

Continuous disclosure policy

EntX Limited
ACN 164 573 728

Approved: 11 April 2022

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(Company)

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1. Introduction

- 1.1 This policy imposes obligations and procedures on all EntX personnel to ensure the timely and balanced disclosure of all material price sensitive matters concerning the Company.
- 1.2 The Company is committed to ensuring that EntX personnel act in accordance with the Company's values and strategies, including to act at all times in accordance with applicable laws and uphold the ASX and ASIC principles of corporate governance.
- 1.3 The Company acknowledges that accurate, balanced and clearly and objectively expressed disclosures are important to allow investors to make assessments of the impact of the information when making investment decisions.

2. Objectives

- 2.1 The objectives of this policy are to:
 - (1) ensure that the Company is able to meet its continuous disclosure obligations under the ASX Listing Rules and Corporations Act; and
 - (2) establish internal procedures to ensure:
 - (a) all investors and participants in the market have equal and timely access to material price sensitive information concerning the Company;
 - (b) all Company announcements are accurate and presented in a clear and balanced way; and
 - (c) only material price sensitive information is disclosed to the market and selective or inadvertent disclosure of such information is prevented.

3. Definitions

- 3.1 In this policy, unless the context otherwise requires:
 - (1) **Associated persons** refers to contractors, consultants, advisors or key suppliers that by virtue of their role or relationship with the Company or a controlled entity of the Company have access to information that has or could reasonably be deemed to be Price Sensitive Information;
 - (2) **Corporations Act** means the *Corporations Act 2001* (Cth) as amended from time to time;
 - (3) **Generally Available** means generally available as defined in section 1042C of the Corporations Act (that is, it consists of readily observable matter; or it has been publicly disclosed by an announcement to ASX and a reasonable period for its dissemination among investors has elapsed; or it consists of deductions, conclusions or inferences made or drawn from other generally available information e.g. the information has been included in an annual report or other document disclosed to the ASX);

- (4) **EntX personnel** collectively refers to the Directors, employees and Associated persons of the Company and its controlled or associated entities.
- (5) **Price Sensitive Information** has the meaning given in paragraph 4.1;

4. Continuous disclosure – legal considerations

- 4.1 Chapter 3 of the ASX Listing Rules deals with the continuous disclosure requirements that a listed company must satisfy. In particular, Listing Rule 3.1 states that 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 (**Price Sensitive Information**), the entity must immediately tell the ASX that information.

There is, however, an exception to the disclosure of Price Sensitive Information under ASX Listing Rule 3.1. This exception is set out in ASX Listing Rule 3.1A and applies when:

- (1) one or more of the following 5 situations applies:
 - (a) it would be a breach of a law to disclose the information;
 - (b) the information concerns an incomplete proposal or negotiation;
 - (c) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (d) the information is generated for the internal management purposes of the Company; or
 - (e) the information is a trade secret; and
 - (2) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - (3) a reasonable person would not expect the information to be disclosed.
- 4.2 The ASX Listing Rules also provide that if the ASX considers that there is or is likely to be a false market in an entity's securities and asks the entity to give information to correct or prevent a false market, the entity must give ASX that information. If the Company is not in a position to issue an announcement straight away, it should consider requesting a trading halt (see paragraph 6.4).
- 4.3 Examples given by ASX in the ASX Listing Rules of information that, depending on the circumstances, could require disclosure by entity under ASX Listing Rule 3.1 are as follows:
- a transaction that will lead to a significant change in the nature or scale of the entity's activities;
 - a material acquisition or disposal;
 - the granting or withdrawal of a material licence;
 - the entry into, variation or termination of a material agreement;
 - becoming a plaintiff or defendant in a material law suit;
 - the fact that the entity's earnings will be materially different from market expectations;

- the appointment of a liquidator, administrator or receiver;
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- under subscriptions or over subscriptions to an issue of securities;
- giving or receiving a notice of intention to make a takeover; and
- any rating applied by a rating agency to an entity or its securities and any change to such a rating.

5. Policy

5.1 The Board has the ultimate responsibility of ensuring that the Company complies with its continuous disclosure obligations. The Board has delegated day-to-day management of that responsibility to the Managing Director (**MD**) and the Disclosure Officer (being the Company Secretary).

5.2 As soon as EntX personnel become aware of information:

- (1) that is not Generally Available; and
- (2) which may be Price Sensitive Information,

they must provide to the MD and the Disclosure Officer the following information:

- (1) a general description of the matter;
- (2) details of the parties involved;
- (3) the relevant date of the event or transaction;
- (4) the status of the matter (eg final / negotiations still in progress / preliminary negotiations only);
- (5) the estimated value or value impact of the event or transaction;
- (6) the estimated effect on the Company's finances or operations; and
- (7) the names of any in-house or external advisers involved in the matter.

5.3 Directors, employees or consultants should also inform the MD and the Disclosure Officer if they believe any prior disclosures to the ASX are inaccurate or incomplete.

5.4 Information or presentations provided to, and discussions with, analysts, investors, professional bodies or any other person, are also subject to this continuous disclosure policy. Any new and substantive presentations (such as presentations given at AGMs, investor days and broker conferences rather than private briefings) must be disclosed to the ASX before the presentation, regardless of whether the presentation contains Price Sensitive Information.

5.5 Material information which is or may be Price Sensitive Information must not be selectively disclosed (eg, to analysts, professional bodies, the media, investors, customers or any other person) prior to being announced to the ASX. Any EntX personnel proposing to present any material information which is or may be Price Sensitive Information to external parties should ensure that copies of such material are provided to the Disclosure Officer prior to presenting that information externally.

- 5.6 All enquiries from analysts must be referred to the MD or the Disclosure Officer. All material to be presented at an analyst briefing must be approved by the Disclosure Officer prior to briefing.
- 5.7 EntX personnel must decline to answer any question raised in an analyst briefing which can only be answered by disclosing new Price Sensitive Information, pending that information being announced by the Company on the ASX. If after an analyst briefing has occurred, EntX personnel suspect that new Price Sensitive Information was disclosed at the briefing, then the relevant EntX personnel must notify the Disclosure Officer as soon as practicable and the process in clause 6 will apply.
- 5.8 The Company's policy is that it will not comment on or respond to analysts' reports or forecasts unless such comment or response is appropriate and required (for example, to correct material errors or if a forecast does not take into account Price Sensitive Information which the Company has previously announced).
- 5.9 The Company may implement communication 'blackout' periods from time to time, during which the Company will not hold briefings (other in relation to matters already announced to the ASX).
- 5.10 All enquiries from the media must be referred to the MD or the Disclosure Officer. The only persons authorised to make public statements, including any media contact or comment, on behalf of, or attributable to, the Company are the Chair and the MD. Other EntX personnel must not make any public statement to any external party in any format without explicit prior approval from the MD or the Chair.
- 5.11 All media releases and material to be presented (for example at seminars) that does not contain Price Sensitive Information must be approved by the Disclosure Officer or the MD prior to release to journalists or other professional bodies.

6. Roles of MD and Disclosure Officer

- 6.1 The Board has appointed the Company Secretary to act as the Disclosure Officer to:
 - (1) be responsible for disclosing information to the ASX, once a decision has been made that disclosure is required in accordance with this policy; and
 - (2) have responsibility for communications with the ASX in relation to ASX Listing Rule matters generally (in accordance with ASX Listing Rule 12.6).
- 6.2 In respect of information that comes to the attention of the MD and/or Disclosure Officer (either directly or from EntX personnel), the Disclosure Officer must immediately inform the MD of that information (to the extent the information is not already known by the MD) and the MD must immediately take such action in relation to any Price Sensitive Information as is required by the ASX Listing Rules.
- 6.3 If the MD and the Disclosure Officer believe the information must be disclosed, an announcement to the ASX disclosing the Price Sensitive Information will be immediately prepared for release to ASX, subject to the MD's approval under paragraph 6.6. A copy of the announcement must be sent to all Directors and placed on the Disclosure File maintained by the Disclosure Officer (see paragraphs 6.8(3) and (4)).

However, if the MD and the Disclosure Officer are convinced the information is not Price Sensitive Information, or is Price Sensitive Information but does not have to be disclosed because it is covered by the ASX Listing Rule 3.1A exception to ASX Listing Rule 3.1, the information will not be disclosed to ASX.

If the MD and the Disclosure Officer are not certain whether the information is Price Sensitive Information, or whether it falls within an exception, the Disclosure Officer will consult with the Board and management and/or seek external legal or financial advice.

- 6.4 In certain circumstances, it may be necessary or desirable for the Company to request a trading halt or suspension of trading in the Company's securities to prevent a false or uninformed market or to otherwise manage disclosure obligations (eg. where relevant information has leaked and the Company is not in a position to give an announcement to ASX straight away). The MD, in consultation with the Chair and management (or another non-executive Director in the absence of the Chair) will make any decisions to request a trading halt or suspension of trading.
- 6.5 The MD and the Disclosure Officer shall be responsible for ensuring that Company announcements:
- (1) are accurate;
 - (2) do not omit material information; and
 - (3) are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
- 6.6 Where information is to be released to the ASX in accordance with this policy, announcements must be approved by the MD prior to release by the Disclosure Officer.
- 6.7 Any Company announcement other than purely administrative announcements (such as Appendices 3B) must be provided to each Director with reasonable notice prior to release, together with any supporting material that is appropriate in the circumstances. In the event that reasonable notice to Directors is unable to be provided due to the immediacy of any particular matter, the Company announcement should be referred to the Chairman for authorisation prior to release.
- 6.8 The Disclosure Officer must:
- (1) conduct (together with the MD as applicable) all disclosure discussions with management and the Board;
 - (2) conduct (together with the MD as applicable) all disclosure discussions with the ASX;
 - (3) maintain a file (**Disclosure File**) which must contain a record of:
 - (a) material that has been disclosed to the ASX (with a copy of each announcement to the ASX); and
 - (b) potentially Price Sensitive Information that has come to the attention of the Disclosure Officer and has not been disclosed to the ASX, together with the reasons for that non-disclosure;
 - (4) provide Directors with a copy of any Company announcement promptly after they have been made;
 - (5) submit reports to each regular Board meeting, setting out the matters disclosed to the ASX and those matters of which the Disclosure Officer became aware that were not disclosed to the ASX and the reasons for that non-disclosure; and
 - (6) take such action as the Disclosure Officer considers necessary or appropriate (including the implementation of regular training sessions for relevant officers and employees) to ensure that the senior managers and their subordinates are aware of and adequately understand:
 - (a) the nature of the Company's continuous disclosure obligations;
 - (b) the responsibilities of the Company's officers and employees in ensuring compliance with its continuous disclosure obligations; and
 the requirements of this policy.
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7. Confidentiality

The Company will use reasonable endeavours to safeguard and otherwise keep confidential all potentially Price Sensitive Information so as to avoid, to the extent possible, premature disclosure of such information.

8. Contraventions and penalties

8.1 Contravention

The Company contravenes its Australian continuous disclosure obligations if it fails to notify the ASX of the information required by Listing Rule 3.1 to be disclosed and where the exception in Listing Rule 3.1A does not apply.

8.2 Liability and enforcement – penalties for breach

(1) The Company

If the Company contravenes its continuous disclosure obligations, it may face:

- (a) if the contravention is intentional or reckless – criminal liability with a monetary fine;
- (b) civil liability for any loss or damage suffered by any person as a result of the Company's failure to disclose relevant information to the ASX; and
- (c) delisting from the ASX.

ASIC can also institute proceedings under the *Australian Securities and Investments Commission Act 2001*.

(2) Others

The Company's officers (including its Directors), employees or advisers who are involved in the contravention by the Company, may also face both civil and criminal liability (the consequences of which may include monetary fines and/or imprisonment).

(3) Enforcement

The court also has power under the Corporations Act to order compliance with the ASX Listing Rules on the application of the ASX, ASIC or an aggrieved person (for example, a shareholder of the Company).

(4) Unwanted publicity

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

9. Periodic Updates

- 9.1 This policy shall be reviewed periodically to check that it is operating effectively and whether any changes to it are required.