

CONTINUOUS DISCLOSURE POLICY

**EDU Holdings Limited
ACN 108 962 152**

Adopted on 25 February 2022

CONTINUOUS DISCLOSURE POLICY

1 INTRODUCTION AND PURPOSE

EDU Holdings Limited ACN 108 962 152 (**Company**) and its subsidiaries (**Group**) is committed to complying with the continuous disclosure obligations contained in the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules and ensuring that the market is provided with timely, complete and accurate information concerning the Company, including its financial position, performance, ownership and governance.

The purpose of this policy is to:

- (a) ensure that the Company's Personnel are aware of its obligations to disclose information in accordance with the continuous disclosure requirements of the ASX Listing Rules;
- (b) set out the procedures for identifying and assessing information for disclosure to the ASX in accordance with the Company's continuous disclosure obligations;
- (c) set out the procedures designed to ensure the Company complies with its continuous disclosure obligations; and
- (d) set out the requirements for protecting confidential information of the Company from unauthorised disclosure.

This policy is also intended to provide for a process to assist in the production of accurate, balanced and clearly and objectively expressed market announcements which allow investors to appropriately assess the impact of the information when making investment decisions.

2 APPLICATION OF THIS POLICY

This policy applies to:

- (a) all Directors and officers of the Group;
 - (b) all employees of the Group, whether full time, part time or casual; and
 - (c) all contractors and consultants working for the Group,
- (each **Personnel**).

3 CONTINUOUS DISCLOSURE

3.1 Continuous disclosure obligation

The Company is listed on ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act.

In accordance with ASX Listing Rule 3.1, the Company must immediately notify ASX if it becomes aware of 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, unless an exception under the ASX Listing Rule applies.

The Company becomes aware of information if any of its Directors or officers has, or ought reasonably to have, come into possession of the information while performing his or her duties as a Director or officer of the Company.

3.2 When is information market sensitive?

Information is market sensitive if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to buy or sell the Company's securities.

This is an objective test. As a guide, ASX suggests that when determining whether information is market sensitive, it might be helpful to ask the following two questions:

- (a) "Would this information influence my decision to buy or sell the Company's securities at their current market price?"
- (b) "Would I feel exposed to an action for insider trading if I were to buy or sell the Company's securities at their current market price, knowing this information had not been disclosed to the market?"

Whether or not the Company is aware of information that is market sensitive is to be determined in accordance with this policy.

3.3 Examples of market sensitive information

Some examples of information which may require disclosure includes:

- (a) a transaction that will lead to a significant change in the nature and scale of the Company's activities;
- (b) a material acquisition or disposal;
- (c) the entry into, variation or termination of a material agreement;
- (d) becoming a plaintiff or defendant in a material lawsuit;
- (e) the fact that the Company's earnings will be materially different from market expectations;
- (f) the occurrence of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- (g) undersubscriptions or oversubscriptions to an issue of securities;
- (h) giving or receiving a notice of intention to make a takeover; and
- (i) any rating applied by a rating agency to the Company or its securities and any change to such a rating.

Whether disclosure of these matters is required will need to be assessed having regard to the circumstances prevailing at the time.

3.4 When is disclosure of market sensitive information required?

If information is market sensitive, and the exception from immediate disclosure does not apply (see section 3.5 below), then the information must be **immediately** disclosed to ASX.

ASX interprets "immediately" to mean "promptly and without delay". Although the length of time required to notify will depend on the circumstances, the information must be disclosed to the ASX as quickly as possible in the circumstances and must not be deferred or postponed to a later time.

The Company must not release market sensitive information to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.

3.5 Exceptions to continuous disclosure obligation

The exceptions under Listing Rule 3.1A provide that disclosure under Listing Rule 3.1 is not required where all of the following three conditions are satisfied:

- (a) one or more of the following 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 Company; 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.

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, the Company must immediately disclose the information to the ASX in accordance with this policy.

3.6 Confidentiality

If the Company is relying on an exception to ASX Listing Rule 3.1 or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality procedures must be observed. A leak of confidential information will immediately deny the Company the benefit of the exception. Information about a matter involving the Company may cease to be confidential if there is:

- (a) a reasonably specific and accurate media or analyst report about the matter;
- (b) a reasonably specific and accurate rumour known to be circulating in the market about the matter; or

- (c) a sudden and significant movement in the market price or traded volumes of the Company's securities that cannot be explained by other events or circumstances.

3.7 False market obligation

In accordance with ASX Listing Rule 3.1B, 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 ASX information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market (ASX Listing Rule 3.1B). This obligation to give information to ASX arises even if the exception outlined in section 3.5 applies.

4 CONTRAVENTION OF OBLIGATIONS

A contravention by the Company of its continuous disclosure obligations or a failure by Personnel to comply with this policy may:

- (a) result in ASX suspending trading of the Company's securities;
- (b) result in civil or criminal liability for the Company and its officers under the Corporations Act;
- (c) result in unfavourable publicity for the Company;
- (d) damage the Company's reputation in the investment community; and/or
- (e) undermine confidence in the market for the Company's securities.

5 DISCLOSURE RESPONSIBILITIES AND PROCEDURES

5.1 Disclosure Officers

The Board has appointed the Managing Director/Chief Executive Officer and the Chief Financial Officer/Company Secretary as the disclosure officers (**Disclosure Officers**).

The Disclosure Officers are responsible for administering this policy and, in particular:

- (a) overseeing and coordinating all communication with ASX, investors, analysts, brokers, shareholder associations, the media and the public;
- (b) overseeing and coordinating the disclosure training and education of all Personnel to ensure that they understand the Company's disclosure obligations and what information may be market sensitive; and
- (c) collecting and recording all potential market sensitive information concerning the Company and making auditable disclosure decisions, subject to the approval requirements set out in 5.4 and 5.5.

The Disclosure Officers may delegate aspects of administering this policy to other Personnel. The delegation may be general or specific to a particular matter.

5.2 Reporting processes

The Disclosure Officers are responsible for ensuring that all Board decisions that must be disclosed are dealt with by an appropriate Company announcement. The process for reporting potentially market sensitive information is as follows:

- (a) if a **Director** considers that he or she is in possession of potentially market sensitive information, they should discuss the matter with the Chair or the Chief Executive Officer;
- (b) **senior managers** reporting to either the Chief Executive Officer or the Chief Financial Officer must immediately make the Disclosure Officers aware of any matter that they consider may be material for continuous disclosure purposes;
- (c) **other Personnel** who consider that they may be aware of potentially market sensitive information must immediately inform their manager who should ensure that it is passed on to an appropriate senior manager to ensure that the Chief Executive Officer or Chief Financial Officer are informed.

Personnel must disclose all potentially significant information concerning the Company even if they consider that the information is not market sensitive or an exception to disclosure applies.

5.3 Assessment of information by Disclosure Officers

The Disclosure Officers must decide whether any information of which the Company is or becomes aware must be disclosed to ASX by assessing whether the information meets the market sensitive test in section 3.1 or whether it need not be disclosed due to the exception in section 3.5.

5.4 Approval for disclosure to ASX

If the Disclosure Officers believe information must be disclosed, the Disclosure Officers must seek approval for disclosure of the information to ASX as follows:

- (a) in the first instance, approval from the Board;
- (b) if it is not practicable to seek approval from the Board (recognising the requirement to immediately disclose market sensitive information), the Disclosure Officers must seek approval from:
 - (i) the Chair; or
 - (ii) in the Chair's absence – the Chair of the Audit and Finance Committee or Risk and Compliance Committee ; and
- (c) if, in exceptional circumstances, the Board and the Chair and the Chair of the Audit and Finance Committee or Risk and Compliance Committee are not available, the Disclosure Officers have authority to approve disclosure of the information to ASX.

5.5 Request for information by ASX – False market

If ASX asks the Company for information to correct or prevent a false market, the Disclosure Officers must consider the request and seek approval for any disclosures in accordance with section 5.4 above.

5.6 Content of disclosure

Any disclosure made pursuant to this policy should contain sufficient detail for investors or their professional advisers to understand assess its impact on the price or value of the Company's securities. The Company has a duty not to disclose information in a way that could mislead the market. Appropriate care must be taken to ensure that the content of any announcement accurately discloses the material information.

5.7 Disclosure to ASX and dissemination

When disclosure of information under section 5.4 or 5.5 has been approved, the Company Secretary must immediately lodge that information with ASX in the manner prescribed by the ASX Listing Rules.

Information lodged with ASX must not be released publicly by the Company until the Company has received formal confirmation from ASX that the information has been released.

Once the Company has received formal confirmation from ASX, it must promptly post the information, or provide a link to the Company's ASX announcements page, on the Company's website. The Company may simultaneously or subsequently release the information in any other manner it considers appropriate including issuing a media release, conducting a press conference or mailing details to the Company's security holders.

5.8 Request for trading halts

In some circumstances it may be necessary to allow the Company a period of time to prepare and release an announcement to ASX in a timely manner while ensuring trading on ASX is not occurring in an uninformed manner. Only the Disclosure Officers are authorised to request a trading halt from ASX. Before requesting a trading halt, the Disclosure Officers must seek approval to do so from:

- (a) in the first instance, the Board; or
- (b) where convening a Board Meeting is not practicable, the Chair; or
- (c) in the Chair's absence, the Chair of the Audit and Finance Committee or Risk and Compliance Committee; or
- (d) if, in exceptional circumstances, the Board and the Chair and the Chair of Audit and Finance Committee or Risk and Compliance Committee are not available, the Disclosure Officers have authority to approve disclosure of the information to ASX.

However, it is recognised that the Company may be required to submit a trading halt expeditiously and that it may be not always be practicable for the approval of the Board to be sought (depending upon the circumstances).

5.9 Board review of continuous disclosure matters

The Company must ensure that the Board receives copies of all material market announcements promptly after they have been made. Additionally, as a standing agenda item at each Board meeting, the Directors will raise and consider whether there is any information (including any matters reported to or discussed at the Board meeting) that may potentially need to be disclosed to the market pursuant to the Company's continuous disclosure obligation.

6 EXTERNAL COMMUNICATIONS

6.1 Authorised spokespersons

Information concerning the Company may only be disclosed to external parties by authorised spokespersons appointed in accordance with this policy. In this regard the Chair, Chief Executive Officer and Chief Financial Officer, or any other person authorised by the Board, are generally the authorised spokespeople for disclosing information concerning the Company to the media.

6.2 Dealings with media, market speculation and rumour

Except in the circumstances where an announcement to ASX may be required, the Company generally does not respond to media comment (both conventional or social) or market speculation. Only certain individuals are authorised to speak to the media or other outside parties. If any Personnel receives a request for comment from an external investor, analyst or the media in relation to any matter concerning the Company they must advise that person that they are not authorised to speak on behalf of the Company and must refer the enquiries to the Chief Executive Officer or Chief Financial Officer.

Any information which is not public must be treated by all Personnel and associated parties as confidential and must not be disclosed by any of them except through the Company's reporting system or the procedures set out in this policy.

6.3 Analyst briefings and meetings of security holders

If market sensitive information which has not been given to ASX has been released to a section of the market (e.g. at an investor or analyst briefing or at a meeting of security holders) or to a section of the public (e.g. at a media briefing or through its publication on a website or in social media), the Company must immediately give the information to ASX under ASX Listing Rule 3.1 in a form suitable for release to the market.

A copy of new and substantive investor or analyst presentation materials will be released on ASX market announcements platform ahead of the presentation.

7 ELECTRONIC COMMUNICATIONS

7.1 The Company's website

The Company's website will feature a disclosure section to ensure that all market participants have an equal opportunity to receive externally available information issued by the Company. This information will include:

- (a) Annual Reports;
- (b) results announcements;
- (c) all other announcements of the Company made to ASX (whether under the Company's continuous disclosure obligations or not);
- (d) speeches and support material given at briefings and meetings (including shareholders' meetings);
- (e) the Company's profile and contact details; and

- (f) all written information provided to investors, analysts, brokers or the media.

7.2 ASX released information

Information lodged with ASX under the Company's periodic and continuous disclosure obligations will not be posted on the Company's website until the Company has received formal confirmation from ASX that the information has been released.

8 POLICY APPROVAL AND COMPLIANCE

8.1 Board approval of policy

This policy has been approved by the Board. Any amendments to this policy can only be made with the Board's prior approval.

8.2 Monitoring compliance with policy

The Board will monitor compliance with this policy and will regularly, either through Board meetings or through any disclosure committee formed by the Board:

- (a) discuss with the Disclosure Officer the effectiveness and auditability of the Company's reporting system; and
- (b) consider whether the Company is complying with its obligations under this policy, the ASX Listing Rules and the Corporations Act.

9 POLICY BREACHES

9.1 Strict compliance

Strict compliance with this policy is mandatory for all Personnel.

9.2 Consequences of breach for employees

Breaches of this policy will be taken very seriously by the Company and may lead to disciplinary action being taken against employees, including dismissal in serious cases.

10 REVIEW OF POLICY

This policy will be reviewed periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

11 MATERIAL REVISIONS

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0	23 February 2022	25 February 2022	Policy approved by the Board.