



Simonds Group

Continuous Disclosure Policy & Communications Strategy

Simonds Group Limited

(ABN: 54 143 841 801)

Reviewed 29 June 2021

1. Introduction

The Board recognises its duty to comply with the disclosure requirements of the Corporations Act and the Listing Rules.

Furthermore, Simonds respects the rights of its shareholders and to facilitate the effective exercise of those rights, the Company is committed to:

- (a) communicating effectively with stakeholders (including shareholders and the market);
- (b) providing stakeholders with ready access to balanced and understandable information about the Company and corporate proposals; and
- (c) making it easier for shareholders to participate in general meetings of the Company.

2. Definitions

General terms and abbreviations used in this policy statement have the following meaning set out below.

ASX	ASX Limited.
Board	the board of Directors of Simonds.
CEO	Chief Executive Officer or General Manager (as applicable), who may also be the Managing Director.
Chairman	the Chairman of the Board.
Company Secretary	the Company Secretary of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of Simonds.
Listing Rules	the Listing Rules of the ASX Limited.
Officer	a senior executive of Simonds.
Policy	this continuous disclosure policy and communication strategy.
Simonds or the Company	Simonds Group Limited ACN 143 841 801.

3. Communication to stakeholders

This Policy provides that information will be communicated to shareholders and the market through:

- (a) the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);
- (b) the Annual General Meeting and other general meetings called to obtain shareholder approvals as appropriate;
- (c) the Half-Yearly Directors' and Financial Reports; and
- (d) other announcements released to ASX as required under the continuous disclosure requirements of the Corporations Act and the Listing Rules and other information that may be provided to shareholders.

4. Communication channels

The Company will actively promote communication with shareholders through a variety of measures, including the use of Simonds' website and email and the disclosure of market sensitive information to the ASX in accordance with the Corporations Act and applicable Listing Rules. All information released to the ASX, including the Company's reports and ASX announcements, will be available for viewing and downloading from its website: www.simondsgroup.com.au or the ASX website: www.asx.com.au under ASX code SIO.

The Board encourages full participation of shareholders at Annual General Meetings and general meetings and uses these meetings to assist shareholders in understanding Simonds' objectives and strategies in relation to its business activities.

Simonds' Annual Report is the main vehicle for communicating with shareholders on the activities and performance of the Company in the previous 12 months. The Annual Report for each financial year will be disclosed to the ASX and posted on Simonds' website and will be downloadable.

In accordance with the Corporations Act and the Listing Rules, the Company will notify the ASX immediately of information:

- (a) concerning Simonds that a reasonable person would expect to have a material effect on the price or value of Simonds' securities; and
- (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Simonds' securities.

This also applies to information that the market requires to correct or prevent a false market where trading in Simonds' securities occurs in the absence of material price-sensitive information; or on the basis of information that is inaccurate or misleading. In such a circumstance, and in compliance with the Listing Rules, Simonds will give the ASX the information needed to correct or prevent the false market. The obligation to give this information arises even if an exception to Simonds' continuous disclosure obligation applies under the Listing Rules.

5. Determining 'disclosable' information

In accordance with legal, statutory and ASX listing requirements (particularly Listing Rule 3.1), Simonds will disclose all information concerning it, of which it is or becomes aware, that a reasonable person would expect to have a material effect on the price or value of its securities.

Information will be taken to have a material effect on the price or value of Simonds' securities if a reasonable person would expect the information to, or be likely to, influence persons who commonly invest in securities in deciding whether or not to trade the securities.

The Listing Rules do not require Simonds to disclose information concerning Simonds if:

- (a) it would be a breach of a law to disclose the information; or
- (b) the information concerns an incomplete proposal or negotiation; or
- (c) the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
- (d) the information is generated for the internal management purposes of Simonds; or
- (e) the information is a trade secret,

and:

- (f) the information is confidential (and the ASX has not formed the view that the information has ceased to be confidential),

and:

- (g) a reasonable person would not expect the information to be disclosed.

The Board, in consultation with the Company Secretary, will usually have responsibility (where time permits) for determining whether a particular piece of information is material or falls within these exceptions.

6. Continuous disclosure compliance

The Company Secretary has responsibility for:

- (a) ensuring employees (including Directors and Officers) receive a copy of this Policy statement as well as a copy of Guidance Note 8 of the Listing Rules, which highlights the general principles and obligations set out in Chapter 3 of the Listing Rules pertaining to Continuous Disclosure;
- (b) conducting education sessions for new staff members;
- (c) ensuring that Simonds has an effective reminder system regarding the obligations of employees to notify the Company Secretary of matters that may be disclosable under this Policy, and to otherwise comply with this Policy. This may be via email, in staff meetings or by refresher courses conducted annually;
- (d) including in the reminder system a requirement that all staff members report potential breaches of this Policy directly to the Company Secretary; and

- (e) ensuring that Directors and Officers are briefed in detail regarding the continuous disclosure regime, including in relation to potential breaches of this Policy or other disclosure issues brought to the Company Secretary's attention.

7. Disclosure agreements

All Directors have, and new Directors will enter into a Director Disclosure Agreement with (as set out in Guidance Note 22 of the Listing Rules). The Company Secretary is to maintain records of signed copies of these agreements.

8. Release of ASX announcements

Simonds recognises that non-public, market sensitive information (which may include positive as well as negative information affecting the prospects for Simonds), must be released in a timely manner and when released, must be made broadly available to the market. Accordingly, all new material information in the first instance will be released to the ASX.

The procedure for the release of ASX announcements where time permits will be as follows:

- (a) the Board shall review and provide written approval to the Company Secretary in respect of all key announcements prior to release to the market;
- (b) any relevant parties named in the announcement shall review for factual accuracies in respect of information attributable to them and provide written consent for inclusion of the names in the announcement to the Company Secretary;
- (c) the CEO (and in the absence or unavailability of the CEO, the Company Secretary) is to give the final sign-off before release to the ASX;
- (d) all announcements are to be released electronically by the Company Secretary;
- (e) after confirmation of the release has been obtained from ASX, the Company Secretary will circulate the release to all Directors and Officers of Simonds;
- (f) all announcements released are to be posted on the Company website as soon as practicable; and
- (g) the Company Secretary is to maintain a register and copy of all announcements released.

As a policy matter, Simonds will not comment on rumours or market speculation unless, in the circumstances, this would amount to a breach of Listing Rule 3.1B or other applicable laws.

In order to facilitate an orderly, fair and informed market, it may in exceptional circumstances be necessary to request a trading halt/suspension to trading from the ASX. The Board will make all decisions relating to a trading halt/suspension to trading.

9. Dealing with the media and analysts

All media enquiries relating to Simonds are to be coordinated by the Company Secretary, in consultation, with the CEO and Chairman. Media comment will be made only by the Chairman, the CEO or other authorised Company spokesperson.

The CEO in consultation with the Chairman will approve all press releases referring to material issues prior to release.

Simonds will actively seek to provide private briefings to analysts, institutions and stockbrokers to enhance their understanding of the Company. However, these private briefings must not involve the disclosure of price-sensitive information unless such information is simultaneously released to the ASX. If any new information is provided in the presentation, a copy must be lodged with the ASX prior to that meeting. If price-sensitive information is inadvertently disclosed at a private briefing, then the information must be announced to the ASX as soon as practicable.

If an analyst asks a question at a private briefing which touches on a price-sensitive area, then the Simonds spokesperson can only use publicly available information in the answer. Where this is not possible, then the Simonds spokesperson should decline to answer the question or take it on notice and answer it after a general disclosure to the ASX has been made. As such, at any private briefing at least two executives should be present and a detailed record of the meeting be taken.

In respect of telephone conversations with investors, analysts and the media, a record should be made of the conversation.

10. Dealing with shareholders

Simonds will use annual general and other general meetings to communicate with shareholders about its financial performance and business strategy. At all shareholder meetings, Simonds will actively encourage and allow a reasonable opportunity for shareholder participation.

In all other cases, depending on the nature of the enquiry, the CEO, Company Secretary or Share Registry will deal with private shareholder enquiries.

11. Publication

A copy of this Policy is available at www.simondsgroup.com.au