Disclosure and Communication Policy

Ceretas Limited (ACN 681 662 224)

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1 Introduction

This Disclosure and Communication Policy (**Policy**) applies to Ceretas Limited (ACN 681 662 224) (**Company**). The Company is committed to:

(a) complying with its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**);

(b) preventing the selective or inadvertent disclosure of material price-sensitive information; and

(c) ensuring that shareholders, market participants and other interested parties are provided with equal and timely access to material information about the Company.

This Policy outlines the processes followed by the Company to ensure compliance with its continuous disclosure obligations and the corporate governance standards applied by the Company in its market communications practices.

2 Continuous disclosure obligations

The Company operates in accordance with the continuous disclosure requirements set out in the Corporations Act and the ASX Listing Rules, which are in place to ensure an informed market.

2.1 ASX Listing Rule 3.1

ASX Listing Rule 3.1 requires companies to immediately notify ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities (**Material Information**) that does not fall within the specific exceptions set out in ASX Listing Rule 3.1A.

A reasonable person would expect information to have a material effect on the price or value of the Company's securities if the information would, or would be likely to, influence an investor in deciding whether to buy, hold or sell securities in the Company.

Whether information is Material Information and required to be disclosed is an objective test. The fact that an officer of the Company may honestly believe that information is not Material Information will not avoid a breach of ASX Listing Rule 3.1 if that view is ultimately found to be incorrect.

The requirement in ASX Listing Rule 3.1 to disclose information to ASX immediately does not mean instantaneously, but means "promptly without delay", doing it quickly as it can be done in the circumstances and not deferring or postponing disclosure until a later time.

The Company will not release Material Information that is required to be given to ASX under ASX Listing Rule 3.1 to an external party, except where that information has first been disclosed to ASX and the Company has received an acknowledgement from ASX that the information has been released to the market generally.

If the Company becomes aware that Material Information has been released to a section of the public before it has been given to ASX under ASX Listing Rule 3.1, the Company must immediately give that Material Information to ASX for release to the market.

2.2 Exceptions to ASX Listing Rule 3.1

Under ASX Listing Rule 3.1A, the Company is not required to disclose Material Information if each of the following is satisfied in relation to the information:

(a) one or more of the following applies:

(i) it would breach 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; or

(v) the information is a trade secret;

(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.

3 Market speculation and rumours

The Company's general practice, which must be observed by all Company personnel, is not to comment on market speculation or rumours unless:

(a) required to do so by law or ASX; or

(b) the speculation or rumours contain material errors which the Company considers could materially adversely impact the Company.

The board of directors of the Company will decide if a comment is to be made in response to market speculation or rumours. Any Company personnel who receive a request for comment on the Company's affairs from an external third party must refer the enquiry to the Managing Director (or equivalent).

4 Types of communication

Information will be communicated to shareholders in the following ways.

4.1 Half-year and annual report

The half-year report and annual report of the Company are the most important media through which shareholders will be provided with a detailed review and analysis of the Company's objectives and performance.

The half-year results must be reported to the ASX within 75 days from 31 December each year. The annual report must be reported to the ASX (and automatically forwarded to ASIC) by the end of September each year. The annual report will be sent to shareholders who have elected to receive it.

The half-year and annual results as well as the annual report will be placed on the Company website as soon as practicable after they have been released to the ASX.

4.2 Quarterly activities and cashflow reports

At the end of each quarter, an update on the Company's activities, cash flow and any other significant items will be issued to the market. The quarterly activities report and quarterly cash flow report (Appendix 4C) will be lodged with the ASX by the last business day in January, April, July and October each year. Each quarterly report will be placed on the Company website as soon as practicable after it has been released to the ASX.

4.3 Announcements to the ASX

Significant developments affecting the Company may be the subject of an announcement to the ASX under the continuous disclosure obligations discussed in this Policy above. All announcements and other information released to the ASX will be placed on the Company website as soon as practicable after release.

4.4 Annual general meetings

Annual general meetings of shareholders (**AGMs**) will usually be held in a capital city in Australia. At the discretion of the board of directors, general meetings may at times be held at other locations, including virtually.

Prior to an AGM, shareholders will be provided with an explanatory memorandum to accompany the agenda and notice of meeting. All materials relating to the AGM will be lodged with ASX and placed on the Company website.

At the AGM, shareholders are encouraged to participate and ask questions. Questions can also be lodged prior to the AGM by members. The Company will ensure that its external auditor is in attendance at the AGM to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.

4.5 Analyst, investor and media briefings

Analyst and media briefings may be conducted at various times throughout the year. Any materials distributed at such briefings will be posted on the Company website and lodged with ASX at the time of the briefing.

Investor meetings, site visits and one-on-one briefings with the financial community and/or institutional investors or analysts may be held from time to time. At those meetings, the Company will not disclose any information that a reasonable person might regard as being price-sensitive unless such information has previously been released to the market through the ASX or is otherwise already in the public domain.

If information that a reasonable person might regard as being price-sensitive and which has not previously been released to the market through the ASX is inadvertently released at any meeting, then the Company will release such information to the ASX as soon as practicable.

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5 Methods of communication

5.1 Website

The Company website (https://ceretas.com.au/) will be the primary tool to communicate promptly with shareholders and a source of meaningful and current information about the Company. The following information will be available on the website:

(a) all recent financial reports for at least the last 3 years;

(b) all recent notices of general meeting for at least the last 3 years;

(c) materials relating to analyst and media briefings for at least the last 3 years;

(d) any prospectus or disclosure document issued by the Company over the last 3 years;

(e) the Company's constitution;

(f) all announcements released to the ASX for at least the last 3 years; and

(g) significant media releases for at least the last 3 years.

5.2 Email

The Company will give its shareholders the option to receive communications from, and send communications to, the Company and its share registry electronically.

Shareholders may also register to receive company announcements by email.

5.3 Lodgement of ASX documents

All notices, reports, forms and documents required to be lodged with ASX and ASIC will be lodged by the Company Secretary or, in the absence of the Company Secretary, by the Managing Director (or equivalent). The Company Secretary will be the person responsible for dealing with ASX and undertaking any examination required by ASX in relation to ASX Listing Rules matters.

6 Provision of other information

Except where otherwise provided in this Policy, the Company will not release price-sensitive information into the public domain other than to comply with its continuous disclosure obligations and provided that the information is first announced to the ASX.