

	BOARD MANUAL	
	SECTION	VERSION
	BD/01/00/	Next Review June 2022
	SUBJECT:	Comvita Limited Continuous Disclosure Policy

CONTINUOUS DISCLOSURE POLICY

APPROVED BY THE BOARD – 17 JUNE 2021

1 Introduction

- 1.1 This is a Board approved governance policy. The approach to corporate governance in Comvita Limited (“**Comvita**”) is set out in the Board and Board Committee Charters and related documents.
- 1.2 As a company listed on the NZX Main Board, Comvita is committed to keeping the market informed of all **Material Information** relating to Comvita and its shares. In doing so, Comvita will comply with its obligations in relation to continuous disclosure of **Material Information** under NZX Listing Rules.
- 1.3 For the purposes of this Policy, **Material Information** means any information that if it were generally available to the market, a reasonable person would expect to have a material effect on the price of Comvita shares. A list of what information is likely to be considered Material Information as listed in the NZX Guidance Note on Continuous Disclosure (published on 10 December 2020) is included as **Appendix 1** of this policy. All **Material Information** should be treated as strictly confidential until it is disclosed to NZX.
- 1.4 This Policy should be considered in conjunction with Comvita’s Financial Product Dealing Policy, which deals with the trading of Comvita shares by Directors and employees of the Company and any other person in possession of **Material Information** relevant to Comvita.
- 1.5 The persons to whom this Policy applies should familiarise themselves with section 3 of the NZX Listing Rules and the NZX Guidance Note on Continuous Disclosure.

2 Scope

- 2.1 This Policy applies to all directors, employees, contractors and other representatives of Comvita and its subsidiaries.
- 2.2 Any person who is aware of information which is, or may be, **Material Information** relevant to the business and not already public information, must follow the Disclosure Compliance Process as outlined in this Continuous Disclosure Policy set out at **Appendix 3**.

3 Policy requirements

Material Information

- 3.1 Comvita will disclose **Material Information** to NZX first and immediately upon the company becoming aware of that information, unless such a disclosure is not required by the Listing Rules. Exceptions to Comvita’s disclosure obligations are listed in **Appendix 2** of this Policy. Comvita must receive confirmation from NZX that the information has been received before it is made available on Comvita’s website or to any other party or source.

Escalation of Material Information

- 3.2 Individuals who become aware of any information that is, or may be Material Information that is not generally available to the market, and which may require disclosure to NZX must:

- a) immediately discuss the issue with their Manager (or member of the Leadership Team); and
 - b) keep the information confidential, and not disclose it to other persons until it is released to the market via NZX.
- 3.3 Individuals who become aware of information that may be **Material Information** that has been made publicly available or disclosed to any third party, but has not yet been notified to NZX, must contact their Manager or CEO/CFO as soon as possible.
- 3.4 The CEO/CFO must be informed immediately of any inadvertent disclosure or suspected disclosure of **Material Information** prior to disclosing that **Material Information** to NZX. The CEO/CFO will then immediately notify the Board of Directors, consider whether a trading halt should be sought and prepare a draft announcement in advance of the Board meeting. The Board is responsible for:
- a) assessing the matter for **Material Information** that would need to be disclosed; and
 - b) approving the announcement that discloses that **Material Information** to NZX.
- 3.5 Discussions relating to disclosure of **Material Information** will be a standing agenda item at every Board and Leadership Team meeting.

Trading Halts

- 3.6 Where immediate disclosure is not possible, and to ensure that the market is trading Comvita securities on a fully informed basis, a trading halt may be requested by Comvita. The CEO/CFO and Head of Legal will consult with NZX as soon as possible, if this is the case. Certain instances where Comvita may request a trading halt include:
- a) **Material Information** that has leaked or inadvertently been made public and additional time is required to enable Comvita to prepare an appropriate announcement (including as a result of that Material Information becoming inadvertently publicly available during trading hours); or
 - b) Preparing to disclose information relating to a transaction, changes in the Company's performance or other matter that is likely to have a material impact on Comvita's share price.
- 3.7 Trading halts are granted sparingly and NZX encourages issuers to structure consideration of matters potentially giving rise to **Material Information** to facilitate timely disclosure. Accordingly, Comvita should endeavour to consider and approve matters that may contain **Material Information** outside of NZX trading hours. Where this is not possible, announcements should be prepared in advance that address all likely scenarios.

Analysts and Shareholders

- 3.8 Only Authorised Company Spokespersons, as defined in this Policy, may conduct discussion with analysts and shareholders and other similar people.
- 3.9 All presentations and other engagements by Executives with the investment community must be authorised by the CEO and the Board Chairman. The presentation should only include publicly available information and should serve only to discuss as background to previously disclosed information.

Media releases

- 3.10 Please refer to the Comvita Media policy for guidance on Media releases. Please also refer to Comvita's Social Media policy.

- 3.11 Further to paragraph 3.4, all Media releases that would include **Material Information** should be drafted ahead of the release (to the extent possible) to ensure that the Media release is released promptly and without delay.

False Market

- 3.12 Comvita will not generally respond to market speculation or rumours, however it may issue a statement if it believes there is a false market in accordance with Listing Rule 3.2.1; if it requested to do so by NZX; or if it considers it has an obligation, or it would be beneficial to manage market expectations, to make a statement on a particular manner.

- 4 Authorised Company Spokespersons:** People authorised to make public statements on behalf or in relation to the Company are:

- Chairman
- Chief Executive Officer
- Chief Financial Officer

Authorised Company Spokespersons are responsible for determining, in consultation with Head of Legal and the Board (where applicable), whether information is Material Information and would require disclosure under this Policy. All persons should be familiar with the disclosure process set out at **Appendix 3**.

5 Roles and Responsibilities

5.1 Employees

Employees who become aware of any information that is or may be **Material Information** that is not generally available to the market, must alert the member of the Leadership Team responsible for their area for escalation to the CEO or CFO and the Board.

5.2 Managers and Directors

Identify, monitor (conventional and social media sources, where applicable) and report on any matters that might need to be disclosed to NZX.

5.3 Board of Directors

The Board is responsible for managing Comvita's disclosure obligations. The Board is responsible for implementing reporting processes and controls and determining guidelines for the release of information, including:

- Assessing the materiality of information, making judgements on identifying **Material Information**, assessing whether exceptions to Comvita's disclosure obligations apply and approving announcements involving Material Information. If the entire Board is not able to meet to consider an urgent matter, these decisions may be made by the Chair of the Board and the Chair of the Audit & Risk Committee, along with either the CEO or the CFO;
- Monitoring, determining, implementing and enforcing the Company's disclosure obligations under relevant legislation and NZX Listing Rules;
- Reviewing and implementing the Company's Continuous Disclosure Policy and the process for identifying and disclosing **Material Information**;
- Assessing the circumstances surrounding any significant movement in the value of the Company's shares; and
- Reviewing issues reported to the Board concerning disclosure compliance.

6 Confidentiality

6.1 Comvita will ensure all third parties to whom non-public information is or may be disclosed are bound by obligations of confidentiality. All Directors and employees owe obligations of confidentiality to Comvita and must take appropriate measures to safeguard the confidentiality of corporate information. Where confidentiality is lost, the **Material Information** must be released promptly and without delay to NZX.

7. Compliance

7.1 Failure to comply with this Policy may lead to a breach of applicable legislation or the NZX Listing Rules. This may result in liability for Comvita 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. In some circumstances, a breach of policy may result in civil or criminal liability.

8 Related documents

Comvita's Financial Product Dealing Policy

Media policy

Social Media policy

Speak up policy

NZX Guidance Note on Continuous Disclosure, 10 December 2020

Appendix 1 – Material Information

For the purposes of this Policy, the following information is likely to be ‘**Material Information**’ as set out in NZX’s Guidance Note on Continuous Disclosure, dated 10 December 2020:

- A material change in the Issuer’s financial forecast or expectation (noting that 10% or more will usually be material, between 5% and 10% may be material, and below 5% will not usually be material);
- The appointment of a receiver, manager, liquidator in respect of any loan, trade credit, trade debt, borrowing or securities held by the Issuer or any of its Subsidiaries;
- A transaction for which the consideration payable or receivable is a significant proportion of the written down value of the entity’s consolidated assets. Normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case;
- A recommendation or declaration of a dividend or distribution;
- A recommendation or decision that a dividend or distribution will not be declared;
- Undersubscription or oversubscription to an issue;
- A copy of a document containing market sensitive information that the entity lodges with an overseas stock exchange or other regulator which is available to the public. The copy given to NZX must be in English;
- Giving or receiving a notice of intention to make a takeover;
- Any proposed change in the general nature of the business of an Issuer or its group;
- A disposal or acquisition (including entering into any agreement or option to do so) of Quoted Securities of another Issuer carrying 5% or more of the Votes attaching to any Class of Securities of that Issuer;
- The acquisition or disposition of Securities in the Issuer carrying 5% or more of the Votes attaching to any Class of Securities of that Issuer;
- Acquisition or disposition, by whatever means of assets of any nature (including entering into any agreement or option to do so) where the gross value of those assets, or the consideration paid or received by the Issuer, represents more than 10% of the Average Market Capitalisation of the Issuer.

Appendix 2 - Exceptions to Continuous Disclosure Obligations

There are certain exceptions under the NZX Listing Rules to the requirement for disclosure of material information. This is where:

- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and its confidentiality is maintained; and
- (c) one or more of the following applies:
 - it would be a breach of law to disclose the information; or
 - the information concerns an incomplete proposal or negotiation; or
 - the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
 - the information is generated for internal management purposes of Comvita; or
 - the information is a trade secret.

Appendix 3 – Disclosure Compliance Process

- 1 It is the responsibility of Managers and Directors to identify and report on any matters that might need to be disclosed to NZX.

- 2 Once identified, any matter that might need to be disclosed must be reported to the CEO or CFO as soon as possible. If you are “aware” of information that has been made public, but which has not yet been notified to NZX, please treat the matter as an absolute priority in arranging for its disclosure. Employees are required to alert their Manager and/or Leadership Team member responsible as soon as possible for escalation to the CEO or CFO, if they believe there is **Material Information** that has been disclosed publicly that has not been first provided to NZX. Failure to do so breaches the Listing Rules and the Company may face serious repercussions.
- 3 Where the Chairman of the Board or the Board of Directors determine that the matter constitutes **Material Information**, a draft announcement should be forwarded to the Board Chairman for approval.
 - a) The CEO/CFO with Head of Legal (if appropriate) should prepare a draft announcement in advance (where possible) so that the announcement can be released promptly and without delay after board sign-off on the matter and the relevant announcement. The draft announcement should be approved by the CEO before it is sent to the Board of Directors (unless the CEO has provided express instructions that this is not required).
 - b) The Board should convene as soon as possible to discuss matters and the contents of any announcement that may contain **Material Information**. Depending on the nature of the announcement, the Board Chairman might determine that full Board approval is required prior to release. Board approval can be obtained by circular email if the Board Chairman considers a full Board meeting is not required.
 - c) Announcements should be provided to NZX via MAP promptly and without delay even if Board decisions made relating to announcements are made outside of NZX’s trading hours. This ensures that Comvita will be meeting its obligations to continuous disclosure under the Listing Rules.
- 4 Where it is possible, **Material Information** should be released prior to market open or outside of NZX trading hours. Where this is not possible, a trading halt may be requested from NZX to ensure the market trades Comvita securities on a fully informed basis (see paragraph 3.6 regarding trading halts). Trading halts are not to be used as a tactic to delay release of any **Material Information**.
- 5 Once approved for release, the Head of Legal or Group Financial Controller will load the announcement to NZX through MAP. The information may only be released on Comvita’s website or any other public source after it is available on NZX.
- 6 A copy of the announcement will be circulated to the Board and other relevant personnel.

Comvita becomes “aware” of information when it either has:

- a) actual awareness of that information; or
- b) “ought reasonably to be aware” – which is information a director or senior manager of the Company “ought reasonably to have come into possession of” in the normal course of their duties.

Further information regarding “aware” can be found in section 4 of NZX’s Guidance Note on Continuous Disclosure.