

Continuous Disclosure Policy

FDC Consolidated Holdings Limited
(ACN 698 452 229)

Approved by the Board on 28 June 2026

Version 1.0

1 Purpose and Scope

FDC Consolidated Holdings Limited (ACN 698 452 229) (the **Company**) has adopted this Policy to give effect to its commitment to providing timely, complete and accurate disclosure of information in a clear and objective manner to allow a fair and well-informed market in its securities, and compliance with the continuous disclosure requirements imposed by law including the Corporations Act, the ASX Listing Rules and the rules of any other exchange or market in which the Company's securities are offered. Failure to do so may lead to serious consequences, including exposing the Company and its directors and employees to criminal consequences, fines and damages, regulatory actions, financial penalties or legal action.

The purpose of this Policy is to:

- assist the Company to comply with its continuous disclosure obligations imposed by law including the Corporations Act and ASX Listing Rules;
- ensure that FDC Personnel (defined below) are aware of the importance of providing full and timely disclosure of the Company's activities to shareholders and the market so that all stakeholders have equal access to Company information, which is externally available; and
- outline the processes adopted by the Company to comply with its continuous disclosure obligations.

To achieve these purposes, this Policy sets out the Company's processes for:

- identifying all material information;
- reporting such material information to the Disclosure Committee (via the Company Secretary or a line manager); and
- providing timely disclosure of material information.

This Policy applies to:

- all Directors of the Company; and
- all employees, consultants and contractors of the Company and its related bodies corporate (together, **FDC**),

(together, **FDC Personnel**).

FDC has also adopted a separate Media and External Communications Policy which should be read alongside this Policy when making any disclosures.

2 Continuous Disclosure Obligations

2.1 Disclosure obligations

FDC must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act.

In accordance with ASX Listing Rule 3.1, once FDC becomes aware of any information concerning FDC that a reasonable person would expect to have a material effect on the price or value of FDC's securities, FDC must immediately notify the ASX of that information unless an exception under the ASX Listing Rules applies (see Section 2.2).

The term "immediately" does not mean "instantaneously" but rather "promptly and without delay". Doing something "promptly and without delay" means doing it as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay).

Under the ASX Listing Rules, FDC is deemed to become aware of information if any of its Directors or other officers has, or ought reasonably to have, come into possession of the information while performing their duties as a Director or officer of FDC.

2.2 Exceptions

There are specific exceptions to the continuous disclosure obligations which, if applicable, mean that disclosure may not be required or is deferred. These exceptions, contained in ASX Listing Rule 3.1A, provide that disclosure under ASX Listing Rule 3.1 is not required where **all** of the following three conditions are satisfied:

- (a) one or more of the following conditions apply:
 - (i) it would be a breach of 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 the internal management purposes of FDC; or
 - (v) the information is a trade secret.
- (b) the information is confidential and the 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.

The obligation to disclose the information arises even though two of the above three requirements remain satisfied. FDC must disclose the information to the ASX immediately when one of the above three requirements is not satisfied.

Information must be subject to ongoing assessment as to whether or not it must be disclosed. If any of the conditions referred to above ceases to apply in relation to material information, FDC must disclose that information immediately.

Disclosure must be made even where it is contrary to the interests of FDC or inconsistent with the contractual obligations of FDC.

A false market may cause the exception to be lost (see Section 6.2).

3 Role of the Company Secretary

The Company Secretary is responsible for administering this Policy and, in particular:

- (a) receiving and recording all potential market sensitive information concerning FDC;
- (b) presenting the information to the CEO and the Chair of the Board, the Disclosure Committee (see below) or the Board (as applicable) for determination;
- (c) providing guidance to determine what constitutes material information under this Policy;
- (d) keeping the Board fully informed of any disclosure decisions made by the Disclosure Committee;

- (e) co-ordinating all communication with the ASX and ASIC, including disclosing material information to the ASX once a decision to make that disclosure has been made in accordance with this Policy, responding to queries from the ASX and ASIC, or reacting to claims of market rumours or speculation;
- (f) overseeing that all announcements and trading halts and voluntary suspensions have been approved in accordance with this Policy prior to lodgement with the ASX;
- (g) overseeing the development and implementation of procedures for communications with investors, analysts, brokers, shareholder associations, the media and the public;
- (h) in order to prevent a false market, overseeing the development and implementation of procedures for active media and market monitoring (including broker and analyst reports, and news, industry and social media);
- (i) monitoring the effectiveness of FDC's disclosure practices and making recommendations to the Board on updating this Policy;
- (j) overseeing and co-ordinating the disclosure training and education of FDC Personnel to ensure that they understand FDC's disclosure obligations and what information may be market sensitive.

For the purposes of the ASX Listing Rules, the Company Secretary is responsible for communication with ASX in relation to ASX Listing Rule matters.

4 Disclosure Committee

The Board has formed a Disclosure Committee comprising the CEO, CFO, National Marketing Manager and FDC's Legal Counsel. A quorum of two members is required for the Disclosure Committee to make a disclosure decision.

The role of the Disclosure Committee is to:

- (a) determine whether the information requires disclosure under the general disclosure obligation in ASX Listing Rule 3.1 and if any exception in ASX Listing Rule 3.1A applies;
- (b) subject to paragraph (c), review and approve proposed external announcements for release to ASX (other than categories of routine announcements that the Disclosure Committee determines may be prepared and released without its prior review, if any); and
- (c) refer to the Board for approval proposed external announcements for release to ASX which contain information that is both material and strategically important for FDC (refer to Section 5.2 for further information regarding matters that may be both material and strategically important for FDC).

Refer also to Section 5.2 for further information regarding the role of the Disclosure Committee.

5 Process for Dealing with Information

5.1 Obligation to notify the Company Secretary or line manager of relevant information

On becoming aware of any information that is:

- (a) material information; and

- (b) not generally available (ie, the information in question has not been included in any Annual Report, ASX announcement, other FDC release or publication or otherwise generally available in the public domain),

FDC Personnel must provide the Company Secretary or their line manager with as much detail about the matter or information as is reasonable in the circumstances and a brief description of why the information does or may have a material effect on the price or value of FDC's securities. This information must be provided to the Company Secretary or line manager immediately upon FDC Personnel becoming aware of the information. If a line manager receives information under this Policy, they must immediately report that information to the Company Secretary.

In ASX Guidance Note 8, ASX has provided the following guidance as to when information should be disclosed. If you answer either of the following questions "Yes", then you should disclose the information:

Would this information influence my decision to buy or sell securities in FDC at their current market price?

Would I feel exposed to an action for insider trading if I were to buy or sell securities in FDC at their current market price, knowing this information had not been disclosed to the market?

A list of matters that may be considered material is set out in the Schedule 1. This list is only indicative and should not be seen as an exhaustive list of the matters that should be considered for disclosure.

All potentially material matters should be reported to the Company Secretary or line manager, even where you are of the view that the information is not in fact 'material'. If you are unsure whether specific information is 'market sensitive', you must immediately disclose full details of the information to the Company Secretary or line manager.

FDC Personnel should also inform the Company Secretary or line manager if they consider, or are aware of, any prior disclosure to the ASX which is inaccurate or incomplete.

Even though an exception to disclosure might apply, this does not qualify or change the obligation on FDC Personnel to communicate or report material information under this Policy. All FDC Personnel must maintain and keep all material information strictly confidential until it is released to ASX and becomes generally available.

5.2 Consideration of information notified to the Company Secretary or line manager

The Company Secretary will notify the Disclosure Committee of any information notified under Section 5.1 (including notified to them by a line manager). Upon receipt of any such notification:

- (a) The Disclosure Committee will determine whether the information requires disclosure under the general disclosure obligation in ASX Listing Rule 3.1 and if any exception in ASX Listing Rule 3.1A applies.
- (b) In making this determination, the Disclosure Committee will consult, as the Disclosure Committee considers necessary, with members of the Board, senior management and/or any external advisers selected by the Disclosure Committee.
- (c) If the Disclosure Committee determines that disclosure is required, the Disclosure Committee must:
- (i) unless the information is both material and strategically important for FDC:

- (A) review and approve the form and content of the proposed external announcement for release to ASX and to satisfy themselves that appropriate verification has been undertaken regarding the factual accuracy and completeness of the content of the announcement; and
 - (B) authorise Company Secretary to release the announcement to ASX; or
- (ii) if the information is both material and strategically important for FDC:
 - (A) take all steps necessary to convene a Board meeting as soon as practicable to consider and approve the announcement; and
 - (B) take such other steps as the Disclosure Committee determines are necessary to comply with FDC's continuous disclosure obligations (including, if necessary, requesting a trading halt or voluntary suspension until the Board is able to meet and an announcement released).
- (d) The Board is responsible for approving announcements that contain information that is both material and strategically important for FDC. This may include announcements relating to the following matters, unless in any particular case it has resolved otherwise or approval is otherwise not practicable in the circumstances:
 - (i) takeovers, mergers, acquisitions and disposals, schemes of arrangement and all other transactions involving a transfer of control, in each case being material in the context of FDC;
 - (ii) share buybacks and capital reductions concerning FDC's securities;
 - (iii) demergers and restructures, being material in the context of FDC;
 - (iv) equity capital raisings;
 - (v) market updates, including any earnings guidance;
 - (vi) annual and half-year financial results, including ASX releases, investor presentations and investor materials accompanying the release of annual and half-year financial results;
 - (vii) dividend policy and dividend determinations/declarations;
 - (viii) any material matter where directors make a recommendation to FDC's shareholders; and
 - (ix) any other matter that the Board determines to be a major matter affecting FDC.

6 Trading halts, voluntary suspensions and false markets

6.1 Trading halts and voluntary suspensions

In exceptional circumstances, it may be necessary for FDC to request a trading halt (or voluntary suspension) to maintain fair, orderly and informed trading in FDC's securities and to manage disclosure issues (for example, if confidential price sensitive information is prematurely or inadvertently disclosed and an immediate release cannot be made).

The following process will be followed in respect of a trading halt:

- (a) Subject to paragraph (b) below, a request for a trading halt must be approved by the CEO or the Chair of the Board. The CEO or the Chair of the Board will:
 - (i) seek the advice of relevant Disclosure Committee members; and

- (ii) consult with other Directors,
on any proposal to request a trading halt, to the extent practicable in the circumstances and, if FDC's securities are trading on ASX, only where to do so would not delay the request for the trading halt.
- (b) If the CEO or the Chair of the Board is not available, the approval of any two of the Disclosure Committee members and any other Directors must be obtained. Those parties should first seek to contact the CEO or CFO prior to approving a trading halt, to the extent practicable in the circumstances and, if FDC's securities are trading on ASX, only where to do so would not delay the request for the trading halt.
- (c) Where a request for a trading halt is approved, the Company Secretary must be instructed to request the trading halt from ASX. The Company Secretary is responsible for contacting ASX to request the trading halt. The Company Secretary must advise the Board and senior management of the trading halt following the request to ASX.

The same process in this Section 6.1 applies to any request for a voluntary suspension.

6.2 False markets

- (a) A false market refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery of FDC's securities. This may include when there are false rumours in the market, or where a segment of the market is trading on the basis of material information that is not available to the market as a whole.
- (b) If FDC is relying on an exception to its continuous disclosure obligations, the Company Secretary (or their delegate) must monitor:
 - (i) the market price of FDC shares;
 - (ii) major national and local newspapers;
 - (iii) if FDC has access to them, major news wire services;
 - (iv) any investor blogs, chat-sites or other social media that FDC is aware of that regularly post comments about FDC; and
 - (v) enquiries from analysts or journalists,for signs that the information to be covered in a potential announcement may have leaked and, if it detects any such signs, to initiate discussions with ASX as soon as practicable.
- (c) FDC's general policy is to respond to market rumours or speculation by stating that "FDC does not respond to market rumours or speculation". However, if FDC receives a request from the ASX for information to correct or prevent a false market, Company Secretary must (in consultation with the Disclosure Committee and external advisers, if necessary) immediately provide that information to the ASX.

7 Disclosure of Material Information

7.1 ASX announcements

- (a) **Authority to approve ASX announcements**
Any release which:

- (i) is in a category of routine announcements that the Disclosure Committee determines may be prepared and released without its prior review must be approved by Company Secretary;
- (ii) which does not relate to a matter which is both material and strategically important for FDC (see Section 5.2) must be approved by the Disclosure Committee; and
- (iii) relates to a matter which is both material and strategically important for FDC (see Section 5.2) must be approved by the Board.

(b) **Disclosure to the ASX**

The Company Secretary will coordinate the disclosure to the ASX once a decision to make that disclosure has been made in accordance with paragraph (a) above.

FDC must not release material information publicly until that information has been disclosed to the ASX and received confirmation from the ASX, as notified by Company Secretary.

FDC will not engage in selective or differential disclosure of material information or disclose any material information under an embargo arrangement that it intends to make public at a later time. The Company Secretary (or their delegate) will:

- (i) provide to the Board; and
- (ii) post on FDC's website,

all announcements released to the ASX promptly after they have been made.

7.2 Analyst / investor briefings

FDC recognises the importance of its relationships with investors and analysts. From time to time FDC will conduct analyst and investor briefings relating to FDC and its operations. In these cases, the following approach is adopted:

- (a) All communications with market analysts will be conducted by the CEO or other person approved by the CEO.
- (b) No material information will be disclosed at these briefings unless it has been previously or simultaneously released to the ASX. Prior to any such presentations being used, the content of those presentations will be reviewed for any new material and an appropriate record will be kept of this review, which record will be maintained by Company Secretary.
- (c) Questions at briefings that deal with material information not previously disclosed will not be answered.
- (d) If material information is inadvertently released during a briefing, it will immediately be released to the ASX.
- (e) A record of all meetings and briefings with investors or analysts will be kept, including confirmation that no new material information was disclosed.
- (f) All meetings with shareholder advisory groups or shareholders in conjunction with the Annual General Meeting will be conducted by the Chair of the Board and / or the Chair of the Nomination and Remuneration Committee. Nothing in this limits the ability of the Chair of the Board to visit investors from time to time.

7.3 Analyst reports

FDC recognises the role performed by analysts in assisting the establishment of an efficient market with respect to its securities. However, FDC is not responsible for, and does not endorse, analyst reports that contain commentary on FDC.

FDC will not generally comment on analyst forecasts or earnings projections except to correct factual errors or underlying assumptions which does not involve providing material information that is not common knowledge or has not been previously disclosed to the ASX. Any correction of factual inaccuracies by FDC does not imply endorsement of the content of these reports.

FDC will not:

- (a) externally distribute individual analyst projections or reports;
- (b) refer to or publicly comment on individual analyst recommendations or profit forecasts, or incorporate analysts' reports in any FDC corporate information, including on FDC's website; or
- (c) provide non-disclosed Material Information in response to analysts' reports.

7.4 Authorised Spokespersons

While the Disclosure Committee may respond to enquiries from ASX and prepare and approve the publication of ASX announcements only the CEO, or in their absence, the CFO, are authorised to make public statements on behalf of FDC. FDC has also nominated authorised spokespersons under the Media and External Communications Policy who are authorised to make public statements on behalf of FDC.

7.5 Earnings forecasts

FDC will monitor market expectations in relation to its earnings compared to its own internal forecasts. If FDC becomes aware that its earnings for the current reporting period will differ materially (downwards or upwards) from market expectations, it will carefully consider whether it has an obligation to notify the market of that fact.

7.6 Pre-results periods

To prevent the inadvertent disclosure of material information, during the periods between the end of FDC's financial reporting periods and the announcement of its results, FDC Personnel may not discuss any financial information, broker estimates or forecasts with investors, analysts or the media unless that information has previously been disclosed to the ASX.

Additional periods in which interviews or presentations are not permitted without prior approval of the CEO or Company Secretary may be imposed. Relevant FDC Personnel will be notified of any such additional periods.

7.7 Social media

FDC Personnel may engage in social media activity in a manner that is consistent with the Media and External Communications Policy.

8 Protecting confidential information

- (a) FDC believes that it is essential that information, including corporate information, which it decides not to disclose, is and remains strictly confidential. If information loses its

confidentiality, FDC will analyse whether it is Material Information that needs to be disclosed to the market.

- (b) Equally, the maintenance of confidentiality of information which does not need to be disclosed is critical to the effective operation and success of FDC.
- (c) The word "confidential", for the above purposes, means "secret". Information will be confidential where:
 - (i) it is known to only a limited number of people;
 - (ii) the people who know the information understand that it is to be treated in confidence and only to be used for the permitted purposes; and
 - (iii) those people abide by that understanding.
- (d) No FDC Personnel or persons associated with FDC (including consultants, advisers, lawyers, accountants, auditors, bankers or other contractors) are permitted to comment publicly on matters relating to FDC (unless authorised). All information about FDC, its business and its prospects is confidential information and must be treated as such.
- (e) In some circumstances, FDC Personnel and other parties will be asked to sign confidentiality agreements.
- (f) The presumption is that external communications such as analyst briefings and responses to questions from particular shareholders, will not be treated as confidential information.

9 Other communications

9.1 Methods of communication

FDC provides information to shareholders through:

- (a) releases to the ASX in accordance with FDC's continuous disclosure obligations;
- (b) FDC's website;
- (c) FDC's annual and half-yearly results announcements;
- (d) FDC's Annual Report; and
- (e) general meetings.

9.2 ASX releases

FDC will make announcements to the ASX in accordance with its legal obligations and this Policy. All announcements made to the ASX are available to shareholders through:

- (a) FDC announcements section of the ASX website; and
- (b) FDC's investor centre website.

FDC's investor centre website is the primary medium for providing information to all shareholders and other stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner. It includes information about FDC's Directors, the constitution, board and committee charters and other policies that are likely to be of interest to shareholders and other stakeholders.

9.3 Annual General Meeting

- (a) FDC holds its AGM for shareholders each year. At the AGM, shareholders will have the opportunity to hear directly from the Board and the CEO on FDC's performance and objectives, ask questions on important issues, and vote on Board proposals.
- (b) The date, time and location of the AGM will be provided in the notice of meeting and on FDC's website.
- (c) Where practicable, FDC will consider the use of technological solutions for encouraging shareholder participation at meetings (which may include, for example, live webcasting of meetings, holding meetings across multiple venues linked by live telecommunications and hybrid meetings).
- (d) The notice of meeting and proxy form will be distributed to all shareholders prior to the AGM in the timeframe set by the Corporations Act and will be available on FDC's website.
- (e) FDC's auditor attends its AGM and is available to answer any questions regarding the conduct of and any issues arising from the audit or the preparation and content of the auditor's report.
- (f) FDC will release transcripts of the Chairman's address, CEO's address and any presentation information to the ASX prior to the commencement of the AGM.
- (g) At each AGM, the Chair will allow a reasonable opportunity for members to ask questions of the auditor or their representatives.
- (h) The outcome of the voting on each resolution put to shareholders at the AGM is released to the ASX following the meeting.

9.4 General shareholder communications

- (a) **Annual report:** Unless the share registry has been notified otherwise, the annual report will be emailed to all shareholders (to the email address recorded on FDC's share register) prior to the AGM within the timeframe set by the Corporations Act.
- (b) **Half-year and full-year results:** The half-year and full-year results will be announced to the ASX pursuant to the ASX Listing Rules and are available to shareholders in the same manner as other ASX announcements. Following the release of FDC's half-year and full-year results, FDC may conduct investor and analyst briefings at which the media, institutional investors, and stockbroking analysts will be briefed and given an opportunity to ask questions of FDC's senior management.
- (c) **Shareholder enquiries:** FDC is committed to dealing with shareholder enquiries promptly and courteously and takes measures to ensure that its share registry also does so.
- (d) **Shareholder privacy:** FDC recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.
- (e) **Shareholders' meetings:** FDC will ensure that all substantive resolutions at a meeting of shareholders are decided by a poll rather than by a show of hands.
- (f) **Investor relations:** All dealings with analysts and investors will be managed by FDC's Investor Relations team and limited to publicly available information as disclosed to the ASX. All meetings and presentations to analysts and investors should, where possible,

always include Investor Relations and in accordance with the Media and External Communications Policy.

Investor Relations will keep a record of all meetings, material discussions, complaints or further contact with investors and analysts. The Investor Relations team ensures FDC communicates its financial, operational and strategic progress and goals clearly and on an ongoing basis to the investment community.

10 Breach

Breach of this Policy may be regarded as misconduct, which may lead to disciplinary action.

FDC will contravene its continuous disclosure obligations if it fails to notify the ASX of information required to be disclosed by ASX Listing Rule 3.1. Serious criminal and civil penalties apply for failure to comply with the continuous disclosure obligations, both for FDC level and for individuals.

Any known or suspected instances of non-compliance must be reported to Company Secretary for full investigation and appropriate disciplinary action. FDC Personnel should be aware that either the ASX or ASIC may take action upon a suspected contravention of the ASX Listing Rules or the Corporations Act.

11 Who to contact

Any person who has any queries about this Policy should contact the Company Secretary.

12 Review

The Board will review this Policy biennially or as often as it considers necessary to check that it is operating effectively and to ensure it remains relevant to the current needs of FDC and the Board. This Policy may be amended by resolution of the Board.

Schedule 1

Materiality Guidelines and Key Terms

FDC must disclose any information that a reasonable person would expect to have a material effect on the price or value of securities issued by FDC (this is known as '**material information**').

Material information

Set out below is a non-exhaustive indicative list of matters that may give rise to an obligation to make disclosure to the market. Any information which may be material must be notified to Company Secretary so that a determination can be made (in accordance with this Policy) whether disclosure is required.

Matters which may require disclosure, if material, include:

- (a) the financial condition, results of operations, FDC issued forecasts and earning performance of FDC or a controlled entity, which are significantly different from that anticipated by FDC or the market;
- (b) acquisitions or disposals of material assets by FDC and the entities it controls;
- (c) significant events or occurrences that may have a material impact on the operations of FDC or the entities it controls;
- (d) the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by FDC or the entities it controls;
- (e) an agreement between FDC (or a related party or subsidiary) and a Director (or a related party of the Director);
- (f) changes in FDC's senior management or auditors; and
- (g) a significant financing or security issue (whether debt or equity) or other action with respect to outstanding securities (such as a share repurchase plan or redemption of bonds) or any default on any securities.

Key terms

Material effect

A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for or buy or sell the securities.

In forming a view as to whether a reasonable person would consider such information to be material, FDC's previous disclosure to the market should be considered (eg, information previously released to the market such as profit expectations, commentary on projected results, or detailed business plans or strategies).

Information that is generally available

In general, the disclosure obligation will not apply where the information is generally available. However, the impact of information that is generally available on FDC may be such that it is likely to have a material effect on the price or value of FDC's securities. If the information that is generally available is likely to

have a material impact on FDC as distinct from other entities in the market or in the sector that FDC operates in, the disclosure obligation will apply and the impact or effect must be disclosed.

Information is usually considered to be generally available if:

- (a) it consists of a readily observable matter, or
- (b) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of securities issued by FDC and a reasonable period for it to be disseminated among such persons has elapsed, or
- (c) it consists of deductions, conclusions or inferences made or drawn from other information that is generally available.

For example, information will be generally available if it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the public and a reasonable time has elapsed after the information has been disseminated in one of these ways.

Policy governance

Approver	Board
Review Cycle	Biennial
Next Review Date	June 2028

Material Revisions

Version	Approval Date	Effective Date	Details