



Continuous Disclosure Policy for Manhattan Corporation Limited (the Company)

This policy supports Manhattan's statement of values and operates in conjunction with the law.

1 Introduction

- (a) Under continuous disclosure laws, Manhattan Corporation Limited and its subsidiaries (collectively, **Manhattan** or **Company**) must immediately notify the Australian Securities Exchange (**ASX**) of materially price sensitive information (unless an exception applies). ASX requires that the share market is kept continuously informed of such information.
- (b) Failure to notify ASX can be a serious criminal offence, exposing Manhattan, its managers and directors to imprisonment, fines and damages.
- (c) For the purposes of this policy, "**Manhattan Person**" has the meaning given to it in Manhattan Securities Trading Policy.

2 Continuous disclosure principle

- (a) ASX listing rule (**LR**) 3.1 requires Manhattan to immediately notify ASX if it has, or becomes aware of, any information concerning Manhattan that a reasonable person would expect to have a material effect on the price or value of Manhattan's securities were that information to be generally available. This is known as the continuous disclosure obligation. Manhattan is also required by section 674 of the *Corporations Act 2001* (Cth) (**Corporations Act**) to comply with this obligation. In this context, ASX has confirmed in Guidance Note 8 that "immediately" means "promptly and without delay".
- (b) LR 15.7 requires that Manhattan must not release information that is for release to the market to any person until it has given the information to ASX and has received acknowledgment that ASX has released the information to the market.
- (c) The continuous disclosure obligation does not apply if the exception to the obligation outlined in section 3 of this policy applies.
- (d) Any material price sensitive information must be disclosed to ASX in accordance with this policy. All disclosures must be accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

This policy is available in the "Corporate" section of the Company's website.

3 Exception to the continuous disclosure principle

3.1 Availability of the exception

- (a) Disclosure under LR 3.1 is not required if each of the following is satisfied in relation to the information:
 - (i) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - (ii) one or more of the following applies:
 - (A) it would be a breach of a law to disclose the information;

- (B) the information concerns an incomplete proposal or negotiation;
 - (C) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (D) the information is generated for the internal management purposes of Manhattan; or
 - (E) the information is a trade secret; and
- (iii) a reasonable person would not expect the information to be disclosed.
- (b) All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, Manhattan must immediately disclose the information to ASX in accordance with this policy.

3.2 A false market may cause the exception to be lost

- (a) LR 3.1B provides that if ASX considers that there is, or is likely to be, a false market in Manhattan's securities, and requests information from Manhattan to correct or prevent the false market, Manhattan must give ASX the information needed to correct or prevent the false market.

4 Disclosure Committee

- (a) Manhattan's board of directors (**Board**) performs the functions of a disclosure committee (**Committee**):
- (b) Manhattan's company secretary is for administrative convenience only, primarily responsible for overseeing and coordinating all communication with ASX, investors, analysts, brokers, the media and the public (**Disclosure Officer**).
- (c) The Committee's responsibilities include:
- (i) determining what information will be disclosed by Manhattan to ASX;
 - (ii) implementing procedures to ensure that, if required:
 - (A) disclosures to ASX can be made immediately; and
 - (B) trading halt requests can be lodged with ASX immediately;
 - (iii) preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Committee determines may be prepared and released without its prior review, if any);
 - (iv) verifying the integrity of "periodic corporate reports"¹ released to the market that are not otherwise audited or audit reviewed, and ensuring a description of the process undertaken to verify the integrity of the report is included in each report, or in the annual report, or published on Manhattan's website; and
 - (v) reviewing and approving proposed external announcements for release to ASX.

¹ "Periodic corporate reports" are defined in the *Corporate Governance Principle and Recommendation (4th edition)* as the annual directors' report, annual and half yearly financial statements, quarterly activity report, quarterly cash flow report, integrated report sustainability report or similar period report prepared for the benefit of investors.

- (d) A quorum of the Committee is two members. If a quorum cannot be formed from the Committee members listed in paragraph 4(a), the Disclosure Officer will be added as a member of the Committee in order to form a quorum.
- (e) Where a continuous disclosure obligation arises, disclosure should not be delayed to accommodate the availability of members of the Committee. If the Committee is unavailable to make a disclosure decision, the Disclosure Officer must take such other steps as he or she determines is necessary to comply with Manhattan's continuous disclosure obligations, including, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Committee is able to meet.

5 Reporting obligations and safeguarding confidentiality

- (a) The Disclosure Officer is responsible for ensuring that all Board decisions that must be disclosed to ASX are dealt with by an appropriate company announcement and that any routine announcement is also accurate, balanced and expressed in a clear and objective manner.
- (b) All Manhattan Persons are required to ensure a member of the Committee is immediately advised of any information that they believe may be price sensitive or any issues which could develop into price sensitive information. If a Manhattan Person has doubt as to whether information concerning Manhattan is price sensitive, the Manhattan Person must ensure that information is reported to a member of the Committee. He or she must not disclose that information to anyone outside Manhattan before ASX is notified.
- (c) If any Manhattan Person becomes aware that:
 - (i) there may have been inadvertent disclosure of material price sensitive information (which has not yet been disclosed to ASX) during any communication with external parties; or
 - (ii) confidential Manhattan information may have been leaked (whatever its source),he or she should ensure a member of the Committee is immediately notified. The Committee will determine the appropriate next steps.

6 Disclosure

- (a) If the Committee approves the disclosure of information, the Disclosure Officer must immediately lodge that information with ASX in the manner prescribed by ASX Listing Rules.
- (b) Manhattan must not release information that is for release to the market to any person until it has given the information to ASX and has received acknowledgment that ASX has released the information to the market.
- (c) This policy and all information disclosed to ASX in compliance with this policy will be promptly posted on Manhattan's corporate website following receipt of such an acknowledgement from ASX and verification by the Disclosure Officer.

7 Trading halts

- (a) In exceptional circumstances, it may be necessary for Manhattan to request a trading halt to maintain fair, orderly and informed trading in Manhattan's securities and to manage disclosure issues (for example, if confidential price sensitive information is prematurely or inadvertently disclosed and an immediate release cannot be made).

- (b) The Committee is responsible for all decisions in relation to trading halts. Unless otherwise provided in section 4(e) above, only the Disclosure Officer is authorised to request a trading halt and only in accordance with a decision by the Disclosure Committee.

8 False markets

- (a) In the event any member of the Committee or the Disclosure Officer is aware that Manhattan is relying on an exception to its continuous disclosure obligations, they must notify each other member of the Committee and the Committee must request the Disclosure Officer (or such other person as the Committee thinks fit) to monitor:
 - (i) the market price of Manhattan's securities;
 - (ii) major national and local newspapers;
 - (iii) if Manhattan (or any advisors of Manhattan working on the particular transaction) has access to them, major news wire services such as Reuters and Bloomberg;
 - (iv) any investor blogs, chat-sites or other social media that Manhattan is aware of that regularly post comments about Manhattan; and
 - (v) enquiries from analysts or journalists,for signs that the information to be covered in a potential announcement may have leaked and, if it detects any such signs, to initiate discussions with ASX as soon as practicable.
- (b) Manhattan's general policy is to respond to market rumours or speculation by stating that "Manhattan does not respond to market rumours or speculation". However, if Manhattan receives a request from ASX for information to correct or prevent a false market, the Disclosure Officer must (in consultation with the Committee and external advisers, if necessary) immediately provide that information to ASX.

9 Briefing investors, analysts and the media

- (a) Manhattan Persons must ensure that they do not communicate material that a reasonable person would expect would have a material effect on the entity's securities to an external party except where that information has previously been released publicly through ASX.
- (b) Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).
- (c) If any Manhattan Person participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to a member of the Committee.
- (d) The only Manhattan Persons authorised to speak on behalf of Manhattan to investors, potential investors, analysts or the media are:
 - (i) the chair of the Board; or
 - (ii) such other Manhattan Persons approved by the chair of the Board.
- (e) Authorised spokespersons should clarify information that Manhattan has released publicly through ASX but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.

- (f) If a question is asked in a briefing which can only be answered by disclosing material price sensitive information which has not been publicly released, the relevant Manhattan Person must decline to answer the question or take the question on notice.
 - (g) During the time:
 - (i) between the end of Manhattan's financial reporting periods (30 June and 31 December) and the announcement to ASX of the financial results for those periods; and
 - (ii) the period from the close of trading on ASX at the end of each calendar quarter (being the end of March, June, September and December) or if that date is not a trading day, the last trading day before that day, until close of trading on the day following the announcement of the Company's quarterly report to ASX, **[Note to draft: to align with the Securities Trading Policy blackout periods]**
- further restrictions are imposed to help ensure that Manhattan does not inadvertently disclose price sensitive information.
- (h) Generally, Manhattan may respond to requests for background information but will not hold meetings or briefings with individual or institutional investors, analysts or media representatives in relation to financial information, unless the chair of the Board decides that it is appropriate for the Company to do so and the meeting or briefing will be the subject of a specific announcement to the market through ASX. Only the chair of the Board may respond to questions from the financial community during blackout periods.
 - (i) All briefing and presentation materials which contain previously undisclosed information will be disclosed to the market through ASX and placed on Manhattan's website.

10 Earnings expectations and forecasts

- (a) Comments on expected earnings are confined to Manhattan's annual and half year financial reports and quarterly reporting and forecasts in a bidder's statement or prospectus. Any material change in a disclosed earnings expectation must be immediately announced to ASX before being communicated to anyone outside Manhattan.
- (b) The Disclosure Officer is responsible for monitoring analyst reports and consensus broker forecasts for Manhattan to determine whether to raise with the Committee whether an announcement to ASX may be necessary to correct factual inaccuracies or historical matters. If the Disclosure Officer becomes aware of any such inaccuracies or a material divergence between an analyst's or consensus forecast and Manhattan's own forecasts or earnings expectations, he or she shall liaise with the Committee so that the necessity for an announcement to ASX and/or trading halt can be considered.
- (c) Any correction of factual inaccuracies by Manhattan does not imply an endorsement of the content of the report or forecast.

11 Breach of policy

Manhattan regards its continuous disclosure obligations as very important. Breach of this policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

12 Review and changes to this policy

- (a) The Committee will review this policy annually or as often as it considers necessary to check it is operating effectively and consider whether changes are required.
- (b) The Board may change this policy (including the responsibilities of the Committee) from time to time by resolution.