



GENEVA FINANCE LIMITED

DISCLOSURE POLICY

Version History

Version	Date	Owner	Approver	Amendments
1.0	31.07.2023	Head of Risk & Assurance	Board	New Continuous Disclosure Policy
1.1	30.09.2024	Head of Risk & Assurance	Board	Review and removal of NZX content change to Disclosure Policy

INTRODUCTION:

1. Introduction

1.1 Commitment

Geneva Finance Limited currently has securities quoted on the Unlisted Securities Exchange. As a result, Geneva Finance Limited (**GFL**) is subject to disclosure obligations, which it must comply with under the Companies Act, Financial Reporting Act and Takeovers code. This policy has been implemented by **GFL** to ensure it complies with its disclosure obligations.

A summary of 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 disclosure obligations in respect of its securities under the USX Listing Rules and the Companies Act; 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;

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 USX 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 USX 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 USX.

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 in order for **GFL** to comply with its 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 USX

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 USX as required; and
4. At the same time as making the disclosure to the USX, provide a copy of the disclosure to all the Directors.

6. Policy review

The Group Head of Risk & Assurance will review this policy with input from Managing Director/CEO 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 - Disclosure obligations

USX Rules

1. As an issuer of quoted securities on the Unlisted Securities Exchange (USX), Geneva Finance Limited (**GFL**) is subject to disclosure obligations, which it must comply with under the USX Listing Rules and the Companies Act.
2. **GFL's** disclosure obligations under the USX Listing Rules require that once it becomes aware of any Material Information relating to it, it must:
 - (a) promptly release that Material Information to USX; 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 USX.
3. **GFL's** disclosure obligations under the USX 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 release Material Information to USX 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. Issuers are expected to report the following information by posting to the USX announcements platform as soon as available:
 - a) Financial reporting in compliance with the Financial Reporting Act 2013;
 - b) Changes to details or information including:
 - i. Changes in its directors and senior managers;
 - ii. Corporate actions, both when approved and when actioned (i.e any corporate event affecting the number, value or terms of Quoted securities), including without limitation dividends, interest, buybacks for cancellation or treasury stock, sales of treasury stock, issue

of securities, consolidations, cancellations, splits, rights or options. USX provides a Form DL9 for Issuers to provide notice of these actions;

iii. Changes to basic company information (address, contact details, registrar, auditors and legal);

c) Any disclosures required by the FMA; and

d) Such other events, actions or new information that the Issuer at its sole discretion may consider to have a material impact upon the market price of the Issuer's Quoted securities if such event or action was known to investors provided that such disclosure is considered by the Issuer to be in the interests of all security-holders generally.

APPENDIX

[USX Market Rules](#)