

# Market Disclosure Policy

**Effective Date:** 27 September 2022

# Contents

1. Objectives.....	2
2. Market Disclosure Committee .....	2
3. Investor and analyst interaction .....	3
4. Presentations .....	4
5. Media communication policy .....	4
6. Media speculation and rumours .....	4
7. Review.....	4

## 1. Objectives

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The Board of TPG Telecom Limited (“TPG Telecom”) has adopted this Market Disclosure Policy (“Policy”) to ensure TPG Telecom complies with the continuous disclosure requirements of the Corporations Act and the Australian Securities Exchange (“ASX”) by the timely, accurate and balanced disclosure of material information to ensure an efficient and informed securities market.

In addition, the Policy establishes responsibility and accountability for compliance by TPG Telecom with the continuous disclosure requirements and defines the lines of communication necessary to support such compliance.

## 2. Market Disclosure Committee

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TPG Telecom has established a Market Disclosure Committee (“Committee”), which is responsible for overseeing TPG Telecom’s disclosure practices and procedures. The members of the Committee are the Chief Executive Officer, the Chief Financial Officer and the Company Secretary. At any time that the Chief Executive Officer and the Chief Financial Officer are unavailable, the Company Secretary will consult and seek approval from the Chairperson of the Audit & Risk Committee and one other Director for any decisions on the disclosure of information concerning TPG Telecom that a reasonable person would expect to have a material effect on the price or value of TPG Telecom’s listed securities (“Market Sensitive Information”).

Under the continuous disclosure requirements in the Corporations Act and ASX Listing Rules, Market Sensitive Information may be withheld providing it meets the following criteria:

- A reasonable person would not expect that information to be disclosed;
- The information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- One or more of the following apply:
  - i. The disclosure would breach the law;
  - ii. The information concerns a proposal which is incomplete or still subject to negotiations;
  - iii. The matter is supposition or insufficiently definite;
  - iv. The information was generated for internal management purpose; or
  - v. The information is a trade secret.

Updates to Guidance Note 8 of ASX Listing Rules in relation to Market Sensitive Information may supersede criteria above.

The responsibilities of the Committee are to:

- Promote awareness of this Policy within TPG Telecom;
- Oversee, review and update this Policy, as required, to ensure continuing compliance with changing legal and regulatory requirements;
- Review and authorise (whether by electronic, written or oral means) disclosure of non-material Market Sensitive Information to the ASX in advance of its public release; and
- As appropriate and as far as is practicable while adhering to continuous disclosure requirements, consult with, report to or seek approval of the Board of Directors for any Market Sensitive Information that is considered to be material, including trading halt requests. For the purposes of this Policy, information about TPG Telecom is material if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to buy or sell TPG Telecom's securities.

The Committee will make decisions on the disclosure of Market Sensitive Information pursuant to legal and regulatory requirements and will advise the Audit & Risk Committee with respect to disclosure issues relating to financial information that is within the mandate of the Audit & Risk Committee.

TPG Telecom's senior managers must keep the Committee fully apprised of all potential material developments by contacting the Company Secretary who will make a preliminary assessment of whether the information is material in consultation with the Chairperson of the Audit & Risk Committee and one other Director. The Committee will evaluate and discuss those developments and determine the materiality of those developments and the appropriateness and timing of any public release of information relating to those developments.

The Company Secretary is responsible for lodging approved ASX announcements with the ASX and will ensure that Directors receive copies of all material market announcements promptly after they have been made. Upon acknowledgement of receipt of the information by the ASX, the Company Secretary will oversee the coordination and disclosure of the information on TPG Telecom's website and distribution of the information to the media and public as required.

The Chief Financial Officer will oversee the coordination and disclosure of information to analysts, brokers and shareholders.

The investor relations team facilitates the interaction between the Company, its shareholders and the investment community, which includes investors, sell-side analysts and equity sales desks, as well as hosting investor days as a part of proactive investor relations.

### **3. Investor and analyst interaction**

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TPG Telecom may hold meetings with investors and/or analysts as part of its investor relations program. TPG Telecom considers such meetings facilitate effective two-way communication. In such meetings, TPG Telecom will not disclose Market Sensitive Information unless it has first been provided to the market.

More than one TPG Telecom representative must be present at investor and/or analyst briefings and a record must be kept of such briefings.

In the event of a webcast or a recorded teleconference, a full transcript will be available on the ASX and the Company's website. During the periods between financial year end or half-year end and results release dates in February and August, TPG Telecom will not meet with investors or sell-side analysts or more broadly discuss financial performance.

Investor Relations may reply to queries only related to previously disclosed information and/or seek to clarify any factual inaccuracies.

## **4. Presentations**

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All material to be presented at any briefing or presentation, including written hand-outs, must be approved by the Chief Executive Officer and the Chairperson of the Audit & Risk Committee prior to the meeting so that a determination can be made if the briefing or presentation needs to be released to the ASX in accordance with this Policy.

Where TPG Telecom gives a new investor and/or analyst presentation, a copy of the presentation materials, including any speaking notes, where those notes contain material price sensitive information and/or provide important context to the presentation, should be released to the ASX and subsequently uploaded to TPG Telecom's website ahead of the presentation.

At any briefing or presentation care must be taken in answering questions to ensure that no Market Sensitive Information that has not previously been disclosed to the ASX is inadvertently disclosed.

Any question that could potentially result in disclosure of Market Sensitive information that has not previously been disclosed to the ASX should not be answered.

The details of any presentation, including audio and/or video webcast facilities to enable access for those who cannot attend any physically briefings, should be made available broadly via the ASX and/or the Company website ahead of any presentation. Transcripts of any question-and-answer sessions should be provided on the website within a reasonable timeframe.

## **5. Media communication policy**

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If appropriate, the Committee will delegate the corporate communication of information of developments determined to be non-material to an authorised spokesperson for the purpose of media communication.

Unless otherwise advised, the nominated company spokespersons are the Chief Executive Officer and the General Manager External Affairs, or in their absence or if no one occupies such positions, the Company Secretary.

The spokespersons are entitled to clarify information publicly released through the ASX, but they should not add to or reveal material price sensitive matters. The Company Secretary will liaise with those persons about TPG Telecom's disclosure history to reduce the likelihood of inadvertent disclosure of such price sensitive matters.

## **6. Media speculation and rumours**

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TPG Telecom will not comment, affirmatively or negatively, on media speculation and rumors.

Should the ASX request that TPG Telecom make a definitive statement in response to a market speculation or rumor relating to TPG Telecom, TPG Telecom will respond to the ASX as required by the ASX Listing Rules.

## **7. Review**

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The Company Secretary is responsible for reviewing compliance with this Policy and suggesting changes to this Policy to take into account changed circumstances, the relevant ASX Listing Rules and current best practice recommendations.