



Australian Leisure and Entertainment Property Management Limited

CONTINUOUS DISCLOSURE POLICY

Objective

The purpose of this Continuous Disclosure Policy is to assist ALE Property Group in complying with its continuous disclosure obligations under the Corporations Act 2001 (Cth) (***Corporations Act***), the Australian Securities Exchange (***ASX***) Listing Rules and ASX Corporate Governance Principles and Recommendations No 5.1. This policy should be read in conjunction with the Communication Policy.

The Board is committed to providing accurate and balanced market announcements which, are expressed in a clear and objective manner.

Background

Listing Rules 3.1, 3.1A and 3.1B provide:

- 3.1 *Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information.*
- 3.1A *Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:*
- 3.1A.1 *One or more of the following 5 situations applies:*
- *It would be a breach of a law to disclose the information;*
 - *The information concerns an incomplete proposal or negotiation;*
 - *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
 - *The information is generated for the internal management purposes of the entity; or*
 - *The information is a trade secret; and*
- 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
- 3.1A.3 *A reasonable person would not expect the information to be disclosed.*
- 3.1B *If ASX considers that there is or is likely to be a false market in an entity's securities and asks the entity to give it information to correct*

or prevent a false market, the entity must immediately give ASX that information.

Knowledge: The Listing rule applies to information that a director or executive officer not only has in his or her possession, but also ought reasonably to have in his or her possession. Disclosure must be made as soon as a director or executive officer becomes aware or ought to be aware of the information.

Immediate: The word does not mean 'instantaneously', but 'promptly and without delay', doing it as quickly as it can be done in the circumstances. For example, the matter should not be delayed or postponed for consideration at a weekly or monthly meeting before responding.

1. Policy/Procedure

1.1 ASX Announcements

Using the materiality guidelines set out below, directors and staff are to liaise with the Company Secretary and Managing Director (MD) to ascertain whether or not the information must be disclosed to the ASX.

They will then discuss whether the matter should be disclosed or the nature or extent of disclosure, with the Chairman or another director, keeping in mind that an obligation to make immediate disclosure under ASX Listing Rule 3.1 applies.

When it has been decided the ASX must be informed, the relevant staff member, in conjunction with the Company Secretary and/or MD, will draft the necessary release immediately (promptly and without delay).

A copy of the release must be provided to the MD for final vetting and approval. Releases that contain matters of an administrative only nature may be reviewed and approved by the Company Secretary or MD.

The Company Secretary will then arrange for the approved release to be sent to the ASX immediately, then to any other relevant party and posted on to ALE's website once acknowledgement is received from the ASX.

1.2 Trading Halts

ALE Property Group may seek an ASX trading halt pending an announcement where it may take time to assess information or where for any reason there is going to be a delay in the release of the announcement under Listing Rule 3.1 and the market is trading during any part of the delay.

The MD and Company Secretary will determine whether to apply to ASX for a trading halt. They will discuss the matter with the Chairman or another director

if he is not available. They may then seek input where practical from the full Board and ALE Property Group's legal advisers.

1.3 The exceptions to immediate disclosure

As set out above, Listing Rule 3.1A sets out exceptions to the requirement to make immediate disclosure of market sensitive information under Listing Rule 3.1.

Unless the requirements in all three Listing Rules 3.1A1, 3.1A2 and 3.1A3 are satisfied in respect of particular market sensitive information, Listing Rule 3.1A does not apply and ALE Property Group must disclose the information immediately under Listing Rule 3.1

Where staff become aware of a developing matter which is not yet required to be disclosed to the market but is likely to require disclosure in the future, the matter is to be notified to the MD and Company Secretary as soon as practicable. The MD and Company Secretary will then monitor the matter to ensure that ALE Property Group satisfies its obligations under Listing Rule 3.1.

1.4 Correcting or preventing a false market

False Market: refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery. This may arise, for example, where:

- an entity has made a false or misleading announcement;
- there is other false or misleading information, including a false rumour, circulating in the market; or
- a segment of the market is trading on the basis of market sensitive information that is not available to the market as a whole.

Where ALE Property Group becomes aware of a media or analyst report or market rumour that could lead to a false market in its securities, the Company Secretary and the Managing Director will discuss the matter and advise the Chairman or another director if he is not available to determine the next steps. Once determined the Company Secretary will contact the ASX listings adviser to discuss the situation

Based on ASX guidance on whether there is or could be a false market, the Company Secretary will discuss the scope of an announcement that it might need to be made to address that situation and whether it is appropriate for it to request a trading halt to prevent trading in securities in the meantime.

1.5 Other Matters requiring disclosure

Under separate ASX listing rules there are a number of matters that are required to be disclosed as follows:

- A change of Chairperson, director, MD or company secretary
- A change of auditor,

- Director's interests and a change in director's interests,
- Record date or any change to the record date,
- Notice of meeting,
- A copy of a document sent to a class of security holders,
- A change of address, telephone or facsimile of the registered office,
- A change of address of an office at which a register of securities is kept,
- Details of a reorganisation to be made to capital,
- A recommendation or declaration of a dividend or distribution.
- A recommendation or decision that a dividend or distribution will not be declared.
- A proposed issue of securities,
- The lodging of any disclosure document, PDS or Information Memorandum with ASIC, should also be lodged with the ASX,
- When a distribution plan is established or amended,
- A proposed buy back of securities

1.6 Examples of information that may require disclosure

The following provides a guide as to the type of information that may require disclosure under Listing Rule 3.1. This is not an exhaustive list. The determination of whether certain information is material (which is subject to continuous disclosure) necessarily involves the use of judgment.

Matters which may require disclosure *if material*, include:

- a change in the entity's financial forecast or expectation, or the fact that an entity's earnings will be materially different from guidance provided to the market.
- the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by it or any of its child entities.
- a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the entity's consolidated assets. Normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case.
- a change in the control of the responsible entity of a trust.
- a proposed change in the general character or nature of a trust.
- the entry into, variation or termination of a material agreement,
- the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility,
- under subscriptions or over subscriptions to an issue.
- a copy of a document containing market sensitive information that the entity lodges with an overseas stock exchange or other regulator which is available to the public. The copy given to ASX must be in English.
- information about the beneficial ownership of securities obtained under Part 6C.2 of the Corporations Act. [Under the Corporations Act, ALE Property Group may direct a security holder that has a relevant interest in ALE Property Group's securities to disclose full details to ALE Property Group of their relevant interest and the name and address of each other person who has a relevant interest in any of the securities].

- giving or receiving a notice of intention to make a takeover.
- an agreement between ALE Property Group (or a related party or subsidiary) and a director (or a related party of the director).
- a copy of any financial documents lodged with an overseas stock exchange or other regulator which is available to the public. The copy given to ASX must be in English.
- a change in accounting policy adopted
- any rating applied by a rating agency to ALE Property Group or any entity within the group and
- any change to such rating.

1.7 Disclosure of market sensitive contracts

Where ALE Property Group is to announce the signing of a market sensitive contract for an acquisition or disposal the following procedures should also be followed.

The person drafting the announcement should consider where to include information about:

- the name of the counterparty to the contract;
- a description of the assets or businesses proposed to be acquired or disposed of;
- the consideration for the acquisition or disposal;
- the expected date for completion of the acquisition or disposal;
- in the case of an acquisition, the intended source of funds to pay for the acquisition and, if that involves a capital raising, details of the capital raising, including the timetable and its effect on the total issued capital of the entity;
- in the case of a disposal, the intended use of funds (if any) received for the disposal;
- any material conditions that need to be satisfied before the contract becomes legally binding or proceeds to completion;
- any securityholder approvals that may be required in relation to the transaction and the timetable for those approvals;
- any changes to the Board or senior management proposed as a consequence of the transaction; and
- any other material information relevant to assessing the impact of the transaction on the price or value of the entity's securities.

In relation to an announcement about the signing of a market sensitive contract with a third party the announcement should include information about:

- the name of the third party;
- the term of the contract;
- the nature of the services to be provided to the third party;
- the significance of the contract to ALE Property Group;
- any material conditions that need to be satisfied before the contract becomes legally binding; and
- any other material information relevant to assessing the impact of the contract on the price or value of the ALE Property Group's securities.

In disclosing the significance of the contract, consideration should also be given to any forward-looking statements. For example, a statement about the projected revenue to be derived under the contract or any other projection that is a proxy for revenue will be a forward-looking statement and therefore must have a reasonable basis in fact or else it will be deemed to be misleading.

1.8 Board reporting

On a quarterly basis, the Company Secretary will report to the Board details of all releases to the ASX.

All material ASX announcements will be sent by email to all Directors promptly after they have been released to the market.

1.9 Materiality Guidelines

Section 677 of the Corporations Act defines material effect on price or value where:

a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information 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 first mentioned securities.

Information may include information necessary to prevent or correct a false market.

A confidentiality agreement must not prevent an entity from complying with its obligations under the Listing Rules, and in particular, its obligation to give ASX information for release to the market where required by the rules.

Determining what is and is not material for Stapled Securities is not clear cut. The following are rules of thumb and should not be considered to be definitive. As a starting point, transactions (including contracts, purchases, investments, contingent liabilities) having a value or financial effect equivalent to 5% or more of distributable profit or market capitalisation/net assets must be regarded for consideration as material and reportable.

However, matters can be material irrespective of discernible dollar value. Some other tests that should be applied are:

- Is it sufficiently significant to affect the price that any informed investor would be prepared to pay for Stapled Securities?
- Would it have a significant effect on ALE Property Group's reputation if it were known?
- Could it impact on the ability of the ALE Property Group to operate or generate profits or its future profits?
- Is it in some other way significant, onerous or so removed from the ordinary expected course of business that it ought to be disclosed to potential investors?

1.10 Responsible Officers

The Managing Director is responsible for ensuring that ALE Property Group complies with the Policy.

The Company Secretary is responsible for overseeing and coordinating the disclosures to the ASX, analysts, brokers, security holders, the media and the public.

References

Communications Policy
ASX Guidance Note 8 Continuous Disclosure
ASX Continuous Disclosure: An Abridged Guide
ASX Corporate Governance Principles and
Recommendation 5.1
ASIC RG 62 Better disclosure for investors.

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