



## Continuous Disclosure Policy

### Objectives

As a company listed on the NZX Limited (**NZX**) Main Board, Blis Technologies Limited (**BLT** or the **Company**) is required to comply with continuous disclosure obligations under the NZX Main Board Listing Rules (**Listing Rules**) and the Financial Markets Conduct Act 2013 (**FMCA**).

This policy applies to all directors, employees, contractors and other representatives of BLT and its subsidiaries (collectively referred to as **Staff**).

The Company is committed to keeping the securities markets informed of Material Information relating to the Company and its shares and promoting investor confidence by ensuring that trading of its securities takes place in an efficient, well-informed market at all times.

The purpose of this policy is to:

- a) Ensure that the Company complies with its continuous disclosure obligations;
- b) Ensure timely, accurate and complete information is provided to all shareholders and other market participants; and
- c) Outline mandatory requirements and responsibilities in relation to the identification, reporting, review and disclosure of Material Information relevant to the Company.

This Policy should be considered in conjunction with BLT's Securities Trading Policy, which deals with the trading of the Company's securities by Staff and any other person in possession of Material Information relevant to the Company.

### Policy Requirements

The Company will disclose Material Information to the NZX immediately upon the Company becoming aware of that information, unless such a disclosure is not required by the Listing Rules. Exceptions to Disclosure Obligations are listed in **Appendix 1** of this Policy. Notification is to be made by way of an announcement to NZX.

The Company will confirm to NZX that the relevant announcement is price sensitive (being Material Information) by applying the "P" flag when releasing the announcement on the NZX Market Announcement Platform.

Material Information means any information that a "reasonable person" would expect, if it were generally available to the market, to have a "material effect" on the price of BLT's quoted securities. The information must be related to BLT's securities, or to BLT, rather than securities generally or issuers generally.

"Reasonable person" is an objective test. In the view of NZX Regulation, a reasonable person is a person who commonly invests in securities and holds such securities for a period of time, based on their view of the inherent value of the securities.

"Material effect" is dependent on the specific characteristics of BLT and the security. A price movement of 10% or more in a quoted security will generally be treated by NZX Regulation as evidence that information has had a material effect on the price of those securities. Price movements between 5% and 10% will depend on specific facts and circumstances. See **Appendix 1**.

The Company will release information and confirmations to NZX to the extent necessary to prevent a false market for the Company's securities, being the development or subsistence of a market for the Company's quoted securities which is materially influenced by false or misleading information emanating from:

- a false or misleading announcement;
- other false or misleading information e.g. a false rumour circulating in the market; or
- a segment of the market is trading on the basis of market sensitive information that is not available to the market as a whole (e.g. through leakage of confidential information).

The Company may be required by the NZX to provide information even if an exception to disclosure applies.

Individuals who become aware of any information that is, or may be Material Information that is not generally available to the market must:

- a) immediately alert the CEO or Chair; and
- b) keep the information confidential, and not disclose it to other persons until it is released to the market and becomes publicly available.

All Material Information must be immediately disclosed to the CEO and Chair irrespective of the potential for an exception. In each instance, the decision and advice on whether an exception applies will be made by the Chair and nominated Board members.

Individuals who become aware of information that has been made public, but which has not yet been notified to NZX, must contact the CEO or Chair.

The CFO or CEO must be informed immediately of any inadvertent disclosure or suspected disclosure of Material Information.

Every Board, Executive and senior management meeting will, as an agenda item, confirm that there is no Material Information which requires disclosure. These forums will consider whether, and at what stage, commercial affairs need to be made public.

### **Media Releases**

No Staff shall release Material Information to the media or any other third party until the Company has received confirmation from NZX that the Material Information has been disclosed to the market.

All information intended to be made public, whether or not it is believed to be Material Information, other than that which is purely promotional in nature, must be reviewed by the CEO, Chair and in the case of financial information, the Audit Committee Chair, prior to issue.

### **Analysts/Shareholders**

Only Authorised Spokespersons, as defined in this Policy may conduct discussion with analysts, investment professionals, shareholders or other market participants.

**Authorised Spokespersons** are persons authorised to make public statements on behalf of or in relation to the Company are:

- the Chair (in respect of governance and board matters); and
- the CEO (in respect of operational, market updates and business interviews); and
- any person who is expressly authorised by the Chair.

Legal enquiries or enquiries by regulators must be forwarded to the CEO and Chair for referring to the Company's legal advisors. All other enquiries from a member of the investment community must be referred to the CEO.

Any presentations at, or other engagements with the investment community must:

- a) Be arranged through and authorised by the CEO or Chair;
- b) Only contain publicly available information or non-material information.

Contents of any written presentation material prepared for such meetings must be advised in advance to CEO and Chair.

The Authorised Spokesperson must notify the CEO and Chair immediately if an unplanned discussion of non-public material with analysts, investment professionals, shareholders or other market participants occurs whether at a planned meeting or otherwise.

## **Roles and Responsibilities**

### **All Staff**

Report for investigation any known or suspected instances of non-compliance (including inadvertent or accidental instances) or events that give rise to a risk of non-compliance

### **Chief Financial Officer**

- Overall management responsibility for the administering this Policy, including ensuring ongoing compliance with the continuous disclosure obligations.
- Managing the announcements process.
- Arranging training and awareness programmes to educate Staff on the Company's Continuous Disclosure policy and procedures.
- Providing guidance on what is Material Information under this Policy.
- Ensuring all necessary procedures are in place to ensure appropriate disclosures of Material Information are made and to prevent accidental or inadvertent disclosure of Material Information.
- Overseeing and coordinating the disclosure of information to NZX, shareholders, analysts, stockbrokers, media and the public.
- Monitoring possible disclosure obligations and ensuring that all necessary procedures are in place to ensure appropriate disclosures of Material Information are made and to prevent accidental or inadvertent disclosures of Material Information.
- Communications with NZX on matters relating to Listing Rules.

### **Executives, Managers and Directors**

- Identify and report on any matters that might need to be disclosed to the NZX.

### **Compliance**

Failure to comply with this Policy may lead to a breach of the FMCA or Listing Rules. This may result in liability for the Company and in turn may lead to personal penalties for directors and officers. Breach of this Policy may lead to disciplinary action, up to and including dismissal (or termination of existing contractual arrangements for contractors or other agents). In some circumstances, a breach of policy may result in civil or criminal liability.

### **Governance and Maintenance**

At a minimum, this Policy will be formally reviewed once every three years by the Board.

### **Guidance Notes**

In addition to the guidance notes contained within the Listing Rules, NZX has issued a Guidance Note (April 2017) for listed issuers in relation to compliance with their continuous disclosure obligations. This guidance note includes both interpretative guidance on the Listing Rule obligations and useful examples to refer to where there is uncertainty.

## **APPENDIX 1 – MATERIAL INFORMATION**

For the purposes of this Policy, the following information is likely to be **“Material Information”** as set out in Listing Rule 10.1.1 and as further defined below:

- The development and launch of a significant new product or process;
- The entry into, or exit from, a significant market (whether domestic or offshore);
- Reaching an agreement with a significant new customer or supplier, deciding on a new area of business or major expansion or renewal of business with existing customers or suppliers;
- Any significant Government or regulatory changes, issues, complaints or problems affecting or notified to the Company or impacting on our business or operations;
- Obtaining any new significant regulatory approval which is likely to have a major impact on our sales or operation of our business;
- A significant risk or default of a supplier or major customer, or any major impact on our sales or production forecasts (adverse or advantageous);
- Deciding to open a new facility, office or plant;
- A major or significant quality issue, health & safety or environmental event affecting us or our products;
- A material change in the Company’s forecasted or expected financial performance where, for example, the Company believes there is a material risk that the actual results of the Company will materially differ from an announced projection, forecast or expectation;
- A recommendation or declaration whether or not to declare a dividend or distribution;
- Under-subscription or over-subscription to an issue of shares in the Company or giving or receiving a notice of intention to make a takeover bid;
- A copy of a document containing market sensitive information that the Company lodges with an overseas regulator or statutory body which is available to the public;
- Any change in Senior Management Team personnel; and
- Any agreement between the Company and a Director (or an associated person of the Director).

These examples are indicative only, and are not exhaustive. If in doubt as to whether information is sufficiently material, please contact the CFO or CEO.

### **Exceptions**

In accordance with Listing Rule 10.1.1(a), the Company does not need to disclose Material Information if the following safe harbor exception applies:

- 1) A reasonable person would not expect the information to be disclosed; and
- 2) The information is confidential and its confidentiality is maintained; and
- 3) One or more of the following applies:
  - I. the release of the information would be a breach of law;
  - II. the information concerns an incomplete proposal or negotiation;
  - III. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - IV. the information is generated for the internal management purposes of the Company or its subsidiaries; or
  - V. the information is a trade secret.

In order to rely on this exception you must satisfy each of limbs 1, 2 and 3 set out above. Material Information cannot be withheld on the basis that only one or two of the limbs apply.

If the exception does apply, consideration needs to be given to the time period for which it applies. For example, if disclosure is withheld on the basis of an incomplete proposal or negotiations around the Company’s entry into a proposed agreement, the exception will cease to apply as soon as the material terms have been agreed. The obligation at that point is to release to the market immediately.