



# plexure

## Plexure Group Limited Audit and Risk Management Committee Charter

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JANUARY 2020

Plexure Group Limited (“**Plexure**”) is committed to notifying the market through full and fair disclosure to the NZX of any material information related to its business required by applicable listing rules. This Market Disclosure Policy assists the Board with the need to keep Plexure’s investors and markets informed through a timely, clear and balanced approach which communicates both positive and negative news.

## Introduction

1. The approach to corporate governance in Plexure Limited (“Plexure”) is set out in the Board and Board Committee Charters and related documents illustrated in Appendix A to the Plexure Board Charter.

## Policy statement

2. Plexure is committed to providing timely, orderly, consistent, accurate and credible information consistent with legal and regulatory requirements, to enable orderly behaviour in the market and to promote investor confidence. Plexure believes it is imperative that disclosure be evenly balanced during good times and bad and that all parties in the investment community have fair access to this information.
3. Plexure has procedures to ensure robust implementation of this Policy.

## Background

4. Plexure recognises that a cornerstone of New Zealand securities law is that the appropriate disclosure of material information to the public is crucial to promoting fair, orderly and transparent listed markets. Any selective disclosure of material, non-public information about Plexure would undermine market integrity and investor confidence in the fairness of the disclosure process, and could lead to liability under insider trading legislation or breach the NZSX listing rules. Accordingly, this Policy establishes and implements:
  - Corporate procedures designed to prevent the selective disclosure of material, non- public information about Plexure.
  - Methods of corporate disclosure designed to provide broad, non-exclusive distribution of material information regarding Plexure to the public in accordance with Plexure’s continuous disclosure obligations under the NZX listing rules.
  - Regular monitoring and evaluation of relevant information and disclosure practices of Plexure.
  - Reporting and escalation processes to ensure that information which is potentially market sensitive is promptly brought to the attention of its officers.
  - Procedures regarding public disclosure of material, non-public information about Plexure after the company learns that there has been an inadvertent selective disclosure of such information.
5. The key principles and procedures will be communicated within Plexure and in appropriate Plexure publications to ensure managers, staff and interested stakeholders are aware of this Market Disclosure Policy and associated procedures.

## Guidance

6. To apply this Policy, Plexure has developed internal procedures relating to the disclosure of material information about Plexure. The key elements of the framework are summarised as follows:
  - Plexure has appointed a Disclosure Officer (as defined below) who is responsible for administering the Policy.
  - As required by applicable listing rules, material information shall be lodged immediately with the NZX. The information will also be published on Plexure's website where appropriate, with further dissemination through broadcast emails to news agencies and other market commentators.
  - No undisclosed material information will be disclosed in any meeting or conference call with investors or analysts.
  - One-on-one discussions with investors or analysts shall serve only as opportunities to provide background to previously disclosed information.
  - Any inadvertent disclosure of material information during investor meetings or calls will be immediately released to the NZX.
  - Earnings forecasts will only be discussed if previously issued by Plexure by way of a public announcement.
  - Plexure may make available on its website any other relevant information made available to investors/analysts (e.g. presentation briefing materials).

## Roles and responsibilities

7. This Policy applies to all Plexure people (employees and contractors) and directors.
8. The responsibilities of specific groups are:

## Disclosure Officer and Disclosure Committee

9. The Chief Financial Officer is the Market Disclosure Officer ("**Disclosure Officer**").
10. The Disclosure Committee (made up of the entire Board and the Chief Financial Officer) is ultimately responsible for ensuring that Plexure complies with its disclosure obligations. The quorum for meetings of the Disclosure Committee is two.
11. The Disclosure Officer is responsible for:
  - Administering this Market Disclosure Policy.
  - Ensuring directors, officers and employees are aware of continuous disclosure obligations.
  - Arranging appropriate training for directors, officers and relevant employees in relation to legal obligations relating to disclosure of price sensitive information, materiality and confidentiality.
  - Implementing and supervising procedures for reporting material information, and ensure procedures are in place to prevent inadvertent or selective disclosure of material information.
  - Communicating with the NZX.
  - Continuously monitoring Plexure's disclosure obligations under the NZX listing rules and ensuring timely disclosure of all material information to the NZX.

- Releasing material information to the NZX after approval by the Disclosure Committee.
  - Managing all communications with the NZX prior to and following release of material information and including any potential trading halt.
  - Reporting to the Disclosure Committee on all continuous disclosure related issues.
12. Plexure's Chief Executive and management team will provide all material information relating to their areas of responsibility to the Disclosure Officer. The Disclosure Officer may also require that they confirm, on a regular basis, that they have made all reasonable enquiries to ensure all material information required to be disclosed by Plexure has been provided to the Disclosure Officer.

## Deciding if information should be disclosed

13. Information, which in the opinion of the Disclosure Officer may require disclosure, will be provided to the Disclosure Committee for a decision.
14. If the Disclosure Committee cannot reach consensus as to whether information should be disclosed, the Disclosure Committee must refer the matter to the Board who will, if necessary, seek external legal or financial advice.
15. Additionally, there may be specific matters which, if disclosed, require Board approval. At the end of each Board meeting, the Board will specifically consider whether there are any matters requiring disclosure arising from the matters discussed at the meeting or otherwise.
16. Once a release is approved by the Disclosure Committee and (if applicable) the Audit and Risk Management Committee, the Disclosure Officer shall lodge the disclosure with the NZX.

## Delegation

17. The Disclosure Committee may approve the delegation of aspects of administering this Policy to Plexure employees other than the Disclosure Officer.