

# Market Disclosure Policy

*This market disclosure policy (the Market Disclosure Policy) has been jointly adopted by Stride Property Limited (SPL) and its subsidiaries and Stride Investment Management Limited (SIML, with SIML and SPL each being a Stapled Entity and together, the Stapled Group). This Market Disclosure Policy is specifically intended to meet the requirements of NZX Limited (NZX) by providing guidance in the area of market disclosure and the release of material information. The ordinary shares of each of SPL and SIML are stapled and listed on the NZX Main Board (the Stapled Securities).*

## 1. Commitment to Market Disclosure

1.1 The Stapled Group is committed to:

- ensuring that shareholders and the market are provided with full and timely information about its activities;
- complying with the general and continuous disclosure principles contained in the NZX Main Board Listing Rules (the Listing Rules), the Financial Markets Conduct Act 2013 (FMCA), and the Companies Act 1993 (the Companies Act); and
- ensuring that all market participants have equal opportunities to receive externally available information issued by the Stapled Group or any Stapled Entity.

## 2. Material Information (Listing Rule 3.1)

- 2.1 All executive officers and Directors must inform the Chief Executive Officer of SIML or Disclosure Officer of any potentially material information or proposal immediately (i.e., promptly and without delay) after the executive officer or Director becomes aware of that information or proposal. For the purposes of this clause, being aware of the material information means when the executive officer or Director has come into possession of the information in the course of the performance of his or her duties as an executive officer or Director.
- 2.2 If an executive officer or Director becomes aware of material information about a future event (for example, such as knowing that a breach of a financial covenant or other material covenant is inevitable) they must inform the CEO or Disclosure Officer as soon as they become aware of that information, even if that is ahead of the event to which the information relates.
- 2.3 The source of the material information is not relevant; it does not matter whether it is sourced from within the Stapled Group or a third party.
- 2.4 Material information is information that a reasonable person would expect, if the information was generally available to the market, to have a material effect on the

price of Stapled Securities or any other securities of the Stapled Group and that relates to particular securities, a particular issuer or issuers, rather than to securities generally or issuers generally. The test is an objective test and whether or not a reasonable person would require disclosure will depend on the facts and circumstances.

2.5 NZX guidance confirms that whether or not a particular price movement constitutes a “material effect” will vary depending on the specific characteristics of the security and the issuer. Although not binding on it, NZX considers price movements in determining whether information has had a material effect and notes:

- a price movement of 10% or more will generally be treated by NZX as evidence that information has had a material effect; and
- a price movement of between 5% and 10% is more likely than not to be treated by NZX as evidence that information has had a material effect.

2.6 Information is not material and need not be disclosed if:

- a reasonable person would not expect the information to be disclosed;
- the information is confidential and its confidentiality is maintained; and
- one or more of the following applies:
  - the release of information would be a breach of law;
  - the information concerns an incomplete proposal or negotiation;
  - the information contains matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for the internal management purposes of the Stapled Group; or
  - the information is a trade secret.

Note that:

- material/price sensitive information must be disclosed unless each of the “limbs” of the disclosure exception are satisfied; and
- the disclosure obligation “resurrects” once one or more of the limbs of the exception are no longer fulfilled.

2.7 There may be information that an executive officer may hold that, until such time as the board of Directors of a Stapled Entity (Board) formally signs it off, will not be regarded as material information. There is a difference between an executive officer making a recommendation

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that requires a Board decision, and a known fact. In the case of a known fact, the Stapled Group cannot delay disclosing this information pending formal sign-off by the Board. This will also be the case if there is material information underlying the recommendation to the Board.

- 2.8 Where a Stapled Entity receives information about an event over time or has incomplete information about an event, a determination may not be able to be made as to the materiality of the information. However, if further information is required to make this determination, that information must be sought as soon as possible.
- 2.9 Where a Stapled Entity becomes aware that a material event may occur, the Stapled Group will be required to disclose when it knows that the event will occur, rather than when the event actually occurs.
- 2.10 The Chief Executive Officer, Chief Financial Officer, Chair of each Board and Disclosure Officer (the Stapled Group Disclosure Committee) are responsible for making decisions about what information is material information.
- 2.11 Subject to and in accordance with the provisions of Listing Rule 3.1, the Disclosure Officer must, following approval of the Stapled Group Disclosure Committee, immediately notify the market, via an announcement to NZX of any information concerning the Stapled Group that the Stapled Group Disclosure Committee believes a reasonable person would expect to have a material effect on the price or value of the Stapled Group's securities (unless an exemption set out in Listing Rule 3.1 applies).
- 2.12 Each Stapled Entity must not, under any circumstances, disclose material information to any person not bound by obligations of confidentiality:
- prior to releasing the information to NZX; and
  - prior to receiving acknowledgement of receipt of the information from NZX.
- 2.13 If unreleased material information is unintentionally communicated by a Stapled Entity or a staff member, by any means, the Disclosure Officer must be advised immediately so that, following approval of the Stapled Group Disclosure Committee, the market can be informed.
- 2.14 Directors are to regularly consider whether there is any information that may require disclosure in accordance with the Market Disclosure Policy.

## 3. Release of Reports as required by the Listing Rules, FMCA and Companies Act

- 3.1 The Stapled Group and each Stapled Entity must lodge, in a timely fashion, the following reports as required by the Listing Rules, FMCA and Companies Act and as applicable to them:

- the annual report;
- the half-year report (to the extent required);
- the preliminary half-year and annual results;
- the annual audited financial statements; and
- any other reports required to be lodged under the Listing Rules, FMCA and Companies Act.

- 3.2 All market sensitive information released to NZX will be posted on the Stapled Group's website as soon as practicable following confirmation of release by NZX.

## 4. Information Briefings with Analysts

- 4.1 No undisclosed material information may be disclosed in any meeting with an investor or analyst.
- 4.2 A Stapled Entity may provide background and technical information (other than material information) in one-on-one briefings with analysts, fund managers, brokers or institutional investors to assist them in their understanding of the Stapled Group's business activities. Such information may include:
- long term strategy;
  - company history, vision and goals;
  - management philosophy and the strength and depth of management;
  - competitive advantages and risks;
  - previously disclosed material information;
  - non-material information;
  - industry trends and issues; and
  - assumptions underlying earnings forecasts, not the forecast perse.
- 4.3 The Disclosure Officer must review any written presentation material prepared for meetings prior to the meeting to determine whether all information has previously been disclosed to the market or may require disclosure.
- 4.4 A one-on-one briefing includes any communication between the Stapled Group and a broker, analyst, fund manager, or institutional investor including phone calls.
- 4.5 No previously undisclosed material information may be disclosed at these meetings. If a staff member considers that previously undisclosed material information has been disclosed, they must immediately inform the Disclosure Officer so that following approval of the Stapled Group Disclosure Committee, previously undisclosed material information can be released to the market.

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4.6 If an analyst sends a Stapled Entity a draft report the report must be referred to the Chief Executive Officer, Chief Financial Officer or Disclosure Officer. The Stapled Group shall only comment on factual errors relating to historic or previously disclosed information.

## 5. Release of Information to the Public

5.1 Only the Chief Executive Officer or Chair of a Board is authorised to provide comment about the Stapled Group or a Stapled Entity or speak on behalf of the Stapled Group or a Stapled Entity, to the media. Any employees providing comment on the Stapled Group or a Stapled Entity must first obtain the authorisation of the Chief Executive Officer or the Stapled Group Disclosure Committee.

5.2 Employees must not respond to any market speculation or rumours about the Stapled Group or a Stapled Entity, unless authorised by the Chief Executive Officer or the Stapled Group Disclosure Committee to do so.

## 6. Rumours and Market Speculation

6.1 The Stapled Group will not generally comment on rumours or market speculation. However, the Stapled Group will release material information to NZX 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:

- the Stapled Group, a Stapled Entity or any associated person of them; or
- other persons in circumstances in each case which would give such information substantial credibility,

and which is of a reasonably specific nature. While the media (particularly the financial media) may give information “substantial credibility”, mere speculation disseminated by the media, without being backed by a credible source would not have the requisite degree of substantial credibility.

6.2 If the Stapled Group does not have material information with which to respond to the rumour then it can simply confirm that it is in full compliance with its continuous disclosure obligations.

## 7. Trading Halts

7.1 In order to facilitate an orderly, fair and informed market it may be necessary to request a trading halt from NZX. The Stapled Group Disclosure Committee will make all decisions relating to seeking a trading halt.

## 8. Disclosure Officer

8.1 The Disclosure Officer is the Company Secretary of SIML. The Disclosure Officer is responsible for:

- all communications with NZX;
- release of material information to NZX;
- the implementation of the Market Disclosure Policy; and
- providing secretarial support to the Stapled Group Disclosure Committee.

## 9. Review of Procedure

9.1 The Stapled Group or a Stapled Entity may seek external advice on whether matters are material and accordingly whether those matters should be disclosed.

9.2 The Stapled Group Disclosure Committee must:

- monitor compliance by the Stapled Group and its officers and employees with this Market Disclosure Policy at least once every three months;
- review this Market Disclosure Policy at least once each financial year; and
- provide a report to the Board on the above matters, at least once each financial year.

## 10. Disciplinary Action

10.1 Breaches of this policy may lead to disciplinary action being taken against employees including dismissal in serious cases.