

GENEVA FINANCE LIMITED

Continuous Disclosure Policy

Version History

Version	Date	Owner	Approver	Amendments
1.0	31.07.2023	Head of Risk & Assurance	Board	New Continuous Disclosure Policy

INTRODUCTION:

1. Introduction

1.1 Commitment

Geneva Finance Limited currently has securities quoted on the New Zealand Markets. As a result, Geneva Finance Limited (**GFL**) is subject to continuous disclosure obligations, which it must comply with under the listing rules of the NZX (Listing Rules) and the Financial Markets Conduct Act 2013 (FMCA). This policy has been implemented by **GFL** to ensure it complies with its continuous disclosure obligations.

A summary of the continuous disclosure obligations and consequences of Geneva Finance Limited failing to comply with its continuous disclosure obligations are set out in schedule 1.

1.2 Scope

This policy applies to:

- Geneva Finance Limited (**GFL**);
- all Executives of **GFL** and its subsidiaries;
- all directors of **GFL** and its subsidiaries; and
- all employees of **GFL** and its subsidiaries.

This policy does not address insider trading, market manipulation or disclosure of interest obligations.

1.3 Purpose

The purpose of this policy is to establish and maintain processes to ensure that the committee established pursuant to this policy (Disclosure Committee) is notified of any event or circumstance arising in relation to **GFL**, or information held by **GFL**, which may be material to:

- ensure **GFL**'s compliance with its continuous disclosure obligations in respect of its securities under the Listing Rules and the FMCA; and
- consider any other matter of an exceptional or extraordinary nature.

2. Disclosure Committee

2.1 Committee

GFL will establish the Disclosure Committee to consider and determine matters arising within the scope set out in paragraph 1.2.

2.2 Members

The members of the Disclosure Committee (Members) will be the persons holding the following offices (or any office that replaces any of the following offices):

- Chair of Geneva Finance Limited
- Chair of the Audit and Risk Committee;
- Non-Executive Directors of Geneva Finance Limited

- Chief Executive/Managing Director;
- Group Chief Financial Officer;
- Group Head Risk and Assurance;
- Legal Services Team Manager.

The Disclosure Committee may appoint additional Members subject to confirmation by **GFL** Board.

To the greatest extent practicable in the circumstances, the **full Board** will be given the opportunity to review and approve NZX announcements disclosing *Material Information* to the market.

3. Disclosure processes

3.1 Reporting

Employees of **GFL** who become aware of any information that is or may be material information must promptly and without delay report such information to the senior manager who is responsible for their area.

Where relevant their subsidiaries are responsible for ensuring that they adhere to this policy. Each director and senior manager of a subsidiary of **GFL** who becomes aware of any information that is or may be material information must report such information to a senior manager of **GFL** or a Member promptly and without delay.

Each senior manager of **GFL** must promptly and without delay report to any Member any information that is or may be material information.

Notwithstanding the foregoing, nothing in this policy limits anyone else from also reporting any matters to the Disclosure Committee.

3.2 Material Information

On being notified of any matter or information, the Disclosure Committee must consider and determine whether that information constitutes Material Information for the purposes of the Listing Rules (refer schedule 1). If such information is Material Information, the Disclosure Committee must determine if it must be released to the market or whether it can be withheld (refer schedule 1).

The **Board** is required to sign-off on any releases to the NZX.

4. Approval of Disclosures

4.1 Board Approval

At each Board meeting the Board will consider whether there are any matters requiring disclosure in accordance with this Policy arising from the matters discussed at the meeting or any events or circumstances that might require consideration under this Policy (GFL will disclose material information as soon as GFL becomes aware of it, regardless of when the next scheduled board meeting is)

Board approval is required in respect of matters that are clearly within the reserved powers of the Board (and responsibility for which has not been delegated to management) or matters that are otherwise of fundamental significance to **GFL**. Such matters will include:

- financial results;
- earnings guidance;
- dividend policy or declarations or determinations;
- company-transforming transactions or events;
- significant corporate actions;
- resignations and appointments of Directors, Managing Director and Senior Management (MD/CEO direct reports);
- any other matters that are determined by the Board to be of fundamental significance to the Company.

Where an announcement is to be considered and approved by the Board, the Company Secretary or delegate should provide the Board with all relevant information necessary to ensure that it is able to fully appreciate the matters dealt with in the announcement.

In order to expedite the process a draft announcement can be prepared in advance for the Board approval.

4.2 Procedure if Board Approval Cannot be Obtained

The Board accept that, given the time critical nature of the announcement of *Material Information* to the market, obtaining approval from all Directors for the announcements may not always be achievable. So, in the event that:

1. an announcement would ordinarily be put to the Board for its consideration and approval prior to release; and
2. the announcement must be disclosed to the market promptly and without delay in order for **GFL** to comply with its continuous disclosure obligations; and
3. it is impractical to obtain timely approval from the full Board,

Any **three** of the following individuals, acting jointly, may authorise the disclosure to ensure the Company's compliance with its continuous disclosure obligations:

- the Chairman **GFL**;
- the Chairman of the Audit and Risk Committee;
- Any other Non-executive Director of **GFL**;
- the Managing Director.

Any release considered under this Policy which includes disclosure of a profit projection or forecast shall be approved by the Chairman of **GFL** following consultation with Directors, in addition to the other approvals required under this Policy.

5. Release of Information to the NZX

The Company Secretary, Chief Financial Officer or delegate, will:

1. Co-ordinate the actual form of disclosure of the *Material Information* with the relevant members of management;
2. Provide a copy of the disclosure to the Chairman;
3. Make the disclosure to the NZX as required; and
4. At the same time as making the disclosure to the NZX, provide a copy of the disclosure to all the Directors.

6. Policy review

The Group Head of Risk & Assurance will review this policy annually with input from Managing Director/CEO, Group Chief Financial Officer and Board Audit Risk Committee (**BARC**).

7. Authority

Owner: Group Head Risk & Assurance (Board Secretary of Geneva Finance Limited)

Authorised by Board of Geneva Finance Limited

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Schedule 1 - Continuous disclosure obligations

NZX Listing Rules

1. As an issuer of quoted securities on the NZX Market, Geneva Finance Limited (**GFL**) is subject to continuous disclosure obligations, which it must comply with under the Listing Rules and the FMCA.

2. **GFL's** continuous disclosure obligations under the Listing Rules require that once it becomes aware of any Material Information relating to it, it must:

- (a) promptly and without delay release that Material Information to NZX; and
- (b) not disclose any Material Information to the public, any other stock exchange or any other party without first releasing the Material Information to NZX.

3. **GFL's** continuous disclosure obligations under the Listing Rules do not apply when:

- (a) one or more of the following applies:
 - (i) the release of information would be a breach of law;
 - (ii) the information concerns an incomplete proposal or negotiation;
 - (iii) the information comprises matters of supposition or is insufficiently definitive to warrant disclosure;
 - (iv) the information is generated for the internal management purposes of **GFL**; or
 - (v) the information is a trade secret; **and**
- (b) the information is confidential, and its confidentiality is maintained; **and**
- (c) a reasonable person would not expect the information to be disclosed.

4. **GFL** will promptly and without delay release Material Information to NZX to the extent necessary to prevent development or subsistence of a market for its securities which is materially influenced by false or misleading information emanating from:

- (a) **GFL** or any Associated Person of **GFL**; or
- (b) other persons in circumstances in each case which would give such information substantial credibility, and which is of a reasonably specific nature whether or not paragraph 3 applies.

5. The Listing Rules define Material Information (by reference to the definition in section 231(1) of the FMCA) as information, in relation to an issuer, that:

- (a) a reasonable person would expect, if it were generally available to the market, to have a material effect of the price of the quoted financial products; and
- (b) relates to particular financial products, a particular issuer, or particular issuers, rather than to financial products generally or issuers generally.

6. An issuer becomes aware of information if, and as soon as, a director or senior manager of the issuer has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties.

7. The definition of Associated Person in the Listing Rules states a number of ways that a person (A) can be associated with, or is an Associated Person of, another person (B), the most applicable to **GFL** being when:

- (a) A is able, directly or indirectly, to exert a substantial degree of influence over the activities of B (or vice versa);
- (b) A and B are Related Bodies Corporate;
- (c) A is a director or senior manager of B (or vice versa); or
- (d) A and B are acting jointly or in concert

APPENDIX

[NZX Corporate Governance Code \(1 April 2023\)](#)

[NZX Listing Rules](#)

[NZX Trading Halts and Suspensions](#)