, unless authorised by the author, and then only on the clear understanding that the Company does not endorse the report or its contents. The Company does not post analysts' reports about the Company on its website nor refer to them.

7.5 Senior Management

While senior management will play a critical role in the presentation of the Company to investors and analysts through a program of investor meetings, presentations and question and answer sessions coordinated by investor relations, the relationship with shareholders



and analysts is to be managed exclusively by investor relations in consultation with the managing director and company secretary. All contact with investors or analysts in relation to the Company should be managed through the company secretary.

8. Confidential information

8.1 General

Information about the Company's affairs should only be disclosed as required under the ASX Listing Rules. This includes the disclosure of the Company's Confidential Information.

The Company considers its Confidential Information as a very important asset. Therefore, the Company has a legitimate interest in protecting its Confidential Information from unauthorised disclosure and use.

8.2 Confidential Information

All directors, senior management and employees must:

- (a) take all reasonable steps and necessary precautions to maintain the secrecy and confidentiality of the Confidential Information; and
- (b) keep confidential all Confidential Information and not disclose any Confidential Information to any person except:
 - i. as required by law; or
 - ii. with the prior written consent of the board, managing director or company secretary; or
 - iii. in the proper performance of the employee's responsibilities and duties for the Company; and
- (c) maintain proper and secure custody of all Confidential Information and use their best endeavours to prevent the use or disclosure of any of the Confidential Information by third parties.

8.3 Management's role

The board, managing director, chief financial officer and senior management are

responsible for identifying Confidential Information used in their areas, and making employees aware of the information's status.

9. Promoting compliance

9.1 Promotion of Compliance within the Company

The Company, through the managing director, the chief financial officer and the company secretary will take all reasonable measures to ensure that there is compliance with ASX Listing Rules requirements relating to continuous disclosure.

9.2 Further Clarifications

Where any Company representative is unclear about whether particular information can be publicly released, the Company representative must seek clarification from the managing director or the company secretary.

10. Monitoring compliance

10.1 Board to Monitor Compliance

The board will monitor compliance with ASX Listing Rules requirements in relation to continuous disclosure.

10.2 Role of the Board in Relation to Financial Announcements

The board must approve all financial announcements to the ASX, investors, analysts and the media prior to their release.

11. Communications

11.1 Company Website

All information posted on the Company's website must be approved by the company secretary and must be continuously reviewed and updated to ensure its accuracy and relevance.

11.2 Publications and other Communications

The managing director or the company secretary may approve the issue of Company statements or publications regarding



previously disclosed information, including information comprising:

- (a) media releases;
- (b) fact books and other corporate publications;
- (c) publications on the Company's website; and
- (d) information broadcast via e-mail or fax to shareholders of the Company, institutional investors and other key stakeholders.

12. Trading halts

The board has resolved that a trading halt may only be called:

- (a) in the first instance, by the managing director;
- (b) in the absence of the managing director, jointly by any two directors;
- (c) in the absence of any two directors, any one director; and
- (d) in the absence of any director, by the company secretary.