

# Disclosure policy

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identitii Limited ACN 603 107 044 (**Company**)

**Adopted by the Board on 8<sup>th</sup> August 2018**

# 1 Purpose

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The Company is committed to regularly communicating with shareholders in a timely, accessible and clear manner with respect to both procedural matters and major issues affecting the Company. To achieve this, the Company communicates with shareholders through a range of forums and publications.

The reference to "shareholder" in this Policy includes holders of shares, options and other securities of the Company.

This policy applies to all directors on the board of the Company (**Board**), as well as officers, employees and consultants of the Company (for the purposes of this policy, collectively referred to as **Personnel**).

## 2 Continuous disclosure obligations

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### 2.1 Disclosure obligations

The Company has adopted a set of procedures and guidelines in relation to its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act 2001 (Cth).

ASX Listing Rule 3.1 requires the Company to immediately disclose to the market any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities. Disclosure is made by making an announcement to ASX.

### 2.2 Material effect on price or value

Information will be taken to have a material effect on the price or value of the Company's securities if it would be likely to influence investors in deciding whether to buy, hold or sell the Company's securities if the information became public. This type of information is referred to as "material price sensitive" information.

Materiality is assessed using measures appropriate to the Company and having regard to the examples given by ASX in ASX Listing Rule 3.1.

## 3 Disclosure roles, responsibilities and internal procedures

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### 3.1 Disclosure Committee

The Company has established a Disclosure Committee. At the date of adoption of this policy, the members are the CEO and the Company Secretary.

The members of the Disclosure Committee may vary from time to time.

### 3.2 Role and responsibilities of the Disclosure Committee

The role of the Disclosure Committee is to manage the Company's compliance with its disclosure obligations and this policy. Subject to any directions given by the Board (either generally or in a particular instance), its responsibilities include:

- (a) monitoring the Company's compliance with its disclosure obligations including the relevant procedures in place;
- (b) assessing the possible materiality of information which is potentially price sensitive and immediately escalating to the Chairperson and the Board, matters considered to be materially price sensitive including regulatory issues or issues that are potentially damaging to the company's reputation;
- (c) making decisions on information to be disclosed to the market;
- (d) preparing Company announcements in a timely manner that are not misleading, do not omit material information and are presented in a clear, balanced and objective way;

- (e) immediately referring any announcement which the Disclosure Committee considers to be a matter of key significance to the Board for consideration;
- (f) reviewing the Company's periodic disclosure documents and media announcements before release to the market; and
- (g) monitoring disclosure processes and reporting.

### **3.3 Role and responsibilities of the Company Secretary**

The Company has appointed the Company Secretary as the person responsible for communication with ASX in relation to listing rule matters and also for the general administration of this policy.

The Company Secretary's (or their delegate) responsibilities include:

- (a) seeking to ensure that the ASX immediately notified of any information which needs to be disclosed;
- (b) reviewing board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations; and
- (c) approving routine administrative market releases.

### **3.4 Other officers and employees - disclosure and materiality guidelines**

This policy is made available to all employees and contractors.

The Disclosure Committee will periodically review the disclosure and materiality guidelines and, where considered necessary, organise training for the Company's officers and relevant employees to:

- (a) assist with their understanding of the Company's and their own legal obligations relating to disclosure of material price sensitive information and confidentiality;
- (b) raise awareness of the internal processes and controls; and
- (c) promote compliance with this policy and the guidelines.

## **4 Disclosure matters generally**

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### **4.1 Inform ASX first**

The Company will not release any information publicly that is required to be disclosed through ASX until the Company has received formal confirmation of its release to the market by ASX, unless otherwise permitted by the Listing Rules.

Information must not be given to the media before it is given to ASX, even on an embargo basis.

### **4.2 Speculation and rumours**

Generally, the Company will not respond to market speculation or rumours unless a response is required by law or ASX, including for the purposes of section 4.3 of this policy.

### **4.3 False market**

If ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market.

### **4.4 Trading halts and voluntary suspension**

If necessary, the Disclosure Committee may consider and are authorised to request a trading halt from ASX to prevent trading in the Company's securities on an uninformed basis, and to manage disclosure issues.

#### **4.5 Breaches**

Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

## **5 Market communication**

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### **5.1 Communication of information**

The Company will post on its website relevant announcements made to the market and related information, (which may include slides and presentations used in analyst or media briefings) after they have been given to ASX and following confirmation of release to the market by ASX.

Material price sensitive information will be posted as soon as reasonably practicable after its release to ASX following receipt of confirmation from ASX.

Information may also be provided from time to time to the media on behalf of the Company but not before disclosure to ASX, even on an embargo basis.

### **5.2 Analysts and institutional investors**

The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Company. Only the directors, the Company Secretary or approved representatives of the Company are authorised to speak with analysts and institutional investors.

The Company's policy at these briefings is that:

- (a) the Company will not comment on material price sensitive issues not already disclosed to the market; and
- (b) any questions raised in relation to material price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

If a question can only be answered by disclosing material price sensitive information, the Company's policy is to decline to answer the question or alternatively, take it on notice. If a question is taken on notice and the answer would involve the release of material price sensitive information, the information must be released through ASX before responding.

A Company representative in attendance may make notes of meetings and briefings with investors or analysts. Alternatively, an event may be webcast or teleconferenced or a recording or transcript added to the Company's website.

After briefings, a member of the Disclosure Committee will consider the matters discussed at the briefings to ascertain whether any material price sensitive information was inadvertently disclosed. If so, the information must be communicated to the market as set out in section 5.4.

### **5.3 Analyst reports**

If requested, the Company may review analyst reports. The Company's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally.

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company will communicate this policy whenever asked to review an analyst report.

### **5.4 Inadvertent disclosure or mistaken non-disclosure**

If material price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, a member of the Disclosure Committee must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through ASX and then posting it on the Company's web site.

## **5.5 Media relations and public statements**

Media relations and communications are the responsibility of the Chairperson and CEO. On Board, corporate and governance matters, the Chairperson is generally the spokesperson and on general business and financial matters, the CEO is generally the spokesperson.

Other officers or senior employees may be authorised by the Board or the CEO to speak to the media on particular issues or matters.

Any inquiry that refers to market share, financials or any matter which the recipient considers may be materially price sensitive must be referred to the Company Secretary.

No information is to be given to the media on matters which are of general public interest or which may be materially price sensitive without the approval of the Chair and CEO.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

## **6 Investor relations and communication**

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### **6.1 Periodic reporting**

The Company produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the Listing Rules and applicable accounting standards.

### **6.2 The Company's website**

The Company's website contains information about the Company, including shareholder communications, market releases and related information. Investor information is posted in a separate section on the website from other material about the Company.

Relevant media releases, the Company's financial data and its charters and policies will also be available on the Company's website. The website also provides information to assist shareholders in directing relevant inquiries to the Company's share registry.

### **6.3 Use of electronic communication and other technology**

Shareholders may elect to receive information electronically. The Company will communicate by post with shareholders who have not elected to receive information electronically.

The Company may consider the use of other technologies as they become widely available.

### **6.4 General meetings**

General meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting. The Company conducts its general meetings in accordance with the Company's constitution, the Corporations Act and the Listing Rules. The Board will consider the use of technology and other means to facilitate shareholder participation as appropriate.

### **6.5 Notices of meetings**

Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting and comply with the Company's constitution, the Corporations Act and Listing Rules. The Company will place notices of general meetings and accompanying explanatory material on the Company's website.

### **6.6 Auditor to attend AGM**

The external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

## **6.7 Shareholder privacy**

The Company recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.

## **7 Review and publication of this policy**

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The Disclosure Committee will review this policy from time to time and report to the Board any changes it considers should be made. This policy may be amended by resolution of the Board. This policy is available on the Company's website and the key features, or a URL link to the webpage, are published in the annual report.