



## Continuous Disclosure Policy

The purpose of this Policy is to ensure that T&G complies with its New Zealand Stock Exchange (NZX) continuous disclosure obligations in a way that allows all interested parties equal opportunity to access Material Information concerning T&G in a timely manner.

### Scope

This Continuous Disclosure Policy (the **Policy**) is a group-wide policy and applies to T&G Global Limited (the **Company**) and all its majority-owned or controlled subsidiaries (together **T&G** or the **Group**). It applies to all territories in which T&G does business. T&G also encourages its joint venture companies to follow the Policy. This policy is effective from 15 December 2017, with changes as per the Policy Update table.

### Continuous Disclosure Obligations

Section 3 of the NZX Listing Rules requires that subject to certain limited exceptions, all **Material Information** regarding T&G must be made available to the public through an NZX announcement promptly and without delay following T&G becoming aware of that information. Material Information is any information, that a reasonable person would expect to have a **Material Effect** on the price of T&G's listed securities.

### Key Principles

Any person that becomes aware of potential Material Information that is not already available to the public must follow the procedure set out in this Policy:

- No employee or associated party (consultants, advisors etc.) should comment publicly on any Material Information concerning T&G or any information that is confidential to T&G;
- Other than subject to strict confidentiality arrangements approved by senior management, Material Information must not be disclosed to any person prior to being disclosed to the NZX, or generally becoming available to the market;
- T&G will promptly and without delay notify the NZX of any Material Information it becomes aware of that is not the subject of an exception under the NZX Listing Rules;
- All disclosure of Material Information must be approved by the CEO of T&G prior to release to NZX or the Market. In the absence of the CEO approval of the FRIC chair is required.

### Procedure

#### *Identify Material Information*

T&G is required to disclose information it is "aware of". The rules state that an issuer becomes "aware of information" if, and as soon as, a director or senior manager has, or ought reasonably to have, come into possession of the information in the course of their duties (also refer to Appendix 2). Disclosure of potential Material Information will, at a minimum, be discussed at every T&G Board of Directors (T&G Board) and Executive Meeting.

#### *Report Material Information*

Any information that is or may be Material Information must immediately be disclosed to the Chief Financial Officer (CFO) of T&G. The CFO will discuss the matter with the CEO and/or the Chair of the FRIC.

## Approval

The following matters are to be referred to and approved by the T&G Board before disclosing to the NZX:

- Announcement in relation to the full year/half year results;
- Statements relating to the future financial performance of T&G;
- Statements regarding any other significant matter.

## Board Decision

Material Information may arise because of a decision of the T&G Board (i.e. a decision taken at a meeting giving rise to Material Information coming into existence). Unless an exception applies, the obligation to disclose will generally arise once the T&G Board has decided on the relevant matter. This will usually be anticipated, and a release can be prepared in advance.

## Disclosure Decision

The CFO together with the Corporate Affairs team and the Head of Risk and Compliance will coordinate all NZX communications, including upload of the material Information to the NZX website and disclosure to the public (via T&G's website). NZX confirmation must be received before an **Authorised Spokesperson** may talk publicly about the Material Information.

A copy of the announcement will be promptly circulated to the T&G Board, Executive Managers, and other relevant personnel after it has been released.

## Dependencies

- NZX Listing Rules;
- NZX Guidance Note Continuous Disclosure (updated on 10 December 2020).

## Roles and Responsibilities

Board of Directors of T&G Global (T&G Board): Authority to approve changes to this Policy;

CFO: Authority to approve minor changes to this Policy.

## Review and Approval

The Board and FRIC have reviewed and approved this Policy as per the details in the below Policy update section.

The Risk & Compliance team will regularly review this Policy and update where required, with the latest update as per the details in the below Policy update section.

## Further Information

For further information please refer to the CFO or the Head of Risk & Compliance.

## Policy Updates

Date of approval	Approver	Amendments completed by	Details of changes
August 2023	Board	Bianca Verbeek	Review with no changes to the content
15 Dec 2020	Board	Bianca Verbeek	Minor changes to reflect changes in the NZX Listing Rules, changes in roles
2 Feb 2019	Board	Bianca Verbeek	Minor changes to this Policy to reflect the updated NZX Code 2019 Section 3a) Identify Material Information Addition of Appendix 2
15 Dec 2017	Board	Bianca Verbeek	Development of this Policy

## Appendix 1: Definitions/Guidance

Item	Definition
Authorised Spokesperson	<p>A person authorised to communicate with interested parties on behalf of T&amp;G. The Spokesperson must ensure that all proposed public comments are within the bounds of information that is either already in the public domain (or is not material) and are fully compliant with the Company's Media Policy: Such authorised persons are:</p> <ul style="list-style-type: none"><li>a) Chairman of the Board of Directors;</li><li>b) CEO;</li><li>c) Any other person authorized by above.</li></ul>
Exceptions	<p>The decision as to whether an exception applies to the requirement to disclose Material Information to the NZX is part of the decision-making process of the Company Secretary, who may take advice as they deem necessary.</p>
FRIC	<p>Finance, Risk and Investment Committee, a subcommittee of the Board of directors at T&amp;G Global Limited</p>
Market	<p>Forum for the purchase and sale of securities of T&amp;G Global Limited or its parent company (e.g. New Zealand Stock Exchange NZX).</p>
Material Effect	<p>Material effect is not defined in the NZX rules, but e.g. price movement could constitute a material effect. Based on the NZX Guidance Note on Continuous Disclosure, NZX will consider price movements as material effect if the price movement is 10% or more in a quoted security.</p>
Material Information	<p>Information that a reasonable person would expect to have a material effect on the price of T&amp;Gs listed securities. Material Information could include the following:</p> <ul style="list-style-type: none"><li>a) Financial Performance or a change in the financial performance (including forecast expectations);</li><li>b) Change in the dividend policy;</li><li>c) Change in the capital structure;</li><li>d) Ability to pay interest or debt and repay principal on maturity;</li></ul>

## Appendix 2: The Continuous Disclosure Process

