

Disclosure and Communication Policy

1. Purpose

1.1 Visionflex Group's commitment to disclosure and communication

As an Australian public company, listed on the Australian Securities Exchange (ASX), Visionflex Group Limited ACN 138 897 533 (Company) must comply with the Australian *Corporations Act 2001* (Cth) (Act) and the ASX Listing Rules.

The Company is committed to the objective of promoting investor confidence and the rights of shareholders by:

- (a) complying with the continuous disclosure obligations imposed by law;
- (b) ensuring that market releases are presented in a factual, clear and balanced way;
- (c) ensuring that all shareholders have equal and timely access to material information concerning the Company; and
- (d) communicating effectively with shareholders and making it easy for them to participate in general meetings.

This policy is also intended to provide for a process to assist in the production of accurate, balanced and clearly and objectively expressed market announcements which allow investors to appropriately assess the impact of the information when making investment decisions.

1.2 Policy scope

This policy outlines corporate governance measures adopted by the Company. It seeks to incorporate and reflect:

- (a) the disclosure obligations contained in the ASX Listing Rules;
- (b) Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;
- (c) the principles in Guidance Note 8 (Continuous Disclosure: Listing Rules 3.1 – 3.1B) issued by the ASX; and
- (d) the 10 principles set out in ASIC Regulatory Guide 62 Better disclosure for investors.

2. Application of this policy

This policy applies to all Directors, Officers, employees and contractors of the Company.

3. Continuous disclosure reporting obligations

3.1 What is the Company's continuous disclosure obligation?

- (a) The Company is listed on the ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act and civil and criminal penalties may result from a breach for the company and individuals.
- (b) In accordance with ASX Listing Rule 3.1, the Company must immediately notify ASX if it the Company becomes aware of any information regarding the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities unless an exception under the ASX Listing Rule applies at that time.

3.2 When is the Company aware of information?

The ASX Listing Rules state that the Company becomes aware of information if its Directors or Officers has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an Officer of the Company.

3.3 What does “immediately mean”?

“Immediately” means “promptly and without delay”. The standard of promptness expected by the market, the ASX and ASIC is very high; “promptly and without delay” means doing something 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).

3.4 What is “market sensitive information”?

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 securities. A reasonable person will be taken to have that expectation if the information would, or would be likely to, influence investors in deciding whether to buy, hold or sell the Company securities.

“Information” is given a broad meaning under the ASX Listing Rules and extends beyond facts to matters of opinion and intention.

3.5 What is “material”?

What is material depends on the Company’s business activities, size and place in the market.

A matter may be material even if there is little impact on the Company’s financial position and/or financial prospects. For example, the matter may have a significant impact on the Company’s reputation or perception of the Company’s strategy. In determining whether information was market sensitive, the ASX looks at the effect that the relevant information had on the market price when it was finally announced to the market. The ASX will generally apply the following materiality guidelines in assessing whether information was market sensitive:

- (a) if the market price of a security has moved 5% or less: the ASX generally regards this as confirmation that the information was not market sensitive;
- (b) if the market price of a security has moved 10% or more: the ASX generally regards the information as market sensitive and refer the potential breach to ASIC; or
- (c) if the market price of a security has moved between 5 and 10%: the ASX has regard to various factors to determine whether the information was market sensitive, including the nature and significance of the information, and the market capitalisation of the entity.

These are guidelines only and may not apply in all circumstances.

In assessing materiality, the Company will consider:

- The financial impact;
- The strategic impact;
- The regulatory or legal risk;
- The reputational impact; and
- The likely investor reaction.

Where judgement is required, the basis for the decision will be documented.

3.6 Exceptions to continuous disclosure obligation

The exceptions under Listing Rule 3.1A provide that disclosure under Listing Rule 3.1 is not required where all of the following three conditions are satisfied:

- (a) one or more of the following applies:
 - (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 internal management purposes of the Company; or
 - (v) the information is a trade secret; AND
- (b) the information is confidential and 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.

All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, the Company must immediately disclose the information to the ASX in accordance with this policy.

4. Disclosure roles and responsibilities

4.1 Disclosure Officers

The Board has appointed the Chief Executive Officer, the Chief Financial Officer and Company Secretary as the disclosure officers (Disclosure Officers). The Disclosure Officers will operate as a Disclosure Committee for the purposes of assessing disclosure matters and will ensure that material decisions and rationale are documented.

The Disclosure Officers are responsible for administering this policy and, in particular:

- (a) overseeing and coordinating all communication with ASX, investors, analysts, brokers, shareholder associations, the media and the public;
- (b) overseeing and coordinating the disclosure training and education of all Officers and employees to ensure that they understand the Company's disclosure obligations and what information may be market sensitive; and
- (c) collecting and recording all potential market sensitive information concerning the Company and making auditable disclosure decisions, subject to the approval requirements set out in 4.4 and 4.5.

The Disclosure Officers may delegate aspects of administering this policy to other Officers and employees. The delegation may be general or specific to a particular matter.

4.2 Reporting processes

The Disclosure Officers are responsible for ensuring that all Board decisions that must be disclosed are dealt with by an appropriate company announcement. The process for reporting potentially market sensitive information is as follows:

- (a) if a **Director** considers that he or she is in possession of potentially market sensitive information, they should discuss the matter with the Chair or the Chief Executive Officer;
- (b) **senior managers** reporting to either the Chief Executive Officer or the Chief Financial Officer

must immediately make the Disclosure Officers aware of any matter that they consider may be material for continuous disclosure purposes;

- (c) **other Officers and employees** who consider that they may be aware of potentially market sensitive information must immediately inform their manager who should ensure that it is passed on to an appropriate senior manager to ensure that the Chief Executive Officer or Chief Financial Officer are informed.

Officers and employees must disclose all potentially significant information concerning the Company even if they consider that the information is not market sensitive or an exception to disclosure applies.

All employees must escalate potential market sensitive information promptly. The expected internal timeframes are as follows:

- (a) escalation to manager: within 24 hours;
- (b) escalation to Disclosure Officers: same business day;
- (c) assessment: as soon as practicable.

4.3 Assessment of information by Disclosure Officers

The Disclosure Officers must decide whether any information of which the Company is or becomes aware must be disclosed to ASX by assessing whether the information meets the market sensitive test in section 3.1 or whether it need not be disclosed due to the exception in section 3.5.

Where a decision is not clear-cut, the rationale for the decision, should be recorded in writing.

4.4 Disclosure Register

The Company will maintain a Disclosure Register recording:

- (a) matters considered;
- (b) decisions and rationale;
- (c) reliance on exceptions;
- (d) approvals.

The disclosure register will be maintained by the Company Secretary.

4.5 Approval for disclosure to ASX

If the Disclosure Officers believe information must be disclosed, the Disclosure Officers must seek approval for disclosure of the information to ASX as follows:

- (a) in the first instance, approval from the Board;
- (b) if it is not practicable to seek approval from the Board (recognising the requirement to immediately disclose market sensitive information), the Disclosure Officers must seek approval from:
 - (i) the Chair; or
 - (ii) in the Chair's absence – the Chair of the Audit & Risk Committee (if applicable); and
- (c) if, in exceptional circumstances, the Board and the Chair (and the Chair of Audit & Risk Committee) (if applicable) are not available, two Disclosure Officers jointly have authority to approve disclosure of the information to ASX.

4.6 Request for information by ASX – False market

If ASX asks the Company for information to correct or prevent a false market, the Disclosure Officers must consider the request and seek approval for any disclosures in accordance with section 4.4 above.

4.7 Content of disclosure

Any disclosure made pursuant to this policy should contain sufficient detail for investors or their professional advisers to understand assess its impact on the price or value of the Company's securities. The Company has a duty not to disclose information in a way that could mislead the market. Appropriate care must be taken to ensure that the content of any announcement accurately discloses the material information.

4.8 Disclosure to ASX and dissemination

When disclosure of information under section 4.4 or 4.5 has been approved, the Company Secretary must immediately lodge that information with ASX in the manner prescribed by the ASX Listing Rules.

Information lodged with ASX must not be released publicly by the Company until the Company has received formal confirmation from ASX that the information has been released.

Once the Company has received formal confirmation from ASX, it must promptly post the information on the Company's website. The Company may simultaneously or subsequently release the information in any other manner it considers appropriate including issuing a media release, conducting a press conference or mailing details to the Company's security holders.

4.9 Request for trading halts

In some circumstances it may be necessary to allow the Company a period of time to prepare and release an announcement to ASX in a timely manner while ensuring trading on ASX is not occurring in an uninformed manner. Only the Disclosure Officers are authorised to request a trading halt from ASX. Before requesting a trading halt, the Disclosure Officers must seek approval to do so from:

- (a) In the first instance, the Board; or
- (b) where convening a Board Meeting is not practicable, the Chair; or
- (c) in the Chair's absence, the Chair of the Audit and Risk Committee (if applicable); or
- (d) any other Director.

However, it is recognised that the Company may be required to submit a trading halt expeditiously and that it may not always be practicable for the approval of the Board to be sought (depending upon the circumstances).

4.10 Board review of continuous disclosure matters

The Company must ensure that the Board receives copies of all material market announcements promptly after they have been made. Additionally, as a standing agenda item at each Board meeting, the Directors will raise and consider whether there is any information (including any matters reported to or discussed at the Board meeting) that may potentially need to be disclosed to the market pursuant to the Company's continuous disclosure obligation.

4.11 Matters requiring additional approval

- (a) While recognising the need to ensure that market sensitive information is disclosed to the ASX promptly and without delay, approval is obtained in advance from the Board where the market release relates to the following significant matters:

- (i) a material acquisition or disposal;
- (ii) takeovers, mergers, de-mergers, restructures, schemes of arrangement and all other transactions involving a transfer of control or significant change in the nature or scale of the Company's activities;
- (iii) share buybacks and capital reductions concerning the Company securities;
- (iv) equity capital raisings for the Company;
- (v) material market updates, including any earnings guidance for the Company or other releases regarding forecasts, or the future prospects of the Company;
- (vi) interim and final results;
- (vii) dividend policy and dividend determinations/declarations concerning the Company;
- (viii) any matter in respect of which directors make a recommendation to the Company shareholders; and
- (ix) any other matter that the Board determines to be a significant matter affecting the Company.

4.12 Role and responsibilities of the Company Secretary

- (a) The Company Secretary (or their delegate) is responsible for day to day communication with the ASX in relation to ASX Listing Rule matters and also for the general administration of this policy.
- (b) The Company Secretary (or their delegate):
 - (i) seeks to ensure that the ASX is immediately notified of any information which needs to be disclosed;
 - (ii) reviews Board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations;
 - (iii) approves routine administrative market releases; and
 - (iv) must ensure that the Board receives copies of all material market announcements promptly after they have been made.

4.13 Obligations of all officers, employees and contractors

- (a) This policy is made available to all officers, employees and contractors.
- (b) All officers, employees and contractors are responsible for identifying and reporting potentially material information as soon as they become aware of that information. This information should immediately be brought to the attention to any of the Disclosure Officers and where they are not available, the Chair.
- (c) All potentially material information must be reported in accordance with this policy, even if you are of the view that it is not 'material information' that requires disclosure. Your view on materiality can (and should) be share when you report the information, but this will not be determinative. The Disclosure Officers in consultation with the Board (as appropriate) will determine whether the information is material and requires disclosure.
- (d) All officers, employees and contractors are subject to a duty of confidentiality in relation to all information concerning the Company. It is very important that information is kept confidential, as this will assist the Company to manage its disclosure obligations. They are to ensure that there is no inadvertent disclosure of confidential information which may be

construed as material information, whether verbally or in correspondence or social media, including personal contacts and personal social media accounts.

5. Disclosure matters generally

5.1 Inform the ASX first

- (a) The Company does not release any information publicly that is required to be disclosed through the ASX until the Company has received formal confirmation of its release to the market by the ASX, unless otherwise permitted by the ASX Listing Rules.
- (b) Information is not given to the media before it is given to the ASX, even on an embargo basis.

5.2 Confidentiality

If the Company is relying on an exception to ASX Listing Rule 3.1 or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality procedures must be observed. A leak of confidential information will immediately deny the Company the benefit of the exception. Information about a matter involving the Company may cease to be confidential if there is:

- (a) a reasonably specific and accurate media or analyst report about the matter;
- (b) a reasonably specific and accurate rumour known to be circulating in the market about the matter; or
- (c) a sudden and significant movement in the market price or traded volumes of the Company's securities that cannot be explained by other events or circumstances.

5.3 Correcting a false market and market speculation

- (a) Generally, the Company does not respond to market speculation or rumours unless a response is required by law or the ASX. If the ASX considers that there is, or is likely to be, a false market in the Company securities and asks the Company to provide information to correct or prevent a false market, the Company will give the ASX the information needed to correct or prevent the false market.
- (b) The exceptions in Listing Rule 3.1A do not apply to requests from the ASX for information.
- (c) If any material information disclosed to the market becomes incorrect, the Company will release an announcement correcting or updating the information.

6. Market communication

6.1 Website communication

The Company posts on its website relevant market releases and related information, including slides and presentations to be used in analyst or media briefings, after this information has been given to the ASX and as soon as reasonably practicable following confirmation of release to the market by the ASX.

6.2 Analyst reports

- (a) If requested, the Company may review analyst reports. the Company's policy is that it only reviews these reports to clarify historical information and correct factual inaccuracies (provided this can be achieved using information that has been disclosed to the market generally).

- (b) No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company communicates this policy whenever asked to review an analyst report.
- (c) If market sensitive information which has not been given to ASX has been released to a section of the market (e.g. at an investor or analyst briefing or at a meeting of security holders) or to a section of the public (e.g. at a media briefing or through its publication on a website or in social media), the Company must immediately give the information to ASX under ASX Listing Rule 3.1 in a form suitable for release to the market.
- (d) A copy of new and substantive investor or analyst presentation materials will be released on ASX market announcements platform ahead of the presentation.

6.3 Inadvertent disclosure or mistaken non-disclosure

If market sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, a Disclosure Officer must be immediately contacted so that appropriate action can be taken including, if required, announcing the information through the ASX and then posting it on the Company's website.

6.4 Forward-looking statements and market guidance

Forward-looking statements and guidance must:

- (a) be based on reasonable grounds;
- (b) disclose key assumptions;
- (c) include appropriate disclaimers;
- (d) be approved by the CEO

7. Media relations and public statements

7.1 Authorised spokespersons

Information concerning the Company may only be disclosed to external parties by authorised spokespersons appointed in accordance with this policy. In this regard the Chair and Chief Executive Officer, or any other person authorised by the Board, are generally the authorised spokespeople for disclosing information concerning the Company to the media.

7.2 Dealings with media, market speculation and rumour

Except in the circumstances where an announcement to ASX may be required, the Company generally does not respond to media comment (both conventional or social) or market speculation. Only certain individuals are authorised to speak to the media or other outside parties. If any Officers and employees receives a request for comment from an external investor, analyst or the media in relation to any matter concerning the Company they must advise that person that they are not authorised to speak on behalf of the Company and must refer the enquiries to the Chief Executive Officer.

Any information which is not public must be treated by all Officers and employees and associated parties as confidential and must not be disclosed by any of them except through the Company's reporting system or the procedures set out in this policy.

7.3 Social media

Employees must not comment on the Company's performance or respond to investor queries via social media.

7.4 Inquiries and requests for information

- (a) Any media inquiry that refers to market share, financial information or any matter which the recipient considers may be market sensitive is referred to the Disclosure Officers. All other significant enquiries or requests for information are referred to the CEO.
- (b) Any member of the management team asked to present at a conference or prearranged speaking engagement will obtain the approval of the CEO prior to accepting and conducting such an engagement. All materials intended to be used at such an engagement are reviewed in advance by the CEO and to the extent that they consider any material may be market sensitive, the relevant information is referred to the Disclosure Officers for review.

7.5 Media training

No person may act as a spokesperson for the Company unless they are an Authorised Spokesperson detailed in Clause 7.1 and have completed media and continuous disclosure training.

7.6 Guidelines

The guidelines outlined in this section 7 are subject to any directions given by the Board, either generally or in a particular instance.

8. Shareholder communication

8.1 General

The Company recognises the value of providing current and relevant information to its shareholders and facilitating effective two-way communication with investors. The Company is committed to ensuring that it provides timely and accurate information equally to all our shareholders and market participants regarding and in relation to the Company's financial performance, objectives, activities and governance.

8.2 Reports to shareholders

The Company produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the ASX Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about the Company in its reports to shareholders.

8.3 the Company's website

The Company Website is one of the means to actively communicate with shareholders and the market. Information about the Company is freely and readily available online on the Company Website and is kept available for a reasonable period. In particular, the 'Investor Reports' section on the Company Website is kept up to date to with the Company's investor communications and corporate governance information. The following information is readily accessible on the Company's website:

- (a) the Company's website contains information about the Company, including shareholder communications, market releases and related information. Investor information is posted in a separate section on the website from other material about the Company.
- (b) Relevant media releases, the Company financial data and the Company's charters and policies will also be available on the Company's website.
- (c) The website also provides information to assist shareholders in directing relevant inquiries to the Company's share registry.

8.4 Shareholder inquiries

Any shareholder inquiry about a shareholding that is not resolved by the share registry is referred to the Company Secretary or their delegate. Shareholder inquiries about corporate performance are referred to the CEO and inquiries or requests for corporate information are referred to the Company Secretary.

8.5 Use of electronic communication and other technology

- (a) Shareholders may elect to receive information by post rather than electronically. the Company will communicate electronically with shareholders who have not elected to receive information by post.
- (b) the Company may consider the use of other reliable technologies as they become widely available.

8.6 Shareholder meetings

Shareholder meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or by any other means included in the notice of meeting. The Company seeks to maximise shareholders' ability to participate and conducts its shareholder meetings in accordance with the Company's constitution, the Corporations Act and the ASX Listing Rules.

8.7 Notices of meetings

The form, content and delivery of notices of general meetings comply with the Company's constitution, the Corporations Act and ASX Listing Rules. Notices of meeting and accompanying explanatory notes will clearly, concisely and accurately set out the nature of the business to be considered at the meeting. the Company places notices of general meetings and accompanying explanatory material on the Company's website and provides them to shareholders as required under the Corporations Act.

8.8 Auditor to attend AGM

The external auditor will attend the annual general meeting and will be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

8.9 Shareholder privacy

The Company recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details are only used in accordance with applicable privacy laws.

9. Definitions

Term	Definition
ASX	ASX Limited or Australian Securities Exchange as appropriate
ASX Listing Rules	The Listing Rules published by ASX
Board	All directors on the Board of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cwlth)
Disclosure Officers	Those individuals identified as Disclosure Officers in the Policy
CEO	Chief Executive Officer of the Company

Visionflex Group	Visionflex Group Limited and its controlled entities
Officer	Has the meaning given in section 9 of the Corporations Act and includes directors, company secretaries and senior managers of the Company

10. Policy Breaches

10.1 Strict compliance

Strict compliance with this policy is mandatory for all Officers and employees.

10.2 Consequences of breach for employees

Breaches of this policy will be taken very seriously by the Company and may lead to disciplinary action being taken against employees, including dismissal in serious cases.

11. Review

The Disclosure and Communication Policy will be reviewed regularly periodically and updated by the Board as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website or obtained from the Company Secretary.

12. Material Revisions

Version	Approval Date	Effective Date	Details
1.0	29 June 2020	29 June 2020	Disclosure and Communication Policy approved by the Board.
2.0	28 September 2023	28 September 2023	Disclosure and Communication Policy amended by the Board.
3.0	16 April 2025	16 April 2025	Disclosure and Communication Policy amended by the Board.
4.0	5 May 2026	5 May 2026	Disclosure and Communication Policy amended by the Board.