

A decorative graphic consisting of a large red circle on the left, with a blue line and a red line extending from its right side. These lines curve upwards and to the right, ending in horizontal segments that extend towards the right edge of the page. The background is a dark blue gradient.

Continuous Disclosure and Company Communications Policy

Payright Limited

Continuous Disclosure and Company Communications Policy

Overview

Our Continuous Disclosure and Communications Policy explains how we comply with our continuous disclosure obligation and how we communicate publicly

Effective Date: 6 November 2020

1. Background

1. Overview

Payright endeavours to make publicly available all relevant/pertinent information to ensure that trading in its securities takes place in an efficient, competitive and informed market.

Payright commits to keeping its customers, shareholders, market participants, employees, other stakeholders and the wider community informed as to its activities and performance.

2. Purpose

The purpose of this Policy is to:

- (a) ensure that Payright complies with its continuous disclosure obligation under the Corporations Act and the Australian Securities Exchange (**ASX**) Listing Rules;
- (b) set out Payright's roles, responsibilities and procedures to ensure compliance with the continuous disclosure obligation;
- (c) provide guidance for preparing accurate, clear, balanced and objective announcements that allow investors to assess the impact of announcements when making investment decisions; and
- (d) set out procedures and processes for effective communication of information.

This Policy is approved by the Board. Requests for change must be submitted to the Company Secretary for Board consideration.

2. Application

This Policy applies to all Payright's Team Members. "Team Members" include Payright's directors, officers, employees, consultants, contractors and representatives.

Continuous disclosure

1. Continuous disclosure obligation

Payright will immediately notify the ASX once it becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of Payright's securities (**Market Sensitive Information**), unless an exception applies.

Information would have a material effect on the price or value of Payright's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Payright's securities.

Payright will disclose Market Sensitive Information to the ASX first and will not release that information to anyone until it has received an acknowledgement from the ASX that the information has been released to the market.



The Company Secretary may make or amend Continuous Disclosure Procedures (**Procedures**) in consultation with the Chair, to provide more detailed guidance to assist in better understanding Payright's continuous disclosure obligation, including determining the materiality of the effect of information. These Procedures are an Appendix to this Policy.

1.1 Exception to the obligation

Payright does not have a continuous disclosure obligation for information if all of (a), (b) and (c) below apply:

- (a) One (or more) of the following 5 situations applies:
 - (i) It would be a breach of a law to disclose the information;
 - (ii) The information concerns an incomplete proposal or negotiation;
 - (iii) The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) The information is generated for internal management purposes of the entity; or
 - (v) The information is a trade secret; and
- (b) The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) A reasonable person would not expect the information to be disclosed.

2. Responsibilities and procedures

2.1 Board responsibility

The Board has ultimate responsibility for ensuring Payright complies with the continuous disclosure obligation.

The Board has delegated the implementation of this Policy to the Audit and Risk Committee.

The Board has delegated the administration of this Policy to the Company Secretary.

2.2 Audit and Risk Committee responsibilities

The Audit and Risk Committee is responsible for:

- (a) ensuring Payright complies with the continuous disclosure obligation;
- (b) approving ASX announcements (other than those relating to matters reserved by the Board or those that the Audit and Risk Committee considers a matter of key significance to the Board); and
- (c) deciding whether to request the ASX to halt the trading of Payright's securities if required in order to maintain the efficient trading of Payright's securities.

2.3 Company Secretary responsibilities

The Company Secretary is responsible for the administration of this Policy, including:

- (a) lodging with the ASX the announcements that are approved by the Audit and Risk Committee or the Board under section 4.2 of this Policy;
- (b) other necessary communications with the ASX;
- (c) reviewing proposed media releases, external announcements, and consulting with appropriate members of the Board, senior executives and/or external advisers as necessary;
- (d) implementing reporting processes and determining divisional guidelines (financial or qualitative) for materiality of information;
- (e) reporting on continuous disclosure issues regularly to the Board;
- (f) keeping a record of all ASX and other announcements made by Payright;
- (g) monitoring the effectiveness of this Policy, including the understanding by Team Members in general of the principles and spirit of continuous disclosure; and
- (h) regularly reviewing this Policy following legislative changes or development of best practice and communicating any amendments to Team Members.



2.4 Other Employees

Employees must immediately report any Market Sensitive Information to the Company Secretary and protect the confidentiality of corporate information.

2.5 Procedures

Payright will not release Market Sensitive Information publicly until it has disclosed it to the ASX and received an acknowledgement from ASX that the Market Sensitive Information has been released to the market.

The approach to identifying, assessing and reporting Market Sensitive Information is set out in the Procedures – Schedule 1. These Procedures are subject to any changes made by Payright from time to time.

3. Other disclosures

3.1 Market speculation

Neither Payright nor any Team Members may comment on any market speculation or rumours. Payright will issue an ASX announcement if it is necessary to comply with the continuous disclosure obligation or as otherwise required by law e.g. to correct a factual error in media reports.

3.2 False market

Payright must give the ASX any information it requests to correct or prevent a false market if the ASX considers that there is or is likely to be a false market in Payright's securities.

4. Safeguarding the confidentiality of corporate information

Payright will safeguard the confidentiality of corporate information to avoid premature disclosure of Market Sensitive Information by:

- (a) ensuring no confidential information is disclosed to any third party or Team Member who does not have a valid business reason for receiving that information; and
- (b) taking adequate precautions, including entering into confidentiality agreements, to ensure that any confidential information provided to third parties or Team Members is only used for valid business purposes for which it is provided and is not misused or disseminated to Payright's detriment.

Company communications

5. Authorised spokespersons

Payright's joint Chief Executive Officers are authorised spokespersons. The Company Secretary may also authorise others to act as an authorised spokesperson. Only authorised spokespersons may speak to the media or other external parties in relation to this Policy or matters dealt with under this Policy.

Before any authorised spokesperson communicates with an external party, the Company Secretary must brief that person about Payright's prior disclosures to external parties.

When communicating with external parties, an authorised spokesperson:

- (a) must limit its comments to information that is not Market Sensitive Information, provided that it may comment on or clarify Market Sensitive Information if Payright has disclosed that Market Sensitive Information to the ASX and Payright has received an acknowledgement from ASX that the Market Sensitive Information has been released to the market;
- (b) must limit any comments to his or her area of expertise; and
- (c) must report to the Company Secretary after the external communication is made, to determine if any Market Sensitive Information has been disclosed.



6. Communicating with employees

Payright recognises that its employees are central to Payright's success. In order to enable staff to fulfil their role to the high standards required and to promote employee satisfaction, Payright aims to ensure effective communication with employees. Effective communication with employees starts with their direct manager and with accessibility to senior management.

Payright will from time to time conduct employee briefings so that all staff are aware of activities within Payright. These briefings may be conducted by a joint CEO or an appropriate manager.

7. Communicating electronically

Payright recognises that it is often efficient to communicate electronically and accordingly:

- (a) shareholders will be given the option to receive communications from, and send communications to, Payright and its share registry electronically; and
- (b) Payright's email system allows staff and stakeholders to communicate simply and easily with management and staff of Payright.

Payright will endeavour to format communications to shareholders from Payright and its share registry so as to be easily readable on a computer screen or other electronic devices which are commonly used for that purpose. Payright will also endeavour to include a printer-friendly option in these electronic communications to allow shareholders to retain a hard copy of the communication.

Employees and other stakeholders have access to Payright's email system and are encouraged to use it to improve the flow of information and communication generally.

8. Communications with external parties

8.1 Communicating with the ASX

The Company Secretary is responsible for communications with the ASX.

8.2 Communicating with shareholders

Payright's meetings of shareholders are an ideal opportunity for Payright to provide information to its shareholders. Payright encourages attendance at, and participation in, shareholder meetings.

Payright will send a notice of a meeting to its shareholders in advance, including details of the time and place of the meeting, the resolutions to be considered and proxy voting procedures.

Payright recognises that some shareholders will not be able to attend shareholder meetings. To allow such shareholders to participate, Payright encourages shareholders to forward their questions to the Company Secretary prior to the meeting. Where appropriate, these questions will be read out and answered at the meeting, or, if this is not practicable, the question and answer will be recorded in the transcript of the meeting.

Payright will regularly review its policies and procedures to facilitate and encourage participation in shareholder meetings including in relation to:

- (a) participation in meetings involving electronic communications, such as the linking of multiple venues by live telecommunications or through the live webcasting of meetings; and
- (b) providing direct voting facilities to allow shareholders to vote ahead of the meeting without having to attend or appoint a proxy.

8.3 Communicating with the public through Payright's website

Payright's website contains a range of relevant information about Payright and its governance including an overview of Payright's history and current business, board and board committee charters, Payright's values, corporate governance policies and codes, media and market announcements and presentations to shareholders and institutional investors.



8.4 Communicating with the media

All communication with the media will be through one of the joint CEOs, or persons authorised by the Board. All media releases will be reviewed by the Company Secretary for materiality prior to release to the market.

Team members who are approached by the media must notify the Company Secretary immediately.

8.5 Briefings with analysts, investors and media

Unless Payright has received an acknowledgement from ASX that Market Sensitive Information has been released to the market, Payright will not disclose Market Sensitive Information during any briefing with analysts, investors or the media, including briefings at broker-sponsored investor conferences.

Payright will not disclose information that is potentially Market Sensitive Information during any briefing with analysts, investors or the media, including briefings at broker-sponsored investor conferences.

Payright will not hold any briefing with analysts, investors or the media, including briefings at broker-sponsored investor conferences, in the period between the end of each financial reporting period and the release of results relating to that period.

In every briefing with analysts, investors or the media, including briefings at broker-sponsored investor conferences, the following protocols will be followed:

- (a) any written material to be used must be provided in advance to the Company Secretary to determine whether it contains any information that has not previously been disclosed;
- (b) if possible, 2 Payright employees, including the Company Secretary or other authorised representative, should be present at the briefing;
- (c) if only 1 Payright employee can attend the briefing, the briefing should be recorded;
- (d) appropriate records of the briefing must be kept for a reasonable period after the briefing;
- (e) if a question raised during the briefing can only be answered by disclosing Market Sensitive Information that has not previously been disclosed to the ASX, the Payright employee must decline to answer and take the question on notice;
- (f) Payright employee(s) participating at a briefing should conduct a post-briefing review on the same day to identify whether any Market Sensitive Information was disclosed, and if it was then they must immediately notify the Company Secretary; and
- (g) the Company Secretary will disclose to the ASX all material used or made available for the briefing for immediate release to the market and will post this material on Payright's website.

8.6 Responding to analyst reports and forecasts

Payright will not endorse or comment on analyst forecasts or disclose its own earnings projections. However, if requested to do so, the Company Secretary may review analyst reports and correct any factual errors or assumptions where the relevant information has already been disclosed to the ASX.

8.7 Handling unanticipated questions

Payright will be careful when dealing with questions that raise issues outside the intended scope of a discussion. Payright must only respond to unanticipated questions with information which has previously been disclosed to the ASX. If the question can only be answered by disclosing information that has not been disclosed to the ASX then the director or employee must decline to answer or take the question on notice.

8.8 Inadvertent disclosure of information

If a Team Member becomes aware that there may have been inadvertent disclosure of Market Sensitive Information during any communication with external parties, they must immediately notify the Company Secretary. If the Company Secretary determines that there has been an actual disclosure of Market Sensitive Information, Payright will immediately issue an ASX announcement.



If a Team Member becomes aware that there may have been any inadvertent disclosure of, or access to, confidential information, they must immediately notify the Company Secretary. If the Company Secretary determines that there has been an actual disclosure of Market Sensitive Information, Payright will immediately issue an ASX announcement.

9. Breaches of this Policy

Breaches of this Policy may result in disciplinary action against the employee including dismissal in serious cases.

If you have a concern – 'CALL IT OUT'

Payright supports any Team Member wishing to report any honestly held suspicion of non-compliance with this policy. Team Members can report concerns by following the procedures set out in Payright's Whistle-blower Policy.

10. Review of this Policy

The Board will review this Policy annually to check it is operating effectively and make any amendments as required.

Appendix: Continuous Disclosure Procedures

1. Purpose

The purpose of these Continuous Disclosure Procedures (**Procedures**) is to ensure that:

- (a) Team Members have necessary guidance to aid them in understanding and complying with the continuous disclosure aspects of Payright's Continuous Disclosure and Communications Policy (**Policy**);
- (b) any information which may be Market Sensitive Information is brought to the attention of Payright's Company Secretary in a timely manner;
- (c) any information which may be Market Sensitive Information is promptly assessed to determine whether it must be disclosed to the ASX; and
- (d) if it must, that it is disclosed to the ASX.

Terms defined in the Policy have the same meaning in these Procedures.

2. Continuous Disclosure Obligation

2.1 What should Team Members do if they become aware of information that may be Market Sensitive Information?

Team Members must follow the process set out in Schedule 1 of these Procedures if they become aware of information that may be Market Sensitive Information.

Market Sensitive Information is any information concerning it that a reasonable person would expect to have a material effect on the price or value of Payright's securities

(See cl 3.1 of the Policy)

2.2 What would a reasonable person expect to have a material effect on the price of value of Payright's securities?

As described in the Policy, Market Sensitive Information is any information that a reasonable person would expect to have a material effect on the price or value of Payright's securities.

Information would have a material effect on the price or value of Payright's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Payright's securities.

Determining materiality of information in practice is difficult. When making this assessment it may be helpful to ask two questions:

- (1) Would this information influence my decision to buy or sell Payright's securities at their current market price?
- (2) Would I feel exposed to an allegation of insider trading if I were to buy or sell Payright securities at their current market price, knowing this information had not been disclosed to the market?

If the answer to either question is yes, then the information may be Market Sensitive Information.



2.3 What type of information must be disclosed?

Deciding whether certain information is Market Sensitive Information involves the use of judgment. It will not always be clear. Information which may be Market Sensitive Information, should be treated as if it is Market Sensitive Information. That information must then be passed to the Company Secretary.

Set out below is a non-exhaustive list of the types of information that are likely to be Market Sensitive Information:

- (a) A transaction that will lead to a significant change in the nature or scale of Payright's activities
- (b) A material acquisition or disposal
- (c) The granting or withdrawal of a material licence
- (d) The entry into, variation or termination of a material agreement
- (e) Payright becoming a plaintiff or defendant in a material lawsuit
- (f) The fact that Payright's earnings will be materially different from market expectations
- (g) The appointment of a liquidator, administrator or receiver
- (h) The commission of an event or default under, or other event entitling a financier to terminate, a material financing facility
- (i) Under subscription or over subscriptions to an issue of securities
- (j) Payright giving or receiving a notice of intention to make a takeover of another company
- (k) Any rating applied by a rating agency to an entity or its securities and any change to such a rating

2.4 When is Payright aware of information?

Payright becomes "aware" of the information as soon as an officer of Payright, which includes a director, secretary or senior manager, has, or ought reasonably to have, come into the possession of the information in the performance of their duties for Payright.

2.5 What would a reasonable person expect to have a material effect on the price or value of Payright's securities?

As described in the Policy, Market Sensitive Information is any information that a reasonable person would expect to have a material effect on the price or value of Payright's securities.

Information would have a material effect on the price or value of Payright's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Payright's securities.

Determining materiality of information in practice is difficult. When making this assessment it may be helpful to ask two questions:

- (1) Would this information influence my decision to buy or sell Payright's securities at their current market price?
- (2) Would I feel exposed to an allegation of insider trading if I were to buy or sell Payright securities at their current market price, knowing this information had not been disclosed to the market?

If the answer to either question is yes, then the information may be Market Sensitive Information.

2.6 What if the information will have a material effect on the price or value of Payright's securities but the effect isn't quantifiable?

Even if Payright can't estimate the financial impact of certain Market Sensitive Information, it will generally need to be disclosed to the ASX along with a disclosure that a further announcement will be made once the financial impact has been assessed. If Payright has any concerns that such a disclosure may create a false market in its securities, then it should raise this concern with the ASX to assess whether a trading halt or voluntary suspension is appropriate.



2.7 How much time does Payright have to notify the ASX once it becomes aware of Market Sensitive Information?

Payright must notify the ASX “immediately” once it becomes aware of Market Sensitive Information. This means Payright must act promptly (as quickly as possible in the circumstances) and without delay (not deferring, postponing, or putting it off).

The Company Secretary will lodge the announcement with ASX and ensure that the announcement is posted on the Company website within 24 hours after receiving acknowledgement from the ASX that the announcement has been released to the market.

3. Exceptions to continuous disclosure obligation

As explained in the Policy, Payright does not have a continuous disclosure obligation if all of (a), (b) and (c) below apply to a particular piece of information:

- (a) One (or more) of the following 5 situations applies:
 - (i) It would be a breach of a law to disclose the information;
 - (ii) The information concerns an incomplete proposal or negotiation;
 - (iii) The information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (iv) The information is generated for internal management purposes of the entity; or
 - (v) The information is a trade secret; and
- (b) The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) A reasonable person would not expect the information to be disclosed.

3.2 When would disclosing information be a breach of the law?

The disclosure of Market Sensitive Information must, in the opinion of the General Counsel, breach a specific statute, regulation, rule, administrative order or court order binding on Payright in order to be an exception under this category. The fact that the Market Sensitive Information may be subject to confidentiality obligations under an agreement or the general law is not sufficient to rely on this category.

3.3 When does a proposal or negotiation cease being incomplete and require disclosure?

A proposal ceases being incomplete and may require disclosure if Payright has adopted it and is committed to proceeding with it.

Negotiations cease being incomplete and may require disclosure if they result in a legally binding agreement or Payright is otherwise committed to proceeding with the transaction being negotiated.

3.4 What are matters of supposition or matters that are insufficiently definite to warrant disclosure?

“Supposition” means an assumption or belief without knowledge or proof.

Information that is insufficiently definite to warrant disclosure includes:

- (a) information that is so vague, embryonic or imprecise
- (b) the veracity of the information is so open to doubt
- (c) the likelihood of the matter occurring, or its impact, is so uncertain that a reasonable person would not expect it to be disclosed to the market.



3.5 What information is generated for Payright's internal management purposes?

The following are examples of types of information that may be generated for Payright's internal management purposes:

- (a) budgets
- (b) forecasts
- (c) management accounts business plans
- (d) strategic plans
- (e) contingency plans
- (f) decision papers
- (g) minutes of management meetings
- (h) board papers and board minutes
- (i) professional advice (e.g., from lawyers, accountants and financial advisers).

However, information that may happen to be mentioned in a document generated for internal management purposes but could not fairly be described as being information generated for internal management purposes is not an exception to the continuous disclosure obligation.

3.6 What is a trade secret?

A formula, device, program, method, technique, process, compilation of information (such as a client list or database) or some other thing that has economic value to Payright because it is not generally known or easily discoverable and which Payright has made efforts to maintain secret is a trade secret.

3.7 What is confidential information?

Information will be confidential if:

- (a) it is known only to a limited number of people;
- (b) the people who know the information understand that it is to be treated in confidence and only to be used for permitted purposes; and
- (c) those people comply with that understanding.



Schedule 1 – Reporting Market Sensitive Information

The process for identifying, assessing and reporting Market Sensitive Information is as follows:

An officer or employee immediately notifies the Company Secretary if they become aware of information that is possibly Market Sensitive Information.

The Company Secretary assesses the information in consultation with other senior executives and/or external advisers if necessary and notifies the Audit and Risk Committee and/or Board if they consider that the information may be Market Sensitive Information.

The Audit and Risk Committee and/or Board will decide whether the information is Market Sensitive Information.

If the information is Market Sensitive Information, the Company Secretary will prepare a draft ASX announcement and obtain approval from the Audit and Risk Committee to release the announcement.

The Company Secretary will lodge the announcement with ASX and ensure that the announcement is posted on the Company website within 24 hours after receiving acknowledgement from the ASX that the announcement has been released to the market.

