MAYFIELD CHILDCARE LIMITED
ACN 604 970 390
(Company)

CONTINUOUS DISCLOSURE POLICY

(Approved by the Board on 4 August 2026)

1. Introduction

Mayfield Childcare Limited (**Mayfield** or the **Company**) is listed on the Australian Securities Exchange (**ASX**) and has significant obligations under the *Corporations Act 2001* (Cth) (the **Act**) and the ASX Listing Rules to keep the market fully aware of information which may have a material effect on the price or value of the Company's securities.

Under the ASX Listing Rules, the Company must immediately disclose Material information to the market. Material information is information that a reasonable person would expect to have a material effect on the price or value of Company Securities.

The Company is committed to ensuring full and timely disclosure of material information in accordance with the ASX Listing Rules, the ASX Corporate Governance Principles and Recommendations (4th Edition) and the Corporations Act.

2. Defined terms

In this policy:

ASIC means the Australian Securities and Investments Commission.

ASX means the financial market operated by ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the directors of the Company from time to time, acting as a board.

CEO means the Chief Executive Officer/Managing Director of the Company.

Company means Mayfield Childcare Limited ACN 604 970 390.

Company Secretary means the company secretary of the Company from time to time.

Company Securities include securities in the Company, options over those securities and any other financial products of the Company traded on the ASX.

Corporations Act means the *Corporations Act 2001* (Cth), as re-enacted, amended or modified from time to time.

Disclosure Committee means the committee comprising the CEO and Company Secretary.

Disclosure Officer means the Company Secretary.

Employee means any person employed by the Company on any basis.

Group means the Company and its controlled entities.

Material Information means any information that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Some examples of the types of information that may need to be disclosed include, but are not limited to:

- a transaction that will lead to a significant change in the nature or scale of the Group's activities;
- a change in revenue or profit or loss forecasts that is materially different from market expectations;
- a change in asset values or liabilities;
- a change in tax or accounting policy;
- a decision of a regulatory authority in relation to the Group's business;
- a relationship with a new or existing significant customer or supplier;
- a formation or termination of a joint venture or strategic alliance;

- the granting or withdrawal of a material license;
- an entry into, variation or termination of a major contract;
- a significant transaction, such as an acquisition or disposal, involving the Group;
- giving or receiving notice of intention to make a takeover;
- any rating applied by a rating agency to the Company or Company Securities and any change to such a rating;
- a labour dispute;
- a threat, commencement or settlement or resolution of any material litigation or claim;
- the appointment of a liquidator, administrator or receiver;
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
- undersubscriptions or oversubscriptions to an issue of securities (a proposed issue of securities is separately notifiable to ASX under Listing Rule 3.10.3);
- the lodging of a document containing material information with an overseas exchange or financial market or other regulator so that it is public in that country;
- an agreement between the Company and a related party such as one of its directors or one of their controlled entities;
- cyber security incidents, data breaches or ransomware events that may have a material operational, financial or reputational impact on the Company;
- material changes to previously disclosed sustainability targets, climate-related commitments, climate transition plans or emissions data; or
- a director's ill health or death.

Officer means a director or Secretary of the Company, or any other person who makes or participates in making decisions that affect the whole, or a substantial part, of the Company (including Senior Management)**.**

Senior Management means any employee who is a direct report of the CEO.

3. Objective

The objective of this policy is to:

(a) ensure that the Company immediately (meaning, 'promptly and without delay') discloses all material information to ASX in accordance with the ASX Listing Rules and the Corporations Act;

(b) ensure that the Company's Officers and Employees are aware of the Company's continuous disclosure obligations; and

(c) establish procedures for:

(i) the collection of all potentially material information;

(ii) assessing whether information must be disclosed to ASX under the ASX Listing Rules or under the Corporations Act and, if it is to be disclosed, that its announcement is factual, complete, balanced and expressed in a clear and subjective manner that allows an investor to assess the impact of the information when making an investment decision;

(iii) releasing to the ASX information determined to be material and required to be disclosed so that all investors have equal and timely access to this information; and

(iv) responding to any queries from the ASX (particularly queries under Listing Rule 3.1B).

4. Continuous Disclosure Obligations

The Board is responsible for approving and monitoring compliance with this policy.

ASX Listing Rule 3.1 requires that the Company must immediately notify the ASX of any information the Company becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Exceptions to this rule are outlined in Chapter 3 of the ASX Listing Rules.

The Board has authorised the Disclosure Committee to have responsibility for:

(a) discussing and deciding if information should be disclosed to the ASX (subject to any overriding authority of the Board, including in accordance with this policy);

(b) ensuring compliance with the Company's continuous disclosure obligations;

(c) establishing a system to monitor compliance with the Company's continuous disclosure obligations and this policy;

(d) monitoring regulatory developments so that amendments necessary to ensure that this policy continues to conform with those requirements can be considered by the Board; and

(e) monitoring changes in the market price of, and trading volume in, Company Securities to identify, and if necessary, take action to remedy, a potential false or disorderly market in the Company's Securities (subject to any overriding authority of the Board).

(f) Effective 26 June 2025, the ASX introduced a Close Review Procedure allowing the ASX to place an entity with repeated or material disclosure deficiencies on a six-month Close Review Period, during which all ASX announcements are required to be reviewed by ASX Compliance prior to release. Entities subject to Close Review will be publicly identified by ASX.

(g) Where an entity remains on Close Review for more than 12 months, ASX may initiate a formal show cause process. This regime represents a material enhancement to ASX's enforcement framework and carries significant operational and reputational consequences. Accordingly, ongoing compliance with the Company's continuous disclosure obligations is a critical focus for the Board of Directors and Senior Management.

5. Disclosure Officer

The Board has appointed the Company Secretary to act as the Disclosure Officer.

The Disclosure Officer is the primary point of contact with the ASX and is responsible for:

(a) preparing or overseeing the preparation of all announcements to be released to the ASX in accordance with the process described in section 6;

(b) communicating with the ASX about general matters concerning disclosure requirements and the ASX Listing Rules (in accordance with ASX Listing Rule 12.6);

(c) ensuring officers and employees of the Company are aware of and adequately understand:

(i) the Company's continuous disclosure obligations;

(ii) their responsibilities in relation to the Company's continuous disclosure obligations and to protect the confidentiality of information (including when instructing advisers or conducting negotiations in relation to any matter that may give rise to material information); and

(iii) this policy;

(d) if the Disclosure Officer thinks it necessary, implementing training sessions for Officers and Employees in relation to the Company's continuous disclosure obligations, their responsibilities

in relation to those obligations and the protection of confidential information and this policy;

(e) implementing and supervising procedures for reporting potentially material information;

(f) ensuring (by using all reasonable endeavours) that all announcements are:

(i) factual, objective and free from the use of any emotive or argumentative language;

(ii) balanced and free from any misleading or deceptive statements (including by omission);

(iii) do not omit material information;

(iv) are expressed in a clear, concise and effective manner; and

(v) to the extent that they contain financial information, compliant with the requirements of *ASIC Regulatory Guide 230 Disclosing non-IFRS financial information*,

in each case, so that investors can make fully informed investment decisions in response to that information.

The Disclosure Officer must maintain a file (**Disclosure File**) of:

(g) material disclosed to ASX; and

(h) communications with ASX under Listing Rule 3.19B.

The Disclosure Officer must report the information referred to in paragraph 5.3 to:

(i) the Chair;

(j) the CEO; and

(k) the Board,

at each regular Board meeting.

6. Disclosure Process

If an Employee or Officer of the Company becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to the Disclosure Officer or the CEO.

The Disclosure Officer, along with Senior Management, must ensure there are appropriate procedures in place within their areas of responsibility so that all potentially material information is reported to them immediately for on forwarding in accordance with this policy.

If an Officer or Employee is in doubt about whether information is material or not, he or she must immediately give that information to the CEO or the Disclosure Officer for consideration.

All potentially material information must be reported to the Disclosure Committee, even if Senior Management is of the view that it is not material. Senior Management's view can (and should) be shared with the Disclosure Committee but is not determinative. The Disclosure Committee, and where required, the Board, is responsible for determining whether information is material and requires disclosure to the ASX.

All Employees and Officers are responsible for ensuring that the responsibilities assigned to them under this Policy are satisfied. It is important to understand that just because information is reported to the Disclosure Officer, the CEO and/or the Disclosure Committee, that does not mean that it will be disclosed to ASX.

7. Cyber incident disclosure protocol

Where a data breach or cyber security incident is reported to the Disclosure Committee, the Committee must:

(a) Assess the potential materiality of the incident, having regard to the nature, sensitivity and volume of data affected, the actual or potential operational impact, legal and regulatory notification obligations, and the likely financial and reputational consequences for the Company.

(b) Consider whether a trading halt should be requested to enable an orderly assessment of the incident and the preparation of accurate market disclosure, where there is a risk of disorderly trading or an uninformed market.

(c) Coordinate with Management to ensure that appropriate cyber incident response arrangements are in place, and that continuous disclosure obligations are considered in parallel with any notifications to regulators and authorities, including the Office of the Australian Information Commissioner, the Australian Signals Directorate and/or the National Cyber Security Coordinator, and any ransomware payment reporting obligations under the Cyber Security Act 2024 (Cth).

(d) Maintain and periodically review draft ASX announcement templates for use in connection with a cyber security incident, to facilitate timely, accurate and non-misleading disclosure as information is assessed and circumstances evolve.

8. Role of the Disclosure Committee

Subject to the Board's overriding authority, the Board has delegated primary responsibility for the implementation of this Policy and associated obligations to the Disclosure Committee.

The Disclosure Committee is responsible in the first instance for deciding if information should be disclosed. Accordingly, all potentially material information must be given to the Disclosure Committee for their consideration as to whether such information needs disclosure.

Where any information is reported to the Disclosure Committee under this Policy, the Disclosure Committee will, as appropriate:

(a) Review the information in question.

(b) Approve the release of any non-material, administrative-based specific information outlined in Chapter 3 of the ASX Listing Rules, including:

- Buy-backs (Rules 3.8A – 3.9)
- Changes in the entity's capital structure (Rule 3.10)
- Forthcoming release of securities from escrow (Rule 3.10A)
- Options (Rule 3.11)
- Forfeited Company securities (Rule 3.12)
- Meeting dates and outcomes (Rule 3.13)
- Changes in office location and contact details (Rule 3.14)
- Registers of Company securities (Rule 3.15)
- Changes in the Company's Chair, Directors, CEO, Company Secretary or Auditor (Rule 3.16.1 -3.16.2)
- Material terms of an employment, service or consultancy agreement with a Director, CEO, or a related party of a director or CEO and of any material variation to such an agreement (Rule 3.16.4)
- Documents sent to or received from Company security holders (Rule 3.17)

- Requisitions from Company security holders (Rule 3.17A)
- Information about loans included in assets (Rule 3.18)
- Ownership limits (Rule 3.19)
- Director's interests' notifications (Rules 3.19A – 3.19B)
- Corporate actions (Rule 3.20)
- Dividends or distributions (Rule 3.21)
- Interest payments (Rule 3.22)
- Liaise with the Board and seeking Board approval for the disclosure of any material information.
- Ensuring required periodic disclosures follows appropriate review and approval processes. Liaise with internal and external stakeholders and urgently seek any advice that is required to interpret the information provided.
- Consider whether a trading halt is required if the material information cannot be disclosed to the ASX immediately (refer section 14).

If the Disclosure Committee decides that information is material and therefore must be disclosed, the Disclosure Officer must:

(c) prepare an ASX announcement disclosing that information; and

(d) subject to section 4, provide that draft announcement to the Chair of the Board for its approval prior to release.

If in any doubt, the CEO or Disclosure Officer must refer the matter to the Board. The Disclosure Committee has standing authority to engage external legal counsel on an urgent basis to assist with disclosure assessments, where required.

If the Company is unable to make a disclosure to the ASX immediately (meaning, 'promptly and without delay') upon becoming aware of that material information (or if trading in Company Securities is suggestive of a false or disorderly market), then the CEO, the Disclosure Officer or the Board (as applicable) must apply for a trading halt.

Where any information is reported as referred to in paragraph 6.1, and the Disclosure Committee determines that the circumstances are developing but the information is not presently disclosable, the Disclosure Officer must oversee the preparation of an appropriate draft announcement to facilitate immediate disclosure of the information if it later becomes disclosable (for example, as a result of confidentiality being lost through a 'leak').

9. Role of the Board

It is the responsibility of the Board to approve the disclosure of matters that are clearly within the reserved powers of the Board (and responsibility for which has not been delegated to Senior Management) or matters that are otherwise of fundamental significance to the Company. Such matters include, but are not limited to:

- Significant profit upgrades or downgrades;
- Dividend policy or declarations;
- Company transforming events including mergers, acquisitions and divestments; and
- Material cyber security incidents or data breaches. The Board will be informed as soon as practicable and consulted where time permits.
- Material changes to previously disclosed sustainability targets or climate-related commitments.

- Any other matters that are determined by the Disclosure Committee or the Chair of the Board to be of significant importance to the Company.

Where an announcement is to be considered and approved by the Board, the Disclosure Officer and Disclosure Committee are to ensure that the Board is provided with all relevant information to ensure they fully comprehend the matter dealt with in the proposed announcement.

Where an announcement requires Board approval and must immediately be disclosed to the ASX, but the Board are unavailable for whatever reason, the usual process for making disclosures under section 8 must be followed to ensure compliance with continuous disclosure obligations. The announcement must then be considered by the Board at the first possible opportunity to determine what, if any, further steps are required to be taken.

All announcements made to the ASX will be circulated to the Board for their information by the Disclosure Officer after the announcement has been made.

At each Board meeting the Board will consider whether any matters reported or discussed require disclosure to the ASX in accordance with continuous disclosure obligations.

10. Exception to disclosure and confidentiality

Under ASX Listing Rule 3.1A, the Company does not have to give ASX information if:

(a) one or more of the following applies:

  (i) it would be a breach of the 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; or

  (v) the information is a trade secret;

(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.

When the Company is relying on an exception to Listing Rule 3.1 or is involved in a development that may eventually require reliance on an exception, appropriate confidentiality protocols must be adhered to. A leak of confidential information will immediately deny the Company the ability to withhold the information from the ASX and force the Company to make a 'premature' announcement.

11. False markets, market speculation and rumours

Market speculation and rumours, whether substantiated or not, have the potential to impact Company Securities. Speculation may also contain factual errors that could materially affect Company Securities.

The CEO will monitor movements in the price or trading activity of Company Securities to identify circumstances in which a false market may have emerged in Company Securities.

If the ASX asks the Company to give it information to correct or prevent a false market, the Disclosure Officer is responsible for giving the information to ASX after following the procedure in paragraph 6.

The Company's general policy is that it does not respond to market speculation or rumours.

However, the Disclosure Committee or the Board (as applicable) may decide to make a statement in response to market speculation or rumours if:

(a) they consider that the Company is obliged at that time to make a statement to the market about

a particular matter;

(b) consider it prudent in order to prevent or correct a false market occurring in Company Securities; or

(c) ASX asks for information.

12. Public release of disclosed information

The Company will publicly release all information disclosed to the ASX under this policy by placing it on its website.

The Disclosure Officer must be provided with confirmation from the ASX that the information has been released to the market, before publicly discussing or otherwise publishing the information.

13. Trading halts

The Company may ask the ASX to halt trading in Company Securities to:

(a) maintain orderly trading in its securities; and

(b) manage its continuous disclosure obligations.

Decisions about trading halts are made following consultation between the Disclosure Committee and the Board. If such decision is required to be made on an urgent basis and Board consultation is not possible, the CEO or his or her delegate shall consult the Disclosure Officer.

14. Authorised spokespersons

Only the CEO or the Chair of the Board (or a person authorised by the CEO) may speak on behalf of the Company to institutional investors, stockbroking analysts and the media.

The CEO or the Chair of the Board may only clarify information that the Company has publicly released and must not comment on material information that has not been released to the market.

The Company will not expressly or implicitly give institutional investors or stockbroking analysts earnings forecast guidance that has not already been released to the market.

If other employees are asked to comment by an external investor, stockbroking analyst or the media in relation to any matter concerning the Group they must:

(a) say that they are not authorised to speak on behalf of the Company; and

(b) refer the investor, stockbroking analyst or media to the Disclosure Officer.

Before any media release can be issued, the Disclosure Officer must:

(c) review it;

(d) disclose it to ASX (if it contains material information); and

(e) if applicable, be provided with confirmation from ASX that the information in the media release has been released to the market before publicly discussing or otherwise publishing it.

No Employee may make any public communication that includes non-public, price-sensitive or commercially sensitive information relating to the Company on any social media platform or online forum (including, without limitation, LinkedIn, Twitter/X, Facebook and investor or discussion forums) without the prior approval of the CEO or the Company Secretary.

The Company may monitor relevant social media channels, investor blogs and online forums for commentary concerning the Company that may indicate a loss of confidentiality or the emergence of a false or uninformed market.

15. Open briefings to institutional investors and stockbroking analysts

The Company may hold open briefings with institutional investors or stockbroking analysts to discuss information that has been released to the market.

For the purposes of this policy:

(a) public speeches and presentations by the CEO or the Chair of the Board are open briefings; and

(b) any meeting that is not an open meeting is a one-on-one briefing.

Material information that has not been released to the market must not be disclosed at open briefings.

If a question raised in a briefing can only be answered by disclosing material information, employees must:

(c) decline to answer the question; or

(d) take the question on notice and wait until the Company releases the information to the market through the ASX.

If an employee participating in a briefing thinks that something has been disclosed that might be material information that has not been publicly released, he or she must immediately inform the Chair, CEO or Disclosure Officer.

Before any open briefing, the Company will inform the market about the briefing (and, if presentation slides will be used, those presentation slides will also be released to the market).

16. One-on-one briefings with institutional investors and stockbroking analysts

It is in the interests of Shareholders that institutional investors and stockbroking analysts have a thorough understanding of the Group's businesses, operations and activities.

The Company may hold one-on-one briefings with institutional investors and stockbroking analysts. At these briefings, the Company may give background and technical information to help institutional investors and stockbroking analysts better understand its business operations and activities.

For the purposes of this policy, a one-on-one briefing includes any communication between the Company and an institutional investor or a stockbroking analyst.

Material information that has not been released to the market must not be disclosed at one-on-one briefings.

File notes must be made of all one-on-one briefings and kept for a reasonable period.

If an employee participating in a one-on-one briefing thinks that something has been disclosed that might be material information that has not been publicly released, he or she must immediately inform the Chair, CEO or the Disclosure Officer.

Before any series of one-on-one briefings, the relevant employee must inform the Disclosure Officer of information to be disclosed at the briefing.

17. Presentation and briefing materials

Any presentation or briefing materials for open or one-on-one briefings must be given to the CEO or the Disclosure Officer before the briefing to determine if they contain any material information that has not been released to the market.

18. 'Blackout' periods

To protect against inadvertent disclosure of material information, the Company will not hold one-on-one

or open briefings (except to deal with matters subject to an announcement through the ASX) between:

(a) the end of its financial reporting periods and the announcement of results to the market; and

(b) sending notice of an Annual General Meeting to Shareholders and the holding of the meeting.

19. Review of reports by analysts

The Company is not responsible for, and does not endorse, reports by analysts commenting on the Company.

The Company does not incorporate reports of analysts in its corporate information, including on its website (this also extends to hyperlinks to websites of analysts).

If an analyst sends a draft report to the Company for comment:

(a) employees must immediately send it to the CEO or the Disclosure Officer;

(b) any response to it will not include material information that has not been disclosed to the market;

(c) it will only be reviewed to correct factual inaccuracies on historical matters; and

(d) no comment will be made on any profit forecasts contained in it.

Any correction of a factual inaccuracy does not imply that the Company endorses an analyst research report.

A standard disclaimer will be made in any response to an analyst.

20. Contraventions and consequences

The Company contravenes its continuous disclosure obligations if it fails to notify the ASX of information required by ASX Listing Rule 3.1. Either the ASX or ASIC may take action upon suspected contravention. The consequences of contravention include:

- suspending trading in the Company's shares or, in extreme cases, delisting the Company from the ASX;
- criminal liability which attracts substantial monetary fines;
- civil liability for any loss or damage suffered by any person as a result of the failure to disclose relevant information to the ASX; and
- risk of class action being brought against the Company.

The Company's officers (including its directors), employees or advisers who are involved in any contravention of the Company's continuous disclosure obligations may also face criminal penalties and civil liability. Substantial penalties or imprisonments, or both, may apply.

Significant civil and criminal penalties apply under the Corporations Act for contraventions of the Company's continuous disclosure obligations, including substantial monetary penalties that may be imposed on both the Company and individual Officers involved in the contravention.

Regulatory consequences may also arise from non-compliance with the ASX Listing Rules, including supervisory or enforcement action by ASX in accordance with its published compliance and enforcement processes (refer to section 4 of this Policy).

Further information on the consequences of continuous disclosure contraventions, including current penalty settings, is available on the ASIC website.

21. Questions

Any questions about the Company's continuous disclosure obligations or this policy should be referred to the Disclosure Officer.

22. Whistleblower Policy

Information received through the Company's Whistleblower Policy channels must be referred to the Disclosure Committee for assessment of any potential continuous disclosure implications in accordance with this Policy.

All personnel should be aware that reporting concerns about potential breaches of this Policy or the Company's insider trading obligations is protected under Part 9.4AAA of the Corporations Act.

23. Review of Policy

The Company is committed to monitoring the effectiveness of its policy, processes and procedures in line with the ASX Listing Rules.

This Policy will be reviewed at least annually.

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time.