

Continuous Disclosure Policy

1. Background

- a) Joyce Corporation Ltd (**Joyce** or the **Company**) is required to comply with the general and continuous disclosure obligations contained in the Listing Rules of the Australian Securities Exchange (**ASX**) and the Corporations Act 2001 (Cth). Included in the ASX Listing Rules and the Corporations Act are various requirements for the Company to make disclosure of various matters relating to the management, financial performance and other aspects of the Company's business and performance. If not, significant criminal and civil penalties may be imposed on the Officers and Directors of the Company.

2. Purpose

- a) This policy sets out the rules for disclosing information to the ASX, the obligations on the Company and its people and the procedures put in place by the Company to comply with these rules.
- b) The policy should be reviewed in conjunction with the Company's Investor Engagement and Securities Trading policies.
- c) This policy is in line with the Company's values of Family, Teamwork and Passion.
- d) The Company is committed to ensuring compliance with the general and continuous disclosure obligations.
- e) This policy is in addition to the rules the Company must comply with for routine disclosures to the ASX, such as half-yearly and annual reporting.

3. Responsibility

- a) This policy applies to all Directors and employees (staff and contractors) of the Company and its subsidiaries.

4. Disclosure Obligations on the Company

- a) Market sensitive information is information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities (**Market Sensitive Information**).
- b) ASX Listing Rule 3.1 requires the Company to immediately disclose Market Sensitive Information to the ASX. This rule does not apply to particular information, only if each of the following applies:
 - i. A reasonable person would not expect the information to be disclosed; and
 - ii. The information is confidential and the ASX has not formed a view that the information has ceased to be confidential; and
 - iii. One or more of the following applies:
 - o Disclosing the information would be a breach of a law;
 - o The information concerns an incomplete proposal or negotiation;
 - o The information comprises matters of supposition or is insufficiently definite to warrant disclosure;

- o The information has been generated for the internal management purposes of the Company; or
 - o The information is a trade secret.
- c) If the ASX considers there is or is likely to be a false market in the Company's securities, the ASX may ask the Company to disclose information or make a statement to correct or prevent the false market. This may occur where there is market speculation or media reports arising from a leakage of confidential information concerning a proposal or negotiations that have not been disclosed by the Company because the exception to ASX Listing Rule 3.1 applies.
- d) Market Sensitive Information must not be selectively disclosed to others, such as prospective shareholders, the media or analysts, before it is disclosed to the ASX.

5. Disclosure Obligations on Individuals in the Company

- a) It is the responsibility of each director, officer and employee to advise either the Chief Executive Officer (**CEO**), Chief Financial Officer (**CFO**) or Company Secretary (**CS**) immediately of any information about the Company that the person is aware of that has not been released to the ASX and that might be price sensitive. That is, it might influence someone to buy or sell the Company's securities. It is also their responsibility to immediately advise either the CEO, CFO or CS if they become aware of circumstances that may make or has made any publicly released price sensitive information likely to be or in fact inaccurate (such as a forward-looking statement), so that a correcting statement may be released as soon as possible.
- b) If a person is unsure about the importance or relevance of the information which has become known, the information should be reported to the CEO, CFO or CS so that a decision may be made about whether or not to disclose the information to the ASX.

6. Disclosure Committee

- a) In order to support the discharge of the Disclosure Obligations highlighted in **Sections 4 and 5**, Joyce's board of directors (**Board**) has established a disclosure committee (**Committee**) comprising of:
 - i. the Chair of the Board;
 - ii. the Chair of the Audit & Risk Committee;
 - iii. one (1) other Director who is not the Chair of the Board or the Chair of the Audit & Risk Committee;
 - iv. Joyce's CEO;
 - v. Joyce's CFO; and
 - vi. Joyce's CS (if not the same person as the CFO) (who, for administrative convenience only, is primarily responsible for overseeing and coordinating all communication with the ASX, investors, analysts, brokers, the media and the public) (**Disclosure Officer**).
- b) A quorum of the Committee is all 6 members. If a quorum cannot be formed from the Committee members listed in paragraph (a) above, the following will be added as members of the Committee (in the order specified), until a quorum can be formed:
 - i. the Chair of the Remuneration Committee;
 - ii. the Chair of the Nomination Committee; and
 - iii. any other director of the Company.

- c) The Committee's responsibilities include:
- i. determining what information will be disclosed by Joyce to the ASX;
 - ii. implementing procedures to ensure that, if required:
 - A. disclosures to the ASX can be made immediately; and
 - B. trading halt requests can be lodged with the ASX immediately;
 - iii. preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Committee determines may be prepared and released without its prior review, if any);
 - iv. reviewing and approving proposed external announcements for release to ASX (other than categories of routine announcements that the Committee determines may be prepared and released without its prior review, if any), or, if (d) applies, referring to the Board for approval; and
 - v. providing the Board with copies of all material market announcements promptly after they have been made.
- d) The Committee must consult with the Board, senior management and external advisers as it considers necessary, including where there is doubt as to whether certain information should be disclosed.
- e) The usual procedure for making announcements is through the Committee in accordance with this Section 6, however, Board approval and input will be required in respect of matters that are within the disclosure decisions reserved to the Board or matters that are of significance to Joyce. Such matters will include:
- i. quarterly, half-year or annual results;
 - ii. matters which could have significant financial or reputational risks;
 - iii. significant company transactions or events, including any equity related transactions; and
 - iv. any other matters that are determined by the Committee to be of significance to Joyce.
- f) If the Committee considers that potentially Market Sensitive Information (and the accompanying proposed ASX announcement) is of such a nature that it ought to be considered by the Board or the Board has directed that the nature of such Market Sensitive Information requires Board consideration, then the CS must:
- i. take all steps necessary to:
 - A. convene a Board meeting as soon as practicable to consider and approve the announcement (or determine that no disclosure is required); or
 - B. if the approval contemplated by Section 6(f)(i)(A) cannot be obtained within a timeframe that is consistent with Joyce's continuous disclosure obligations, obtain a clear majority (currently 4 out of 5 of the Board members) approval of the Board to approve the announcement (or determine that no disclosure is required). If applicable, the announcement will then be considered by the full Board at the first possible opportunity following release to determine what, if any, further steps are required; and
 - ii. take such other steps as the Committee determines are necessary to comply with Joyce's continuous disclosure obligations, including, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Board is able to meet and/or obtain appropriate legal advice.
- g) None of the Committee or, if applicable Board's processes or procedures can over-ride the primary obligation that Joyce disclose market sensitive information promptly and without delay. A decision of the Committee or Board (where applicable) may be made by physical meeting, circular resolution,

teleconference or email communication, and can involve obtaining independent legal or technical advice.

7. Preparation of ASX Releases

- a) Arrangements to draft an ASX release containing Market Sensitive Information must be made by the:
 - i. CEO where the information concerns legal or operational matters;
 - ii. CEO and CFO where the information concerns financial matters or has a financial effect; or
 - iii. CEO and/or CS where the information concerns other matters.
- b) When preparing the ASX Release, ASIC's RG – 247 outlines sound disclosure practices and should be considered when drafting ASX releases.

8. Lodgement of ASX Releases

- a) Once approved for release to the ASX, the CS is to register the ASX release in the Company's records and arrange for its immediate release by online distribution to the ASX via the ASX's online website lodgement service.
- b) Once acknowledgment is received by the ASX, a copy of the release will be immediately available on the Company's website and promptly distributed to the Board, relevant company contacts, public relations consultants and other interested parties.

9. Trading Halts

- a) In the event of the Company becoming aware of information that a reasonable person would expect to have a material effect on the value of the Company's securities but, for reasons outside its control, it is not in a position to make an immediate announcement to the market, the Company (to meet its disclosure obligations) may request a trading halt.
- b) It is standard practice for the Disclosure Committee to seek legal advice and Board approval as to whether a trading halt or voluntary suspension is required before lodging a request to the ASX.
- c) The Disclosure Committee is authorised to request a trading halt in exceptional circumstances where Market Sensitive Information comes to light shortly before or during trading of the Company's securities and it is not practical or possible to seek legal opinion and/or Board approval due to time constraints to do so.

10. Briefing Investors, Analysts and the Media

- a) Joyce employees must ensure that they do not communicate material that a reasonable person would expect would have a material effect on the entity's securities to an external party except where that information has previously been released publicly through the ASX.
- b) Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).
- c) If any Joyce employee participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to a member of the Committee.



- d) The only Joyce employees authorised to speak on behalf of Joyce to investors, potential investors, analysts or the media are:
 - i. the chair of the Board;
 - ii. the CEO;
 - iii. the CFO; or
 - iv. such other Joyce employee approved by the chair of the Board, the CEO or the CFO.
- e) Authorised spokespersons should clarify information that Joyce has released publicly through the ASX but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.
- f) If a question is asked in a briefing which can only be answered by disclosing material price sensitive information which has not been publicly released, the relevant Joyce employee must decline to answer the question or take the question on notice.
- g) During the time (i) between the end of Joyce's financial reporting periods (30 June and 31 December) and the announcement to the ASX of the financial results for those periods and (ii) during the period two weeks before the Company's AGM (often termed blackout periods), further restrictions are imposed to help ensure that Joyce does not inadvertently disclose price sensitive information. Generally, Joyce may respond to requests for background information but will not hold meetings or briefings with individual or institutional investors, analysts or media representatives in relation to financial information, unless the CEO decides that it is appropriate for the Company to do so and the meeting or briefing will be the subject of a specific announcement to the market through the ASX. Only the CEO or CFO may respond to questions from the financial community during blackout periods.
- h) All briefing and presentation materials which contain previously undisclosed information will be disclosed to the market through the ASX and placed on Joyce's corporate website.

11. Media Releases

- a) If a media release is prepared by the Company or an external public relations consultant for release with an ASX release or as an ASX release, it must be approved for release by the Disclosure Committee.

12. Management of this Policy

- a) The CS is responsible for:
 - i. liaising with the ASX in relation to continuous disclosure matters;
 - ii. ensuring timely disclosure of material information to the ASX;
 - iii. liaising with the CEO and CFO and others in relation to the form of disclosure by the Company;
 - iv. keeping records of releases to the ASX; and
 - v. reviewing this policy considering any changes to the rules governing continuous disclosure and recommending changes to the Board for its approval.
- b) This policy is to be reviewed annually to ensure currency with applicable legislation.

13. Breaches

- a) Strict compliance with this policy is a condition of employment.

14. Review of this Policy

- a) This Policy will be reviewed annual to ensure it remains current and compliant with relevant legislation. The Policy was last reviewed in April 2025.

