



# Continuous Disclosure and Communications Policy

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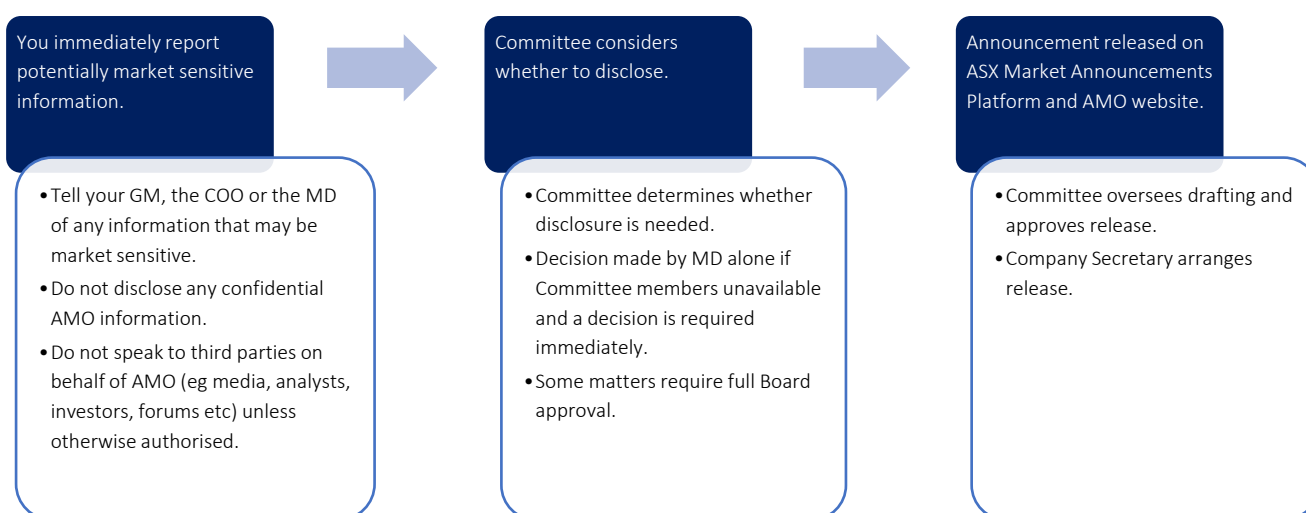
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## 1. Introduction

Ambertech (AMO) is committed to providing shareholders and the market with full and timely information about its activities in compliance with its continuous disclosure obligations. This requires AMO to immediately – meaning promptly and without delay – disclose to the market information concerning it that a reasonable person would expect to have a material effect on the price or value of AMO shares (market sensitive information) unless it falls within certain exceptions.

## 2. Overview

An overview of the disclosure process at AMO is presented in the below diagram, which highlights the key obligations that apply to all AMO employees, contractors, directors and officers (AMO staff) and others with specific roles under this Continuous Disclosure Policy (Policy).



Person	Key Responsibilities
All AMO Staff	Immediately inform your General Manager, the COO or the Managing Director (MD) of any potentially market sensitive information.
General Managers	Immediately inform the COO (Company Secretary) or the MD of any potentially market sensitive information.
AMO Board	Makes continuous disclosure decisions in relation to matters that are of fundamental significance to AMO (except where Board approval and authority for release cannot be obtained within a timeframe that is consistent with AMO's

	continuous disclosure obligations, in which case the announcement can be approved and authorised for release by the Committee. Otherwise retains the power to decide whether an ASX announcement should be made and, if so, to approve the form of that announcement and authorise its release.
Committee	Makes disclosure decisions (including whether an exception to the requirement for immediate disclosure applies). May make disclosure decisions otherwise reserved to the Board in relation to matters of fundamental significance to AMO where Board approval and authority for release cannot be obtained within a timeframe that is consistent with AMO's continuous disclosure obligations. Oversees drafting of announcements, approves announcements and authorises their release (other than those of an administrative nature).
Managing Director	Ensures that AMO has an adequate system for compliance with its continuous disclosure obligation. If no other Committee members are available, makes disclosure decisions (other than those made by the AMO Board). Authorises trading halts or suspensions from trading. Each is an Authorised Spokesperson.
Company Secretary	Communicates with ASIC in relation to Listing Rule matters, arranges for the release of ASX announcements to the market, records the approval of and authority for release of ASX announcements, approves certain administrative announcements (as set out in Annexure B) and authorises their release, and distributes material ASX announcements to the Board.
COO	Oversees the monitoring of the price and volume of AMO shares and the range of analyst earnings forecasts and is an Authorised Spokesperson.  Attends and keeps notes of key topics discussed at analyst and investor briefings.

### 3. Purpose

3.1 The purpose of this Policy is to:

- a) set out AMO's commitment to providing the market with full and timely information
- b) set out the processes adopted by the Board to manage AMO's commitment
- c) assist AMO staff to understand AMO's and their own responsibilities in complying with this Policy.

3.2 This Policy applies to all AMO staff.

### 4. Continuous Disclosure and Communications Committee

4.1 AMO has established a Continuous Disclosure and Communications Committee ("Committee") comprising the Managing Director, Company Secretary and the Chair.

- 4.2 The Chair may be represented by an alternate Non-Executive Director when the Chair is not available.
- 4.3 The Committee or Chair of the Committee may determine to invite other persons to attend Committee meetings.
- 4.4 The Committee may adopt a charter in relation to the Committee's Day to day operations.

## 5. Delegated Disclosure Decisions

- 5.1 The AMO Board has delegated decisions on continuous disclosure to the Committee.
- 5.2 The MD and Company Secretary will review all potentially market sensitive information and make recommendations to the Committee on continuous disclosure decisions to ensure compliance with this Policy and AMO's obligations under the Listing Rules and Corporations Act.
- 5.3 At each Board meeting, the Company Secretary will report the matters that have been considered since the date of the last Board meeting.

## 6. Information for all AMO Staff

- 6.1 All AMO staff are required to actively consider whether there are any matters that may need to be disclosed under this Policy. Examples of such information are set out in Annexure A. In summary, it is information that would, or would be likely to, influence a person who commonly invests in securities in deciding whether to buy or sell AMO securities. This is called "market sensitive information".
- 6.2 A useful test is to ask yourself these two questions:
  - a) Would this information influence my decision to buy or sell AMO shares at their current market price?
  - b) Would I feel exposed to an action for insider trading if I were to buy or sell AMO shares at their current market price, knowing this information had not been disclosed to the market?

If the answer to either question is "yes" then the information may be market sensitive.

- 6.3 If an AMO staff member becomes aware of potentially market sensitive information or a breach of confidentiality in relation to potentially market sensitive information, they must immediately advise their General Manager, the COO or the MD. Even if you are not sure, you must still immediately report the information so that the matter can be appropriately considered.
- 6.4 A General Manager must immediately advise the COO or MD if they become aware of potentially market sensitive information (or a breach of confidentiality in relation to potentially market sensitive information) themselves or through an AMO staff member.
- 6.5 When reporting information, AMO staff should make sure all relevant details of which they are aware are provided to enable the matters being addressed to be fully considered.

- 6.6 Reporting information does not necessarily mean it will be released. The Committee will determine what information needs to be publicly disclosed, and you should not feel that you have to make that determination or limit what you report to your General Manager, the COO or the MD.
- 6.7 AMO will, from time to time, provide training to relevant AMO staff to assist their understanding of AMO's continuous disclosure obligations and the practices established to support compliance with this Policy.
- 6.8 The Managing Director will ensure that AMO has an adequate system for compliance with its continuous disclosure obligation.
- 6.9 AMO has in place policies and procedures to ensure that the confidentiality of market sensitive information is maintained until such time as it is required to be announced to the market. All AMO staff must comply with such policies and procedures, as any loss of confidentiality may result in AMO having to immediately disclose information to the market which could otherwise have qualified for an exception to the continuous disclosure requirement.

## 7. Authorised Staff and Third Parties

- 7.1 AMO will not disclose market sensitive information to any person outside of AMO unless it has first provided that information to the market and received an acknowledgement that the information has been released.
- 7.2 AMO staff must not speak with the media, analysts or investors about any matters connected to AMO (including any subsidiary or joint venture in which AMO is involved) unless authorised to do so under this section. Speaking with these third parties can create high risks in relation to AMO's continuous disclosure obligations.
- 7.3 The persons listed in column 1 below are Authorised Spokespersons and are authorised to communicate with those persons listed in column 2:

Authorised Spokesperson	Third Parties with which authorised to communicate
AMO Chair	All persons
Managing Director	All persons
Chief Operating Officer	Equity analysts covering ASX, shareholders, and potential investors in AMO

## 8. Disclosure decisions made by the Board

- 8.1 The AMO Board will make decisions about the disclosure of matters that are of fundamental significance to ASX, including:
  - a) significant transactions or events

- b) dividend policy, determinations or declarations
- c) significant profit upgrades or downgrades
- d) annual and half-year reports (including financial statements)
- e) publishing or updating earnings or other guidance to the market
- f) other matters that the Committee determines are of fundamental significance to AMO.

8.2 If a disclosure decision needs to be made by the AMO Board on an announcement under section 7.1, the Company Secretary will make all reasonable efforts to have the announcement considered and approved by the Board and authorised for release. If this approval and authority for release cannot be obtained within a timeframe that is consistent with AMO's continuous disclosure obligations, the announcement can be approved and authorised for release by the Committee (or as many committee members as are available) in the normal way, provided that all reasonable efforts will be taken to obtain the AMO Chair's approval and authority for release prior to the release.

The announcement will then be considered by the AMO Board at the first possible opportunity following release to determine what, if any, further steps are required.

8.3 Notwithstanding anything else in this Policy, the AMO Board retains the power to decide whether an ASX announcement should be made and, if so, to approve the form of that announcement and authorise its release to the market.

## **9. Disclosure made by the Company Secretary**

9.1 The Company Secretary may arrange for the release of administrative announcements of the type set out in Annexure B provided that such announcements have been approved and authorised for release by the persons identified in Annexure B.

## **10. Preparation and Release of Announcements**

10.1 Where a determination has been made that information will be publicly disclosed, the Company Secretary will oversee preparation of that announcement. The Managing Director and COO are responsible for satisfying themselves that the content of any announcement is accurate, is not misleading, and is supported by appropriate verification. In the case of an administrative announcement referred to in section 8.1, these matters are the responsibility of the person identified in Annexure B as being responsible for approving the announcement and authorising it for release.

10.2 Where any information is reported under this Policy and it is determined that the circumstances are developing and the information is not presently disclosable but immediate disclosure might foreseeably be required in the future, the Company Secretary will oversee the preparation of a draft ASX announcement to facilitate immediate disclosure of the information if it later becomes disclosable.

- 10.3 The Committee will approve all ASX announcements, other than announcements of the type set out in Annexure B (or media releases that are not market sensitive) or announcements approved by the Board, and will authorise their release, prior to release. The approval and authority for release will be recorded by the Company Secretary.
- 10.4 The AMO Board (and such person or body delegated by the AMO Board for the purposes of an announcement), the Committee, the Managing Director and the Company Secretary are the only persons who may approve ASX announcements and authorise their release in accordance with this Policy. The Company Secretary will arrange for a copy of duly approved ASX announcements that have been authorised to be released to be submitted and published on the ASX Market Announcements Platform (MAP).
- 10.5 Where a market announcement is required to be accompanied by a covering letter in order to comply with the ASX Listing Rules, the covering letter is to be approved and authorised for release by the person or persons responsible for approving and authorising the release of the associated announcement.
- 10.6 All market sensitive information will first be made available on the MAP. Once AMO has received an acknowledgement that the announcement has been released, AMO may communicate the information to other stakeholders, such as media, employees, analysts and shareholders, via multiple channels and technologies including its website, social media platforms and email.
- 10.7 The Company Secretary will provide the AMO Board with a copy of all material market announcements promptly after release on the MAP.

## **11. Trading Halt or and Voluntary Suspension**

- 11.1 In some instances, it may be necessary to request a trading halt or voluntary suspension. The MD and COO (in consultation with the Chair where practicable) will determine whether a trading halt or voluntary suspension is required.
- 11.2 In the event the MD is unavailable, the COO (in consultation with the Chair where practicable) will determine whether a trading halt or voluntary suspension is required.
- 11.3 Where a determination has been made under this section 10 that a trading halt or voluntary suspension is required, the Company Secretary will be responsible for making the request.

## **12. Media and Share Price Monitoring**

- 12.1 The Company Secretary or their delegate will monitor media (including social media):
- a) to detect unusual or unexpected media reports; and
  - b) for rumours and speculation about AMO, which may require AMO to make an announcement or take other action.



- 12.2 If the Company Secretary or their delegate becomes aware of such an issue, they must immediately advise the Committee. Generally, AMO will not comment on rumour or speculation. However, there may be circumstances where AMO may need to correct a rumour or respond to speculation (for example, to prevent a false market).
- 12.3 The COO or their delegate will monitor movements in the volume and price of ASX shares. If the COO or their delegate identifies unusual or unexpected price movements, they must immediately advise the Committee.

### **13. Analyst and Investor Briefings and Presentations**

- 13.1 AMO will not disclose market sensitive information to any analyst or investor unless it has first provided that information to the market and received an acknowledgement that the information has been released.
- 13.2 AMO may hold meetings with analysts and/or investors as part of its investor relations program. AMO considers that such meetings facilitate effective two-way communication. In such meetings, AMO will not disclose market sensitive information unless it has first supplied that information to the market.
- 13.3 Any new and substantive analyst or investor presentations will be released on the MAP prior to the presentation.
- 13.4 The COO will endeavor to be present at all open media, analyst or investor briefings. If they consider that market sensitive information has been disclosed inadvertently, they must immediately report this to the Committee.
- 13.5 The COO will keep notes of key topics discussed at formal meetings and briefings with investors or analysts. If previously undisclosed market sensitive information is discussed at such meetings or briefings, the COO will immediately report it to the Committee. They will also keep a written record of the information disclosed and that it was reported.

### **14. Blackout Periods**

- 14.1 AMO will not hold meetings with analysts or investors within a six-week “blackout” period in advance of the release of its half-year and full-year results announcements, unless authorised by the Committee.

### **15. Analyst reports and forecasts**

- 15.1 The COO will monitor analyst reports and forecasts to determine whether the forecasts diverge materially from AMO’s internal earnings forecasts, and any guidance published by AMO. If so, the COO must immediately refer the matter to the Committee for consideration as to whether AMO is required to make further disclosure. The MD will support the COO in relation to the responsibilities set out in this section.

15.2 Any comment by AMO in relation to an analyst's report or financial projections should be confined to errors in factual information and underlying assumptions, provided such comment of itself does not involve a breach of the AMO's continuous disclosure obligation or amount to a selective briefing.

## **16. Reviewing and amending this Policy**

16.1 This Policy will be reviewed once every two years and updated as necessary. Amendments are to be approved by the AMO Board.

## **17. Breach of this Policy**

17.1 Breaches of this Policy may be regarded as misconduct, which may lead to disciplinary action including termination of employment or engagement and may result in other action taken against the individual if necessary.

## Annexure A – Examples of information that AMO must disclose.

<p><b>What information does AMO have to disclose?</b></p>	<p>Listing Rule 3.1 requires “immediate” disclosure of any information concerning AMO which a reasonable person would expect to have a material effect on the price or value of shares of AMO. This is typically referred to as “market sensitive information”. There are civil and criminal penalties for non-compliance. It is not possible to exhaustively list the information which must be disclosed. However, information extends beyond pure matters of fact and includes matters of opinion and intention and may include:</p> <ul style="list-style-type: none"> <li>• transaction that will lead to a significant change in the nature or scale of AMO’s activities</li> <li>• a material acquisition or disposal</li> <li>• the entry into, variation, or termination of a material agreement</li> <li>• becoming a plaintiff or defendant in a material lawsuit</li> <li>• the fact that AMO’s earnings will be materially different from market expectations</li> <li>• the appointment of a liquidator, administrator or receiver to AMO</li> <li>• an event entitling a financier to terminate, a material financing facility</li> <li>• giving or receiving a notice of intention to make a takeover</li> </ul> <p>There are some exceptions that apply to ASX Listing Rule 3.1 (for example, if the matter concerns an incomplete proposal or negotiation and remains confidential). The Committee will determine if these exceptions apply.</p>
<p><b>When is information market sensitive?</b></p>	<p>Information is “market sensitive” if a reasonable person would expect that information to have a material effect on the price of AMO. A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to buy or sell those securities.</p> <p>In terms of guidance on when information will be taken to have such an effect, ASX Guidance Note 8 suggests two questions to consider:</p> <ul style="list-style-type: none"> <li>• Would this information influence my decision to buy or sell securities in the entity at their current market price?</li> <li>• Would I feel exposed to an action for insider trading if I were to buy or sell securities in the entity at their current market price, knowing this information had not been disclosed to the market?</li> </ul> <p>If AMO has provided earnings or other guidance to the market, a material difference between actual or projected outcomes and that guidance may constitute a “market sensitive” earnings surprise. Other matters to consider in determining materiality also include whether a matter:</p> <ul style="list-style-type: none"> <li>• will significantly damage AMO’s image or reputation</li> <li>• will significantly affect AMO’s ability to carry on business in the ordinary course</li> <li>• involves a serious breach of any law or regulation</li> </ul>

## Annexure B – Administrative Announcements

Examples of administrative announcements that may be made without review by the Committee:

Nature/Type of Market Announcement	Approver
Notification of dividends (Appendix 3A)	Company Secretary
Applying for quotation of securities, notifying a proposed issue of securities and notifying an issue, conversion or payment up of equity securities (Appendix 2A, 3B and 3G)	Company Secretary
Notification of cessation of securities (Appendix 3H)	Company Secretary
ASX forms in relation to buy-backs (Appendix 3C)	Company Secretary
Notification of initial and final director's interests and changes to director interests (Appendix 3X, Appendix 3Y, Appendix 3Z)	Company Secretary
Notification of chair, director, CEO, Chief Financial Officer, secretary or auditor appointments and cessations	Company Secretary
Webcast details and key dates, including notification of AGM date and director nomination cut-off	Company Secretary
Results of general meetings	Company Secretary
Change of AMO's or AMO security registry's address or contact details	Company Secretary
Any other announcement as determined by the Committee	As determined by the Committee