



QBiotics Group Limited

ABN 13 617 596 139

## Continuous Disclosure and Communications Policy

# QBiotech Group Limited

## Continuous Disclosure and Communications Policy

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### Document history

#	Approved by	Date	Details of changes
1	Board of Directors	6 May 2022	New policy
2			

# QBiotech Group Limited

## Continuous Disclosure and Communications Policy

As an unlisted disclosing company, QBiotech Group Limited (the **Company** or **QBiotech**) has continuous disclosure obligations under the Corporations Act 2001 (the **Act**) to keep the market informed of all information which may have, or could reasonably be expected to have, a material effect on the price or value of its securities.

The Company aims to ensure that shareholders are kept informed of all major developments affecting the state of affairs of the Company its subsidiaries, and any entities that form part of the QBiotech group from time to time (the **Group**). Additionally, the Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time.

### 1. PURPOSE

- 1.1. This policy sets out the means by which the Company aims to comply with its continuous disclosure obligations and meet the information needs of interested stakeholders by:
  - ensuring that shareholders and other stakeholders are kept informed of all major developments affecting the state of affairs of the Company;
  - imposing controls on what is said and by whom on behalf of the Company; and
  - complying with the good practice guide to disclosure in *ASIC Regulatory Guide 198*.
- 1.2. Please note that this policy is to be read in conjunction with all of the Company's policies including, but not limited to, the Code of Conduct.

### 2. COMMITMENT TO CONTINUOUS DISCLOSURE

- 2.1. The Company is committed to:
  - compliance with the continuous disclosure requirements contained in the Act;
  - the promotion of investor confidence by ensuring material, price sensitive information generated is disclosed to the market in an accurate, balanced, clear, objective and timely manner; and
  - educating and supporting relevant personnel of the Group on what continuous disclosure is, and how they can ensure they meet their individual responsibilities.

### 3. CONTINUOUS DISCLOSURE

- 3.1. Section 675(2) of the Act applies to unlisted disclosing entities. If an unlisted disclosing entity becomes aware of information:
  - that is not generally available; and
  - that a reasonable person would expect, if it were generally available to have a material effect on the price or value of QBiotech's securities;

the disclosing entity must, as soon as practicable, lodge a document with ASIC containing the information (**Price Sensitive Information**), unless the information falls within the exceptions set out in clause 3.4.

- 3.2. Disclosing entities are relieved of the requirement to lodge material with ASIC when the good practice guidance for website disclosure set out in the ASIC Regulatory Guide 198: Unlisted disclosing entities: Continuous disclosure obligations (**RG 198**) have been followed. QBiotech has adopted and intends to follow ASIC's good practice guidance and make disclosures on its website. Refer to attachment A of this document for guidance issued by ASIC under RG198.

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- 3.3. The procedures for the consideration of and reporting of information in relation to unlisted disclosing entities is identical to that for listed disclosing entities, except that the regulator is ASIC rather than the ASX.

### Exceptions

- 3.4. Disclosure under section 675 of the Act is not required if all of the following three points apply:
- a reasonable person would not expect the information to be disclosed; and
  - the information is confidential; and
  - at least 1 of the following conditions apply:
    - the disclosure of the information would contravene a law;
    - the information is about a matter of supposition;
    - the information is not definite enough to make disclosure appropriate;
    - the information relates to an incomplete proposal or a matter that is in the course of negotiation;
    - the information was prepared or created for the internal management purposes of the Company; or
    - the information is a trade secret.

### What is 'material' information

- 3.5. Information is material if a reasonable person would be taken to expect that the information would, or would be likely to, influence persons who commonly invest in QBiotics securities in deciding whether to acquire or dispose of a QBiotics security.
- 3.6. Materiality is assessed using both quantitative and qualitative criteria that take into account QBiotics' business activities, size etc.
- 3.7. Refer to Attachment B for a list of examples of information that may require disclosure.

### Good practice guidance for website disclosure of material information

- 3.8. Regulatory Guide 198 requires the following:
- all material information is included on the website;
  - investors are able to find material information easily and determine its significance for them;
  - any new material information is included on the website as soon as practicable; and
  - information is kept on the website for as long as it is relevant and appropriate records are kept.

## 4. ADMINISTRATION

- 4.1. The Chief Executive Officer (together with the General Counsel and the Company Secretary) has primary responsibility for the administration of this policy. The Chief Executive Officer has responsibility for determining whether a particular piece of information is material or falls within the exceptions in paragraph 3.4 and will be responsible for making decisions in relation to what should be publicly disclosed under this policy.

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### 5. THE PROCESS FOR REPORTING DISCLOSABLE INFORMATION

- 5.1. All officers, employees, consultants and contractors of the Company and Group (**QBiotech Personnel**) are responsible for ensuring that any information which may require disclosure is reported to the General Counsel and the Company Secretary, or their nominee (hereafter referred to collectively as the **Disclosure Officer**) as soon as it is known.
- 5.2. The Disclosure Officer will consult with relevant stakeholders to determine whether information is to be disclosed.
- 5.3. If the Disclosure Officer determines that an item of information is to be disclosed, the draft announcement must be approved by the Chief Executive Officer prior to release.
- 5.4. Once all relevant approvals have been obtained, the Disclosure Officer will cause the announcement to be published on the QBiotech website and following release, the Disclosure Officer will immediately send, or arrange to send, the announcement via email to relevant recipients and the agreed internal distribution list.

#### Where information is not disclosed

- 5.5. Where the Disclosure Officer decides that information reported does not warrant disclosure and the stakeholder who reported the information disagrees with that decision, they may choose to refer the matter to the Board of the Company.
- 5.6. In any event all decisions not to disclose reported information and the rationale for such decisions, must be documented.

### 6. RESPONSIBILITY OF QBIOTECH PERSONNEL

- 6.1. As soon as QBiotech Personnel become aware of Price Sensitive Information (i.e. information which is not generally available and which is likely to have a financial or reputational impact on QBiotech securities that may be considered material) they must provide to the Disclosure Officer the following information:
  - a general description of the matter;
  - details of the parties involved;
  - the relevant date of the event or transaction;
  - the status of the matter (e.g. final/negotiations still in progress/preliminary negotiations only);
  - the estimated effect on the finances or operations of the disclosing entity; and
  - the names of any in-house or external advisers involved in the matter.
- 6.2. This policy is provided to all QBiotech Personnel on appointment. All QBiotech Personnel must read this policy so as to gain an appreciation of what type of information may potentially be Price Sensitive Information and when to immediately refer any matter or event which may need to be disclosed to the Disclosure Officer.
- 6.3. The Company will organise training for QBiotech Personnel to:
  - assist with their understanding of the Company's and their own legal obligations relating to disclosure of Price Sensitive Information, materiality and confidentiality;
  - raise awareness of the internal processes and controls; and
  - promote compliance with this policy.

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- 6.4. Significant amendments made by the Board to this policy will be communicated to the relevant QBiotics Personnel by the Company Secretary.

### **7. RELEASE OF PRICE SENSITIVE INFORMATION**

- 7.1. Price Sensitive Information must not be released externally until it has been announced to the market or lodged with ASIC (as the case may be). Selective disclosure of information to brokers, analysts, the media, professional bodies or any other person is strictly prohibited until the information has been released to the market by way of an announcement on QBiotics' website or lodged with ASIC.
- 7.2. In the event that Price Sensitive Information is inadvertently made at an analyst or media briefing, that information must be made immediately available to the market through the Company's website or lodged with ASIC (as required).

### **8. RESPONSIBILITY OF THE DISCLOSURE OFFICER**

- 8.1. The Disclosure Officer is responsible for:
- reviewing proposed announcements and liaising with the relevant QBiotics Personnel and Chief Executive Officer in relation to the form of any release;
  - updating and reviewing the Company's website;
  - ensuring that a system for the disclosure of all material information is operating efficiently and effectively;
  - reviewing Board papers and other information referred to the Disclosure Officer for events that the Disclosure Officer considers may give rise to disclosure obligations
  - keeping a record of all releases that have been made;
  - periodically reviewing the Company's Continuous Disclosure Policy in light of changes to the Act and recommending any necessary changes;
  - maintaining a record of discussions and decisions made about disclosure issues by the Board; and
  - ensuring that all directors and executive officers are aware of this policy.

### **9. MARKET SPECULATION AND RUMOURS**

- 9.1. Generally, the Company will not respond to market speculation or rumours unless a response is required by law. However, if a view is formed that a false market is emerging, keeping in mind that the Company's shares are unlisted, the Company will take appropriate action to prevent a false market including, making a clarifying announcement.

### **10. CONSEQUENCES OF NON-COMPLIANCE**

- 10.1. Breaches of the law relating to continuous disclosure can result in penalties being imposed on individuals and corporations. Penalties can include fines, imprisonment, and civil awards.

### **11. MARKET COMMUNICATION**

- 11.1. QBiotics is committed to:

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- **Timely communication** - In accordance with this policy, the Company aims to ensure that all information with the potential to affect the price or value of the Company's securities or to influence decisions taken by investors to buy or sell securities is made accessible to existing and potential shareholders as soon as practicable.
- **Equitable disclosure** - This policy is aimed at ensuring equitable access to information for all stakeholders, including current and prospective shareholders.
- **Balanced communication** - The Company seeks to provide balanced communication and existing and potential shareholders are provided with information to enable an informed assessment of the value of the Company's securities. All announcements are factual and objective.
- **Plain communication** - Shareholder communication is produced in plain language. Where possible specialised or technical language is avoided. Where specialised or technical language is used, all terms are defined or explained.

### 11.2. Annual and half-year financial reports

- The Company releases its financial results twice a year.
- The Company's annual financial report is generally released in September (within three months of 30 June) and the Company's half-year financial report is generally released in early March (within 75 days of 31 December).
- Reports released provide a summary of the Group's overall performance for the period, including profit or loss, operating revenue, earnings per share, research and development expenditure and details of share capital movements.
- The Company's annual financial report and interim financial report are lodged with ASIC and made available on the Company website.
- Upon request to the Company's share registry or registered office, a hard copy of the annual financial report is mailed to shareholders.

### 11.3. Annual general meeting

- The Company holds its Annual General Meeting (**AGM**) for shareholders in November each year (within 5 months of 30 June).
- At the meeting, shareholders have the opportunity to hear directly from the Board and the Chief Executive Officer on the Company's performance and objectives, ask questions on important issues, and vote on Board recommendations.
- The Chief Executive Officer will also generally present a comprehensive report and presentation on the Company's activities for the year (refer to shareholder briefings).
- AGM proceedings are recorded made available on the Company's website available to shareholders.

### 11.4. Analyst and institutional shareholder briefings

- The Company may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the Company. Only the Chief Executive Officer or approved representatives of the Company are authorised to speak with analysts and institutional investors.
- These updates provide an opportunity for analysts and institutional shareholders to speak directly with the Chief Executive Officer or other authorised representatives and ask questions.

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- The Company's policy at these briefings is that:
  - the Company will not comment on price sensitive issues not already disclosed to the market; and
  - any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.
- At or after briefings, a director must consider the matters discussed at the briefings to ascertain whether any Price Sensitive Information was inadvertently disclosed. If Price Sensitive Information is inadvertently disclosed or an QBiotics Personnel becomes aware of information which should be disclosed, the Disclosure Officer must immediately be contacted so that appropriate action can be taken including, if required, announcing the information on the Company's website.
- To prevent inadvertent disclosure of Price Sensitive Information, between the end of the Company's financial reporting periods, being 1 July and 1 January, and the disclosure of its financial results, the Company will not discuss financial information with third parties unless the information being discussed has previously been disclosed by the Company.

### **12. EXTERNAL COMMUNICATION**

- 12.1. The Company has adopted an external communications approval process with respect to all external communication. QBiotics Personnel must follow the external communication approval process and must not make any external communication without approval from their relevant manager.

### **13. REVIEW OF POLICY**

- 13.1. The Board will periodically review the policy to ensure that it meets best practice standards and meets the needs of the Company. The Company is committed to implementing changes to its communications strategies whenever reasonably practicable to reflect any such developments.



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### 14. ATTACHMENT A - Regulatory Guide 198

ASIC has released Regulatory Guide 198 – *Unlisted disclosing entities; Continuous disclosure obligations* which provides further guidance for unlisted disclosing entities regarding compliance with respect to the Acts continuous disclosure requirements. The guide confirms that a Company will **not** be required to lodge information with ASIC under section 675 as long as the entity complies with the **good practice guidance for website disclosure** set out in the guide. That is because information that is prominently disclosed on a website in a timely way will generally be more accessible to investors than information that is lodged with ASIC (RG 198.40).

#### Disclosure obligations

The guide provides a table of example disclosure obligations which are replicated below:

**Table 1: Disclosure obligations for unlisted disclosing entities**

Note: This list is not intended to be exhaustive.

Disclosure obligation	Who does the obligation apply to?	Summary of obligation
<b>Continuous disclosure</b>	All unlisted disclosing entities	Must lodge material information with ASIC or follow the good practice guidance for website disclosure set out in this guide
<b>Disclosure for offers of securities</b>	Entities offering securities (e.g. shares or debentures) to retail investors	Must provide retail investors with a prospectus (or other disclosure document). There are obligations to update investors for new material information via a supplementary or replacement prospectus
<b>Disclosure for offers of financial products</b>	Entities offering financial products other than securities (e.g. interests in a managed investment scheme) to retail investors	Must provide retail investors with a product disclosure statement (PDS). There are obligations to update investors for new material information via a supplementary or new PDS
<b>Quarterly reports for debenture issuers</b>	Debenture issuers	Must provide ASIC and the debenture trustee with a quarterly report that sets out various matters relating to the debentures. The quarterly reports also cover compliance with the benchmarks contained in RG 69 <i>Debentures—improving disclosure for retail investors</i> : see RG 69.103
<b>Periodic statements under s1017D</b>	Responsible entities of managed investment schemes	Must provide retail investors with prescribed information about their investment, including any information that the responsible entity reasonably believes the investor needs to understand their investment
<b>Financial reports</b>	Unlisted disclosing entities that are incorporated or formed in Australia  Note: Unlisted disclosing entities that are not incorporated or formed in Australia may also be subject to financial reporting obligations (e.g. registered foreign companies have reporting obligations under Pt 5B.2).	Must lodge audited annual and half-yearly financial reports with ASIC and, in the case of debenture issuers, the debenture trustee. Must make the annual financial report available to investors in accordance with s314

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### Examples of information to be disclosed

The guide also provides a list of good practice disclosure examples by unlisted disclosing entities which are replicated below:

**Table 2: Examples of good practice disclosure by unlisted disclosing entities**

Note: This list is not intended to be exhaustive.

Area	Examples of information to be disclosed
<b>Financial forecasts/ valuations/ ratings</b>	<ul style="list-style-type: none"> <li>• A material change in previously released financial forecasts or expectations for an unlisted disclosing entity</li> <li>• A material change in the value of the underlying assets an unlisted disclosing entity holds</li> <li>• Any rating applied to an unlisted disclosing entity or its securities, or any change to such a rating</li> </ul>
<b>Debt funding</b>	<ul style="list-style-type: none"> <li>• Information about any material change to the status or terms of the disclosing entity's debt funding</li> <li>• Information about any material breaches by the entity of loan covenants</li> </ul>
<b>External administration</b>	<ul style="list-style-type: none"> <li>• The appointment of any external administrator to the disclosing entity or registered scheme</li> </ul>
<b>Management changes</b>	<ul style="list-style-type: none"> <li>• If an unlisted disclosing entity is a managed investment scheme, a change in the control of the responsible entity</li> </ul>
<b>Access to funds</b>	<ul style="list-style-type: none"> <li>• If withdrawal requests are to be suspended or limited at any time, that fact and brief reasons why</li> <li>• If a registered scheme is no longer liquid for the purposes of Pt 5C.6 of the Corporations Act, that fact and brief reasons why</li> </ul>
<b>Corporate actions</b>	<p>Information about corporate actions that are likely to affect the value of investors' securities—for example:</p> <ul style="list-style-type: none"> <li>• a securities placement; or</li> <li>• a share buy-back of which not all investors have been notified</li> </ul>
<b>Benchmark disclosures</b>	<p>Any other disclosures against the ASIC benchmarks in:</p> <ul style="list-style-type: none"> <li>• RG 45 <i>Mortgage schemes—improving disclosure for retail investors</i>;</li> <li>• RG 46 <i>Unlisted property schemes—improving disclosure for retail investors</i>; or</li> <li>• RG 69 <i>Debentures—improving disclosure for retail investors</i></li> </ul>

### 15. ATTACHMENT B – MORE EXAMPLES OF INFORMATION THAT MAY REQUIRE DISCLOSURE

The following is a non-exhaustive list of examples of information that, depending on the circumstances, may require disclosure:

- changes in development of products that are material to QBiotics;
- a material difference between market expectations driven by analysts' and brokers' financial forecasts or projections for a reporting period and QBiotics' actual financial performance in that period;
- events likely to have a material effect on financial performance – either for the current period, or over a longer term;
- changes to the Board, senior executives, or company secretary;
- agreements between QBiotics (or a related party or subsidiary) and its directors or a related party of the director;
- material mergers, acquisitions, divestments, joint ventures or changes in assets;
- transactions that will lead to a significant change in the nature or scale of QBiotics' activities;
- material changes to QBiotics' capital structure or funding, or events regarding QBiotics' securities or financing;
- material information affecting joint venture partners or non-wholly owned subsidiaries;
- response to media or analyst reports or market rumours which appear to contain or to be based on credible market sensitive information and there is or may be a material change in the price or traded volumes of QBiotics' securities which appear to be referable to the report or rumour;
- industry issues which have, or which may have, a material impact on QBiotics;
- decisions on significant issues affecting QBiotics by regulatory bodies;
- information that may have a material adverse effect on the reputation of QBiotics;
- new contracts, orders or changes in suppliers that are material to QBiotics' business;
- material changes in products or product lines;
- proposed changes in regulations or laws that could materially affect QBiotics' business;
- major litigation (brought by or brought against QBiotics) or a significant action or claim in respect of any breach of law by QBiotics or any of its officers;
- significant changes in QBiotics' accounting policies;
- recommendations or decisions in relation to the declaration or payment of dividends or distributions, or a decision that a dividend or distribution will not be paid; and
- a proposal to change QBiotics' auditor.