



## **CONTINUOUS DISCLOSURE POLICY**

*Aligned with the United Nations 17 Sustainable Development Goals<sup>1</sup>*

### **BACKGROUND**

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Most countries have laws prohibiting bribery and corruption. However, many countries (including Australia) also have laws that prohibit bribery and corruption, no matter the jurisdiction in which it occurs. A breach of these laws can be a serious offence, which may result in fines in respect of the relevant company, or the imprisonment of its employees. The appearance of a breach of these laws can also have a serious reputational impact on the company in question.

As a result of the above and as a matter of good corporate practice, the Board of Directors (the **Board**) of Conjugate Energy Limited (the **Company**) has implemented this Anti-bribery and Corruption Policy (this **Policy**) which applies to all members of the Company Group.

Certain types of payments are dealt with under the Policy to ensure openness, transparency, and consistency in approach across the Company Group.

### **WHO IS COVERED IN THIS POLICY?**

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This Policy covers all Company Personnel and Associated Persons.

## 1. INTRODUCTION

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Conjugate Energy Limited (**Conjugate Energy** or the **Company**) is listed on the Australian Securities Exchange (**ASX**) and must comply with ASX Listing Rules (**Listing Rules**) and the *Corporations Act 2001* (Cth).

This policy applies to Directors, senior executives, employees and contractors who are mostly likely to be in possession of, or become aware of, material information. All the Company staff need to be aware of the existence of the policy and to be familiar with its terms so that they can assist with reporting of potential material information to the appropriate persons within the Company.

The Company recognized the importance of its market releases being accurate, balanced and expressed in a clear and objective manner which allows investors to assess the impact of the information when making investment decisions.

## 2. PURPOSE

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The purpose of this policy is to:

- Ensure the Company's announcements are timely, factual, complete and expressed in a clear and objective manner;
- Ensure that the Company meets its obligation to keep the market fully informed of information which may have a material effect on the price or value of its securities;
- Establish the rules for ASX information disclosure, the responsibility of officers and employees and the procedures for the ASX announcements release.

## 3. CONTINUOUS DISCLOSURE REQUIREMENTS

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ASX Listing Rule 3.1 deals with the continuous disclosure requirements that the Company must satisfy. LR

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, the entity must immediately disclose ASX that information (**Material Information**).

There are, however, exceptions to the disclosure of Material Information in Listing Rule 3.1A. These exceptions apply when:

- One or more of the following 5 situations applies:
  - i. It would be a breach of a law to disclose the information; or
  - ii. The information concerned an incomplete proposal or negotiation; or

- iii. The information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
  - iv. The information is generated for internal management purposes of the entity; or
  - v. The information is a trade secret; and
- The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
  - A reasonable person would not expect the information to be disclosed.

The Listing Rules also provide that if the ASX considers that there is or is likely to be a false market in the Company's securities, the ASX may ask the Company to disclose information or make a statement to correct or prevent a false market. This may occur where there is market speculation or media reports arising from a leakage of confidential information concerning a proposal or negotiations that have not been disclosed by the Company because one of the exceptions in 3.1A applies. The Company must immediately give the ASX that information.

Information must not be selectively disclosed to others, such as prospective shareholders, the media or analysts, before it is disclosed to the ASX.

#### **4. OFFICERS AND EMPLOYEES RESPONSIBILITY**

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It is the responsibility of each Director, officer and employee to advise any of the Chief Executive Officer, Company Secretary or senior executives immediately in relation to any information about the Company of which the person is aware, and which has not been released to the ASX and may be price sensitive so that the information might influence someone to buy or sell the Company's securities. It is also their responsibility to immediately advise the Company Secretary of any circumstances that may make, or have made, any publicly released price sensitive information potentially, or actually, inaccurate (such as a forward-looking statement), so that a correcting statement may be released as soon as possible.

If a person is unsure of the importance or relevance of the information which has become known to them, the information should be reported to the Company Secretary, the Chief Executive Officer or a Director. A decision then can be made as to whether the information is material and if necessary, disclosed to the ASX.

#### **5. PREPARATION OF ASX ANNOUNCEMENTS**

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Upon receipt of any information, it is the responsibility of Chief Executive Officer to determine if the information is required to be disclosed to the ASX. Where there is doubt as to whether certain information should be disclosed, the Board of the Company will be consulted, and if necessary, external advice will be sought.

If it is deemed that a release should be made to the ASX, the draft announcement must be made in the conjunction with the:

- Chief Executive Officer where the information concerns technical data; commercial matters; and any other matters of a material nature;
- Chief Financial Officer/Company Secretary and/or Chief Executive Officer where the information concerns financial matters or has a financial effect.

## **6. APPROVAL OF ASX ANNOUNCEMENTS**

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Once the release has been drafted, the final form of the release is to be approved for circulation to the Board by the following:

- Chief Executive Officer where the information concerns technical data; commercial matters and any other matters of a material nature;
- Chief Financial Officer/Company Secretary and/or Chief Executive Officer where the information concerns financial matters or has a financial effect.

The Board of the Company will be requested to review the draft announcement, provide their comments, and provide approval for lodgement with the ASX.

## **7. LODGMENT OF ASX ANNOUNCEMENTS**

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Once approved for release to the ASX, the Company Secretary will arrange for its immediate release by ASX Online to the market. The release will be registered in the Company's records and available in the monthly Board meeting reports.

## **8. MANAGEMENT OF THIS POLICY**

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The Company Secretary is responsible for:

- Liaising with the ASX in relation to continuous disclosure matters;
- Ensuring timely disclosure of material information to the ASX;
- Liaising with the Board of Directors, as appropriate, in relation to the disclosure of information;
- Reviewing this policy annually with any changes of ASX Listing rules governing continuous disclosure or Corporate Act and any recommendation to the procedures.

## 9. PRESENTATIONS AND BRIEFINGS

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The Company will ensure that it remains in compliance with the ASX Listing Rules in relation to corporate presentations and investor/analyst briefings.

Corporate presentations, including those given at conferences and shareholder meetings, must be made available to the market via ASX release, ahead of their presentation. Any audio or video recordings of such presentations will be made available to all investors as soon as possible after receipt by the Company.

At any private investor meeting or private analyst briefing, the Company (or any representative of the Company) will not disclose any information that a reasonable person would expect to have a material effect on the price or value of its securities that has not already been disclosed to the market.

## 10. APPENDIX

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Version	Last periodic review	Last update	Approver
1.0	December 2022	December 2022	Board