

**The Warehouse Group Limited**

# **Market Disclosure Policy**

## **1. Purpose**

The Warehouse Group Limited ("the Company") recognises that a robust investor and media relations programme is a core component of the framework it applies to meet its disclosure obligations. The Company is committed to:

- ensuring that shareholders and the financial markets are provided with full and timely information about the Company and that information is accurate, balanced, meaningful and consistent;
- complying with the general and continuous disclosure principles contained in the NZX Listing Rules ("the Listing Rules") and any other applicable disclosure regulations; and
- ensuring that all market participants have equal opportunities to receive information issued by the Company.

This policy's purpose is to describe the processes designed to ensure that the Company complies with these commitments.

## **2. Application**

This policy applies to:

- all directors of the Company;
  - all employees of the Company and its subsidiaries; and
  - contractors, consultants, advisers and other service providers to the Company, where they are under a relevant contractual obligation,
- (together "Team Members").

In addition, specific obligations apply to directors, the Group Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), members of the Executive Leadership Team and certain other employees who possess information that may be Material Information (as defined in section 4 below).

## **3. Responsibilities**

### **3.1 Team Members**

All Team Members are responsible for immediately reporting any information that they consider to be, or likely to be, Material Information to their manager or directly to the Disclosure Officer (as defined in section 3.4 below) or the CEO.

### **3.2 Board**

The Board has ultimate responsibility for ensuring that the Company complies with its continuous disclosure obligations. To this end, the Board is responsible for setting and monitoring compliance with this policy.

The Board has established a Disclosure Committee ("the Committee") to oversee the Company's compliance with this policy and, accordingly, has delegated oversight of the Company's disclosure obligations to the Committee.

At the end of each Board meeting the Board will consider whether there is any Material Information arising from matters discussed at the meeting, and whether there is an applicable exemption to the disclosure obligation in respect of such Material Information

which should be relied upon so that disclosure to NZX Limited ("**NZX**") is not made.

### 3.3 Disclosure Committee

The Committee has delegated authority for the day-to-day oversight of the Company's disclosure obligations.

The Committee comprises the Chair of the Board, Chair of the Audit and Risk Committee, CEO, CFO, Disclosure Officer and any other directors appointed by the Board as members.

The Committee has been delegated responsibility for, amongst other things:

- ensuring that adequate processes and controls are in place for the identification of Material Information and the release of disclosable information, including to ensure any information that is potentially Material Information is appropriately escalated in an efficient manner;
- reviewing information that may be Material Information, determining whether it must be disclosed and whether the decision to disclose to the market should be referred to the Board;
- determining whether it is necessary to request a trading halt while the Company assesses the relevant information;
- monitoring any Material Information that has not been disclosed to determine whether it continues to meet any exemption requirements; and
- overseeing compliance with relevant continuous and periodic disclosure requirements.

The Committee may seek external advice on whether matters are Material Information and accordingly whether those matters should be disclosed.

### 3.4 Disclosure Officer

The "Disclosure Officer" is the Company Secretary. The Disclosure Officer is responsible for, amongst other things:

- overseeing administration of this policy, including by maintaining procedures to prevent inadvertent or selective disclosure of Material Information;
- all communications with the NZX;
- release of Material Information to the market through NZX's Market Announcement Platform ("MAP") promptly and without delay;
- the implementation of the Market Disclosure Policy; and
- providing secretarial support to the Disclosure Committee.

## 4. **Obligation to disclose Material Information**

- 4.1 The Company will comply with the continuous disclosure requirements of the Listing Rules. That is, the Company must release Material Information through MAP promptly and without delay upon becoming "aware" of that information, unless any applicable exception to disclosure is satisfied.

### *"Material Information"*

Material Information means any information that a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of the Company's listed securities. While there is no definitive list of the type of information that is material, the NZX Guidance Note (10 December 2020) on Continuous Disclosure contains a list of examples of information that may be Material Information. "*Aware*"

Under the Listing Rules, the Company becomes "aware" of information if, and as soon as, a director or senior manager of the Company has, or ought reasonably to have, come into possession of the information in the due course of the performance of his or her duties as a director or senior manager.

### 4.2 Escalation procedures

In order to assist the Company to comply with the continuous disclosure obligation

described above, the following escalation procedures must be complied with:

- a. Team Members who become aware of any information that is or may be Material Information that is not generally available to the market must immediately inform their manager.
- b. Managers who become aware of any information that is or may be Material Information that is not generally available to the market must immediately inform the Disclosure Officer or the CEO, who will then determine whether the information requires escalation to the Disclosure Committee.
- c. Directors who become aware of any information that is or may be Material Information that is not generally available to the market must immediately inform either the Disclosure Officer, the CEO or the Chair of the Board.
- d. Where the information that has been escalated from managers or directors may be Material Information, a Disclosure Committee meeting will be called to determine whether the information requires disclosure to NZX through MAP and/or whether the decision should be referred to the Board, having regard to the Company's obligation to disclose Material Information promptly and without delay.
- e. The Disclosure Committee or Board (as applicable) is responsible for making the final decision as to whether or not the relevant information is Material Information requiring disclosure to NZX, taking into account the exceptions to the disclosure obligations set out in Listing Rule 3.1.2.

#### 4.3 Exceptions to disclosure obligation

Listing Rule 3.1.2 states that Material Information need not be disclosed if:

- a. A reasonable person would not expect the information to be disclosed; and
- b. The information is confidential and its confidentiality is maintained; and
- c. One or more of the following applies:
  - i. It would breach the law to disclose the information;
  - ii. The information concerns an incomplete proposal or negotiation;
  - iii. The information contains matters of supposition or is insufficiently definite to warrant disclosure;
  - iv. The information is generated for internal management purposes of the Company or its subsidiaries; or
  - v. The information is a trade secret.

Material Information must be disclosed unless each of the "limbs" in (a), (b) and (c) of the disclosure exception above are satisfied.

Guidance as to whether an exception applies will be provided by the Chair of the Board or of the Audit and Risk Committee in consultation with the CFO and Disclosure Officer. Team Members should not decide whether an exception to disclosure may apply and should therefore always escalate information that is or may be Material Information as required by Section 4 of this policy.

#### 4.4 Immediate release of information

Subject to and in accordance with the provisions of Listing Rule 3.1.1, the Disclosure Officer

must, following approval of the Disclosure Committee or Board (as applicable), promptly and without delay notify the market, via an announcement to the NZX through MAP, of any Material Information.

**5. Matters for Board Approval**

Board approval is required in respect of matters that are 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 the Company. Such matters will include:

- financial results;
- profit outlooks;
- dividend policy or declarations or determinations;
- company-transforming transactions or events;
- significant corporate actions; and
- any other matters that are determined by the Disclosure Committee to be of fundamental significance to the Company.

**6. Matters for Disclosure Committee approval**

The Committee will determine if the matter is to be referred to the Board for consideration or, if the matter does not need to be referred to the Board, whether information needs to be released through MAP.

Where a matter requires urgent consideration, having regard to the Company's obligation to disclose Material Information promptly and without delay, and not all Disclosure Committee members are available, any two members of the Committee may determine whether the information needs to be released through MAP, provided that at least one of those members is the Chair of the Board or the Chair of the Audit and Risk Committee.

Unless a matter is required to be referred to the Board for consideration, the Committee may approve NZX announcements.

Where information is considered for disclosure and a decision is made not to disclose, the Disclosure Committee's reason for that decision will be documented and retained by the Company.

**7. Non-material announcements of an administrative nature**

NZX announcements that are routine announcements of an administrative nature including, but not limited to, notifications of the issue of new securities may be approved by the Group Chief Executive Officer and Chief Financial Officer.

**8. Maintaining confidentiality**

If Material Information is not disclosed in reliance on an exception in the Listing Rules (as noted above in section 4.3), the confidentiality requirement must continue to be satisfied at all times.

The Disclosure Committee should ensure that any third parties are bound by obligations of confidentiality and that employees keep the information confidential. The number of people with access to confidential Material Information (or potentially Material Information) should be limited to the minimum number of people in the circumstances. Consideration should be given to how the Company can limit access to information to only those people who absolutely require the information to undertake their business role.

All Material Information released to NZX will be posted on the Company's website as soon as practicable following submission to MAP. The Company's website is [www.thewarehousegroup.co.nz](http://www.thewarehousegroup.co.nz).

## **9. Authorised Spokespersons**

Unless otherwise approved by the Chair or the CEO, the authorised Company spokespersons are:

- the Chair (or Chair of the Audit and Risk Committee in the Chair's absence);
- the CEO; and
- the CFO.

The Chair or the CEO may authorise other spokespersons on specific matters. Other than approved spokespersons, no employee or associated person such as a contractor, adviser or other party is permitted to comment publicly on undisclosed information relating to the Company. Any information that is not public should be treated by employees and associated parties as confidential until publicly released on the NZX website.

Authorised spokespersons will liaise closely with the Disclosure Officer (or his or her nominee) to ensure all proposed public comments satisfy this policy and to minimise the risk of inadvertent disclosures of Material Information.

## **10. Authorised Representatives**

The Listing Rules require the Company to have at all times a Primary Authorised Representative and a Secondary Authorised Representative appointed to act as a designated point of contact for NZX and NZ Regulations Limited ("NZRegCo") to engage in the Company's operational and regulatory matters relating to the Listing Rules (such as time critical communications with the Company, for example, in situations where NZRegCo considers that a trading halt may be necessary or market disclosure needs to be corrected).

The Primary Authorised Representative must complete all Authorised Representative training prescribed by the NZX and in the timeframes required under the Listing Rules.

The Company Secretary is responsible for notifying NZX of any new Authorised Representative's appointment or any changes in details of an Authorised Representative as soon as reasonably practicable after becoming aware of the new appointment or change of contact details.

## **11. Financial calendar**

A calendar of the Company's regular disclosures to the market will be posted on the website and include the expected dates for the release of half year and full year results, annual shareholder meetings and investor days.

## **12. Information Briefings with Investors, Analysts and other stakeholders**

12.1 Key events such as post-results briefings, the Annual Shareholders' Meeting and investor presentations may be webcast or recorded.

12.2 The results announcements will generally be followed by a programme of meetings with stakeholders. Other briefings will be held from time to time.

12.3 Notes will be kept of all investor meetings and briefings that are not webcast or recorded or where a transcript is not available. Events that are to be webcast or recorded will be advised to the market to allow interested parties to participate. Presentation materials for these events will be lodged with NZX and will be made available on the Company's website. No undisclosed Material Information may be disclosed in any meeting with a stakeholder.

12.4 Wherever possible, the Company will have at least two Company representatives at stakeholder briefings.

12.5 The Company may provide background information (other than Material Information) in one-on-one briefings with stakeholders to assist them in their understanding of the Company'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 per se.

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.

A one-on-one briefing includes any communication between the Company and a stakeholder, including phone calls.

- 12.6 No previously undisclosed Material Information may be disclosed at these meetings. If a Team Member considers that previously undisclosed Material Information has been disclosed, they must immediately inform the Disclosure Officer so that, following approval of the Disclosure Committee, the information can be released to the market.

### **13. Release of Information to the Public**

The Disclosure Officer (or his or her nominee) is the only person authorised to release Material Information. The information will be released through MAP and, only once confirmed as released to the market, will the information then be released to news outlets, published on the Company's website, emailed to stakeholders and released to employees through approved channels.

The Disclosure Officer will provide copies of all disclosures containing Material Information to the Board, and Executive Leadership Team after their release to the market.

### **14. Rumours and market speculation**

Subject to meeting its continuous disclosure obligations, the Company will not generally comment on rumours or market speculation however a statement may be issued in relation to rumours or market speculation where:

- The Disclosure Committee considers it has an obligation at that time to make a statement to the market;
- The Disclosure Committee considers a statement is required to ensure a "false market"<sup>1</sup> in the Company's financial products is not operating; or
- The Company is required to respond to a formal or informal request from NZX or another regulator for information.

The Disclosure Committee will decide whether it is appropriate to issue such a statement. If determined appropriate, a statement will be released promptly and without delay.

### **15. Media and use of social media**

Media is all forms of media, including news services, social media and internet sites.

Team Members (including, for the avoidance of doubt, Company employees, contractors and advisers) must not participate in unauthorised social media discussions of any form where the subject matter relates to the Company. Where use of social media is sanctioned by the Company and is part of a business function or marketing activity, an authority to participate will be provided by the CEO or CFO together with appropriate use guidelines.

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<sup>1</sup> A "false market" refers to the development or subsistence of a market for the Company's financial products which is materially influenced by false or misleading information.

**16. Trading Halts**

To facilitate an orderly, fair and informed market it may be necessary to request a trading halt from NZX. The Disclosure Committee will make all decisions relating to a trading halt request. However, trading halts shall not be used simply as a tactic to delay the release of information.

**17. Blackout Periods**

The Company observes a series of "blackout" periods throughout the year to protect against inadvertent disclosure of Material Information. More information can be found in the Company's Financial Products Trading Policy.

During a blackout period the Company may hold investor meetings to discuss its strategy and publicly available information relating to its operations, however there will be no discussion with any third party regarding the Company's financial performance, any financial results-related information or broker forecasts or forecast ranges for that period.

**18. Company website**

The Company's website provides an important channel for communicating with its stakeholders. The investor section of the website will contain information relevant to investors and other stakeholders including:

- Annual and interim reports and results releases;
- Annual meeting materials;
- NZX releases;
- Governance-related information;
- Investor presentations and webcasts;
- Company profile information; and
- Share price and dividend history.

The website content will be reviewed twice yearly or if significant changes occur to ensure it remains current. A policy of archiving or removing material more than five years old will be applied.

**19. Analysts reports and forecasts**

The CFO will monitor analyst forecasts and report to the Board on the market's expectations for financial and operational performance. If the Company becomes aware that the market's expectations of financial performance is materially different from its own, the Board may choose to issue earnings guidance or make a public statement.

Any comments on analyst reports or forecasts will be restricted to correcting factual errors relating to historic or previously disclosed information. Other than to correct factual errors the Company will not generally comment on individual or the average of analysts' forecasts or expectations.

**20. Inadvertent disclosure of market non-disclosure**

If Material Information is inadvertently disclosed, the Disclosure Committee and Disclosure Officer must be informed immediately so that the appropriate action can be taken to publicly release the information.

**21. Breaches**

Breaches of this policy will be reported to the Board and may lead to disciplinary action being taken against Team Members, including dismissal in serious cases.

## 22. Review

The Disclosure Committee will:

- a. Review this policy at least every two years; and
- b. Provide a report to the Board on the above matters, at least once each financial year.

### **Document Review:**

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Policy owner	Company Secretary
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