

Continuous Disclosure Policy

Approved by: Board of Directors *Effective Date:* 01/10/2019
Owner: Company Secretary *Next Review:* 01/10/2021

Introduction

Important terms are explained in the definitions section.

Cavalier has ordinary shares quoted on the NZX Main Board ('NZX') and is committed to keeping the market informed of all **material information** relating to Cavalier and its shares, as required by the NZX Listing Rules ('Rules'). The Rules prohibit the disclosure of material information to other parties prior to disclosure to NZX, and confirmation of receipt of that information from NZX. This requirement also prevents the use of embargoed press releases or speaking publicly, prior to the disclosure being made.

There are a number of exceptions from the requirement to disclose material information to NZX (which are known in the Rules as 'safe harbour exceptions'). The decision as to whether an exception applies will form part of the decision making processes of the **disclosure committee**. The possible application of an exception does not affect the obligation on any **Cavalier person** to communicate information to the **disclosure officer** under this Policy.

Purpose

The purpose of this Policy is to ensure that Cavalier complies with its continuous disclosure obligations in a way that allows all interested parties equal opportunity to access material information concerning Cavalier in full and on a fair and timely basis.

Broadly, continuous disclosure obligations are important to ensure:

- the market is kept informed of relevant information at all times, and this information is released in an efficient, transparent and fair manner; and
- the equality of that information, so that no investor is disadvantaged against another and all investors are able to make informed investment decisions.

Policy Statements

- Any Cavalier person who becomes aware of information about Cavalier which is, or may be, material information must follow the procedure set out within this Policy.
- Cavalier persons must keep all material information confidential until it is released in accordance with the Rules and the Policy, and generally becomes available to the market.
- Cavalier will, promptly and without delay, notify the market of any information or any development related to its business or financial state of which it becomes aware, which if generally available to the market, a reasonable person would expect to have a material effect on, or lead to a substantial movement in, the price or value of its shares. Such notification must be made by way of an announcement to NZX.
- Breaches of this Policy will result in disciplinary action.

Aware

Cavalier will become aware of material information as soon as a director or senior manager has, or ought reasonably to have, come into possession of the material information in the course of the performance of their duties. This means that where a person within Cavalier is in possession of information that may be material information and that information ought reasonably to have been escalated to an appropriate person but was not, Cavalier will still be deemed to have been "aware" of the information, regardless of whether that information has actually been escalated to an appropriate person.

Promptly and Without Delay

There will inevitably be a period of time between a director or senior manager of Cavalier becoming aware of material information and the release of information to the market. For example, it may take time to determine that the information in question is material information and that none of the exceptions to disclosure outlined above apply. This does not mean, by default, that Cavalier has failed to release the material information promptly and without delay.

How promptly Cavalier is able to release an announcement will depend on the particular circumstances and nature of the material information. If the Board considers that it is unable to release information without unreasonable delay, it may consider requesting a trading halt.

Measures to Prevent a False Market

The disclosure committee will monitor conventional and social media for speculation and rumours to assist the Company in its obligation to prevent the development of a false market for the Company's shares.

Cavalier will not generally comment on media speculation and rumours, but should the disclosure committee determine that market commentary or speculation indicates that previously undisclosed confidential information is no longer confidential, or where applicable Rules and/or the NZX requires Cavalier to make a formal response, the disclosure committee may authorise a statement to be released.

Trading Halt

In order to maintain a fully informed and transparent market in respect of Cavalier's shares, Cavalier may consider requesting a trading halt from NZX to ensure orderly trading of the Company's shares and to manage disclosure issues. Likely situations giving rise to a request for a trading halt include:

- confidential information about Cavalier being leaked or inadvertently made public and further time is required to enable Cavalier to prepare an appropriate public announcement; or
- Cavalier preparing to make a major company announcement and is concerned to prevent uninformed or speculative trading.

The only persons authorised to determine whether a trading halt is required are the Board and the disclosure committee, and the only person authorised to request a trading halt from NZX is the disclosure officer.

Procedure for decision-making

As soon as any Cavalier person becomes aware of information that is, or may be, material information they must immediately consult with the disclosure officer and provide the disclosure officer with all relevant information.

Following receipt of the information from the Cavalier person, the disclosure officer will immediately convene a meeting of the disclosure committee to consider the matter. If it is anticipated that there will be a delay in releasing any material information, a trading halt may need to be requested until such time as the material information can be released.

Material information may arise because of a decision of the Board (i.e. a decision taken at a meeting which constitutes or otherwise gives rise to material information). Unless an exception applies, the obligation to disclose generally will arise once the Board has made that decision. This will usually be known ahead of time and a release should be prepared in advance.

All disclosures under the Rules will be reported to the Board at the time of disclosure.

The Board requires that disclosures relating to the following matters are referred to and approved by the Board (or any person delegated by the Board):

- market presentations and announcements in relation to the full year and half year results;
- statements relating to the future financial performance of Cavalier; or
- statements regarding any other significant matters.

Manner of Disclosure of Material Information

Communication Review

The disclosure committee is responsible for reviewing and approving, in consultation with the Chairman, the form of the disclosure of material information to NZX and to the public (via Cavalier's website).

Disclosure on Cavalier Website

Cavalier has a website where investors can obtain publicly available information such as Annual Reports, Company profile and Company contact details. All NZX announcements will be posted on the website, subject to legal restrictions, within two hours after publication by NZX. All information on the website is regularly reviewed and updated.

Accountabilities

Cavalier persons

All Cavalier persons are responsible for:

- discussing with the disclosure officer whether any information they hold requires disclosure in accordance with this Policy; and
- reporting any known or suspected instances of non-compliance to the disclosure officer for investigation.

Disclosure Committee

The disclosure committee is accountable for:

- promptly considering any potentially material information received from a Cavalier person;
- determining what is material information and what information needs to be disclosed to the market;
- reviewing and approving announcements prior to release to the market;
- liaising with the Board on continuous disclosure matters;
- ensuring that Cavalier complies with its continuous disclosure obligations; and
- ensuring that Cavalier complies with this Policy.

Disclosure Officer

The disclosure officer is accountable for:

- monitoring and ensuring compliance with this Policy; and
- arranging training for Cavalier's Board and senior management to:
 - assist with their understanding of the Company's and their own legal obligations relating to disclosure of material information and confidentiality;
 - raise awareness of internal processes and controls; and
 - promote compliance with this policy.

Senior Management

Senior management will consider on a regular basis whether there is any information that may require disclosure in accordance with this Policy. Each member of management is also responsible for identifying and reporting to the disclosure officer any matters that may need to be disclosed under this Policy.

Board of Directors

The Board will consider at each Board meeting whether there is any information that may require disclosure in accordance with this Policy.

Definitions

Material information is information which a reasonable person would expect to have a material effect on the price of Cavalier shares if it were generally available to the market. Information has a wide meaning and may include matters of opinion as well as matters of fact.

Information is considered “generally available to the market” when it has been made known in a manner that common investors would be aware of and, since it has been made known, a reasonable period for the information to be disseminated has passed (for example disclosure is made via NZX) or is readily obtainable by common investors.

It does not matter how you come to know the material information whether in the course of carrying out your responsibilities or by any other means (including, but not limited to, overhearing discussions in progress in the workplace or at work-related functions). Information includes rumours, matters of supposition, intentions of a person (including Cavalier) and information which is insufficiently definite to warrant disclosure to NZX.

Material information could include (but is not limited to) information that is not generally available to the market concerning:

- the financial performance of Cavalier and subsidiaries (the Group);
- a possible change in the strategic direction of the Group;
- the introduction of an important new product or service;
- a possible acquisition or disposal of any assets or subsidiaries by the Group;
- entry into, or the likely entry into, or termination, or likely termination, of material contracts or other business arrangements;
- a possible change in Cavalier’s capital structure or financial position;
- a change in the historical pattern of dividends;
- senior management changes;
- a material legal claim by, or against, the Group; or
- any other unexpected liability.

Cavalier persons are any of the following:

- directors of Cavalier;
- the Chief Executive Officer of Cavalier;
- senior management and all employees, secondees, contractors and consultants of Cavalier and its subsidiaries; and
- anyone else notified by the disclosure officer.

Disclosure committee comprises the Chief Executive and Company Secretary.

Disclosure officer is the Company Secretary.