



# **CONTINUOUS DISCLOSURE POLICY**

October 2023

# Document Control

## Document Information

|                 | Information                  |
|-----------------|------------------------------|
| File Name       | Continuous Disclosure Policy |
| Policy Level    | Corporate Governance Policy  |
| Document Owner  | BSP Board                    |
| Document Author | Company Secretary            |
| Last Saved Date | 31 October 2023              |

## Document History

| Version | Issue Date | Changes                                 |
|---------|------------|---|
| 1.0     | 3/3/2017   | Original                                |
| 2.0     | 26/3/2021  | Update to comply with ASX Listing Rules |
| 3.0     | 31/10/2023 | Revision                                |

## Document Approvals

| Name                                      | Signature / Approval | Date       |
|---|----------------------|------------|
| Board Risk & Compliance Committee (BRCC)  | Meeting Minute       | 1/3/2017   |
| BSP Group Board                           | Meeting Minute       | 3/3/2017   |
| Due Diligence Committee                   | Meeting Minute       | 26/3/2021  |
| Board Audit & Compliance Committee (BACC) | Meeting Minute       | 21/11/2023 |
| BSP Group Board                           | Meeting Minute       | 22/11/2023 |

## Table of Contents

|   |          |
|---|----------|
| <b>1. INTRODUCTION</b>                                | <b>4</b> |
| 1.1 Mandate / Authority                               | 4        |
| 1.2 Link to other Policies                            | 4        |
| <b>2. OVERVIEW</b>                                    | <b>4</b> |
| 2.1 Background  | 4        |
| 2.2 Objectives  | 4        |
| 2.3 Definition  | 4        |
| 2.4 Scope   | 4        |
| 2.5 Policy Statement                                  | 4        |
| <b>3. REQUIREMENTS OF THE POLICY</b>                  | <b>4</b> |
| 3.1 Principles  | 4        |
| 3.2 Operations of the Policy                          | 5        |
| 3.2.1 Continuous Disclosure Obligations               | 5        |
| 3.2.2 Market Sensitive Information                    | 5        |
| 3.2.3 Exceptions to Continuous Disclosure Obligations | 5        |
| 3.2.4 Disclosure timeframe and manner                 | 6        |
| 3.2.5 Protecting confidential information             | 6        |
| 3.2.6 Disclosure Officer                              | 6        |
| 3.2.7 Responsibilities of the Disclosure Committee    | 7        |
| 3.2.8 Responsibilities of BSP Personnel               | 7        |
| 3.2.9 Market announcements, speculations and rumours  | 7        |
| 3.2.10 Trading Halts                                  | 8        |
| 3.2.11 Analyst, investor and media briefings          | 8        |
| 3.2.12 Chat rooms, blogs and social networking sites  | 8        |
| 3.2.13 Fiji Class Shares                              | 8        |
| 3.3 Exceptions to the Policy                          | 8        |
| <b>4. MAINTENANCE OF POLICY</b>                       | <b>8</b> |

# CONTINUOUS DISCLOSURE POLICY

## 1. INTRODUCTION

### 1.1 Mandate / Authority

The Board confers authority to Management to protect the reputation of BSP Financial Group Limited (BSP) by significantly reducing the risk of non-compliance with BSP's internal and external obligations, and to promote honesty and integrity through the efficient management of operational risk.

### 1.2 Link to other Policies

1.2.1 Compliance with this Policy is a component of the Compliance Risk Management Framework.

1.2.2 This Policy should be read together with related BSP Group policies including the Shareholder Communications Policy, Securities Dealing Policy and the Corporate Governance Principles.

## 2. OVERVIEW

### 2.1 Background

2.1.1 BSP Financial Group Limited as a listed company is subject to disclosure obligations under the PNGX Listing Rules, the Australian Securities Exchange Listing Rules and the rules of any other exchange or market in which BSP's securities are offered (collectively, "the Listing Rules").

### 2.2 Objectives

This Policy aims to:

- (a) ensure that BSP's directors, employees, contractors and consultants are aware of their duties as part of BSP's continuous disclosure obligations; and
- (b) set out the procedures for :
  - (i) identifying and assessing information for disclosure to PNGX and ASX as part of BSP's continuous disclosure obligations;
  - (ii) ensuring BSP complies with its continuous disclosure obligations; and
  - (iii) protecting confidential information of BSP from unauthorised disclosure.

### 2.3 Definition

2.3.1 All terms and abbreviations are defined within this Policy.

2.3.2 Unless otherwise specified, the term "BSP" refers to all operations, branches, subsidiary companies and joint ventures (where BSP holds the controlling interest) making up the BSP Financial Group Limited.

### 2.4 Scope

This Policy applies to every director, employee (full-time, part-time or casual), consultant and contractor of BSP (collectively "BSP Personnel").

### 2.5 Policy Statement

This Policy outlines BSP's approach in meeting its continuous disclosure obligations under the Listing Rules.

## 3. REQUIREMENTS OF THIS POLICY

### 3.1 Principles

The following principles are the underlying intentions from which mandatory requirements are derived:

- (a) compliance with the disclosure requirements contained in the Papua New Guinea *Capital Markets Act 2015 (Capital Markets Act)*, the Australian *Corporations Act 2001 (Cth) (Corporations Act)*, and the Listing Rules by ensuring that shareholders and the market are provided with full and timely information about BSP;
- (b) prevent the selective or inadvertent disclosure of material Market Sensitive Information;
- (c) Business processes have governance, management oversight and internal controls. Processes must provide assurance that accountabilities are established, communicated and understood; and
- (d) Controls have the appropriate level of assurance.

## 3.2 Operations of this Policy

### 3.2.1 Continuous Disclosure Obligations

As a listed company, BSP must comply with the continuous disclosure obligations set out in the Listing Rules. The continuous disclosure obligations have the force of law under the Capital Markets Act and Corporations Act.

Under the Listing Rules, BSP is required to immediately notify the markets on which it is listed if it becomes aware of any Market Sensitive Information.

BSP becomes aware of information if any BSP Personnel has, or ought reasonably to have, come into possession of the information while performing his or her duties for BSP.

### 3.2.2 Market Sensitive Information

3.2.2.1 Any information about BSP which a reasonable person would expect to have a material effect on the price or value of BSP's securities is considered **Market Sensitive Information**.

3.2.2.2 This is an objective test and as a guide in determining whether information is market sensitive, it might be helpful to ask the following questions:

- (a) Would this information influence my decision to buy or sell BSP's securities at their current market price?; and
- (b) Would I feel exposed to an action for insider trading if I were to buy or sell BSP's securities at their current market price, knowing this information had not been disclosed to the market?

3.2.2.3 While it is not possible to exhaustively list the information which BSP must disclose, some examples include:

- (a) a transaction that will lead to a significant change in the nature and scale of BSP's activities;
- (b) a material acquisition or disposal;
- (c) the entry into, variation or termination of a material agreement;
- (d) becoming a plaintiff or defendant in a material lawsuit;
- (e) the fact that BSP's earnings will be materially different from market expectations;
- (f) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (g) under subscriptions or over subscriptions to an issue of securities;
- (h) giving or receiving a notice of intention to make a takeover; or
- (i) any rating applied by a rating agency to BSP or its securities and any change to such a rating.

3.2.2.4 Whether disclosure of these matters is required will need to be assessed having regard to the circumstances prevailing at the time.

### 3.2.3 Exceptions to Continuous Disclosure Obligations

3.2.3.1 BSP does not need to disclose Market Sensitive Information if one or more of the following applies in relation to that particular information:

- (i) One or more of the following applies:
  - (a) it would be a breach of a law to disclose the information; or
  - (b) the information concerns an incomplete proposal or negotiation; or
  - (c) the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
  - (d) the information is generated for internal management purposes of BSP; or
  - (e) the information is a trade secret; and
- (ii) the information is confidential and the stock exchanges on which BSP is listed has not formed the view that the information has ceased to be confidential; and
- (iii) a reasonable person would not expect the information to be disclosed.

3.2.3.2 The obligation to disclose arises in the event that only two of the three requirements are satisfied.

3.2.3.3 The Disclosure Committee is responsible for determining whether any such exception applies. Even though an exception might apply, this does not void or change the obligation on each BSP Personnel to communicate or report material information under this Policy.

### 3.2.4 **Disclosure timeframe and manner**

3.2.4.1 If the information is market sensitive, and the exceptions in Section 3.2.3 do not apply, the information must be **immediately** disclosed to the relevant stock exchanges.

3.2.4.2 The Listing Rules define "*immediately*" to mean "*promptly and without delay*" (rather than "*instantaneously*"). While this is a high standard, the stock exchanges recognise that the speed with which a notice can be given under the Listing Rules will vary depending on the circumstances.

3.2.4.3 Disclosure is made by lodging an announcement with the respective stock exchanges. To the extent possible, all announcements must be released to the relevant stock exchanges simultaneously.

### 3.2.5 **Protecting confidential information**

Subject to its continuous disclosure obligations under the Listing Rules, BSP will take all reasonable and practicable steps to safeguard the confidentiality of its corporate information to avoid premature disclosure. All BSP Personnel must maintain and keep all material information strictly confidential until it is released to PNGX and ASX and becomes generally available.

### 3.2.6 **Disclosure Officer**

3.2.6.1 The Board has appointed the Company Secretary of BSP Financial Group Limited (Company Secretary) or, in his or her absence, the Group Chief Risk Officer of BSP (GCRO) as the Disclosure Officer.

3.2.6.2 The Disclosure Officer is responsible for administering the Policy and, in particular:

- (i) receiving and recording all potential Market Sensitive Information;
- (ii) presenting information to the Disclosure Committee or the Board (as applicable) for determination;
- (iii) providing guidance to determine what constitutes Market Sensitive Information under the Policy;
- (iv) keeping the Board fully informed of any disclosure decisions made by the Disclosure Committee;
- (v) overseeing and coordinating all communication with the stock exchanges, brokers, shareholders, and the public at large;
- (vi) overseeing that all announcements and trading halts have been approved in accordance with this Policy prior to lodgement with the stock exchanges; and

- (vii) overseeing and coordinating the disclosure training and education of all BSP Personnel to ensure that they understand BSP's disclosure obligations and what information may be market sensitive.

3.6.2.3 The Disclosure Officer may delegate aspects of administering this Policy to other BSP Personnel. The delegation may be general or specific to a particular matter.

### 3.2.7 **Responsibilities of the Disclosure Committee**

3.2.7.1 The Board has established a Disclosure Committee comprising the Chairman (or in his absence another Non-executive Director), the GCEO, GCRO, Group Chief Financial Officer and the Company Secretary, being the Disclosure Officer. The chair of the committee is the most senior Director present.

3.2.7.2 The roles and responsibilities of the Disclosure Committee is set out in the Disclosure Committee Charter. Among other things, the Committee is responsible for:

- (i) approving the release of any announcement to the stock exchanges, other than:
  - (a) an announcement that relates to a matter which is both material and strategically important, which requires approval by the Board; or
  - (b) procedural matters such as notice of changes to equity securities or directors' holdings, which will require approval by the Disclosure Officer;
- (ii) considering whether BSP is obliged or is required to respond to a market rumour or media speculation; and
- (iii) overseeing the Disclosure Officer's administration of this Policy.

### 3.2.8 **Responsibilities of BSP Personnel**

3.2.8.1 If Market Sensitive Information ceases to be confidential (for example, if it is reported or referred to in the media or is discussed on social media platforms), BSP Personnel must immediately inform the Disclosure Officer on becoming aware of that fact so as to allow BSP to comply with its continuous disclosure obligations.

3.2.8.2 When doing so, BSP Personnel must provide as much detail about the matter or information as is reasonable in the circumstances and a brief description of why the information does or may have a material effect on the price or value of BSP's securities.

3.2.8.3 BSP Personnel should also inform the Disclosure Officer if they consider, or are aware of, any prior disclosure to the stock exchanges which is inaccurate or incomplete.

3.2.8.4 If BSP Personnel is unsure whether information is Market Sensitive Information, they must immediately notify the Disclosure Officer. The Disclosure Officer (alone or in consultation with the Disclosure Committee, if needed) will determine whether the information reported is Market Sensitive Information. It may be necessary in some instances for the Disclosure Officer and the Disclosure Committee to consult with the Board in order to form a concluded view about BSP's disclosure obligations.

3.2.8.5 If the Disclosure Officer (alone or in consultation with the Disclosure Committee or the Board, if applicable) determines that information reported by a BSP Personnel is Market Sensitive Information, the Disclosure Officer will make issue an announcement to the relevant stock exchanges.

3.2.8.6 Once the Disclosure Officer has received a formal confirmation from the stock exchanges that the announcement can be released to other parties, the Disclosure Officer, will ensure that the same is available on BSP's website as soon as practicable.

### 3.2.9 **Market announcements, speculations and rumours**

3.2.9.1 Any market announcement that relates to a matter which is both material and strategically important for BSP must be approved by the Board of BSP Financial Group Limited.

3.2.9.2 A copy of all material market announcements must be provided to the Board promptly after they have been made.

- 3.2.9.3 Any other release under this Policy which includes disclosure of a profit projection or forecast must be approved by the Board or the Disclosure Committee.
- 3.2.9.4 Except as described above, the CEO or the Chairman (where appropriate) has the authority to approve, and is accountable for, the disclosure of material information to the market.
- 3.2.9.5 The Disclosure Officer may issue a statement on behalf of BSP in response to any rumours or market speculation concerning BSP including where the stock exchange has made a formal request to BSP to issue a statement.
- 3.2.9.6 If any BSP Personnel become aware of information that it based on speculation or rumour that may give rise to a false market in BSP's securities, he or she should provide such information to the Disclosure Officer (with as much detail as is reasonable in the circumstances).

### 3.2.10 **Trading Halts**

The Disclosure Officer, acting with the authority of the Board, is the only person authorised to request a trading halt.

### 3.2.11 **Analyst, investor and media briefings**

- 3.2.11.1 BSP regularly conducts briefings for analysts, investors and the media to discuss information that has been announced to the market. In any event, a copy of all presentation materials are lodged with the stock exchanges and released to market ahead of the briefing. All materials used in a briefing will be available on BSP's website as soon as practicable before the briefing starts.
- 3.2.11.2 BSP will not discuss or answer questions about Market Sensitive Information that has not been disclosed to PNGX and ASX.
- 3.2.11.3 If Market Sensitive Information (other than information already released to market) is inadvertently disclosed during a briefing, BSP will immediately release that information to the stock exchanges and make such information available on the BSP website as soon as practicable.
- 3.2.11.4 BSP is not responsible for, and does not endorse, any reports made by analysts about BSP.

### 3.2.12 **Chat rooms, blogs and social networking sites**

BSP Personnel must not participate in chat room discussions on the internet, or post information on a social networking or other internet site, where the subject matter relates to the business affairs of BSP, unless that person is authorised by the Disclosure Officer to do so, and that person only does so in accordance with this Policy.

### 3.2.13 **Fiji Class Shares**

The BSP subsidiary BSP Convertible Notes Limited, a company incorporated in Fiji (BCNL) issued Fiji Dollar denominated convertible notes in Fiji which converted to shares in BCNL that are listed on the South Pacific Stock Exchange (SPSE). All information required to be disclosed to stock exchanges on which BSP Financial Group is listed, will also be disclosed to SPSE no later than one business day after it is disclosed to the respective stock exchanges.

## 3.3 **Exceptions to this Policy**

Any exceptions or deviations from this Policy must be approved by the Disclosure Committee.

## 4. **MAINTENANCE OF THIS POLICY**

- 4.1 Approved versions of this Policy will be published on BSP's Intranet and website and is available to all stakeholders.
- 4.2 The Board through the Company Secretary will communicate any material amendments to this Policy to all relevant stakeholders.
- 4.3 The Disclosure Officer will review this policy every 2 years to ensure it remains current and to determine whether it is effective in ensuring accurate and timely disclosure in accordance with BSP's disclosure obligations.



- 4.4 This Policy is reviewed every 2 years or more frequently following major changes to legislation or business operations.
- 4.5 All Business Units must ensure this Policy is adhered to, either through relevant guidelines, work instructions, processes and procedures.
- 4.6 Any contraventions of this Policy or known or suspected instances of non-compliance must be escalated and reported to the Disclosure Officer for full investigation and appropriate disciplinary action. Serious criminal and civil penalties apply for failure to comply with the continuous disclosure obligations, both for BSP and for individuals. BSP Personnel should be aware that breaches of this Policy may result in summary dismissal and may also attract civil penalties under the relevant laws of Papua New Guinea and Australia.