



Continuous Disclosure Policy

Energy One Group Policy

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Energy One Limited

Level 13, 77 Pacific Highway,

North Sydney, NSW 2060

www.energyone.com

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1 Introduction

Energy One is an ASX listed company which provides software and services to international energy market customers. Energy One (the “company” or “group”) has corporate offices across Australia and in the UK, France and Belgium and services clients in Australia and New Zealand, United Kingdom and Europe, North America and Asia Pacific.

1.1 Scope

This policy applies to all company individuals working at all levels (whether permanent, fixed term or temporary), consultants, contractors, and any other person providing services to us.

This policy does not form part of any contract of employment or other contract to provide services.

1.2 Purpose

The purpose of this policy is to: -

- (a) Set out EOL’s commitment to providing investors and broader stakeholders (“the market”) with timely and full relevant information
- (b) Set out our responsibilities, and the responsibilities of those working for and on our behalf, in observing and upholding our position on continuous disclosure; and
- (c) Provide information and guidance to those working for and on our behalf on how to recognise and deal with continuous disclosure issues.

1.3 Policy Statement

It is our policy to conduct our business in an honest and ethical manner and to ensure we provide the market with full and relevant information that is compliant with ASX listing requirements and the needs of the market more broadly.

All employees and directors have both a legal and ethical obligation to our investors and boarder stakeholders to ensure that market sensitive information is fully disclosed in a timely manner.

1.4 Definitions

ASX Release means a communication lodged with, accepted by and released to the market by way of the ASX MAP

MAP means the ASX Market Announcements Platform (MAP)

Market Sensitive Information is information:

- that would reasonably be expected to influence a person to buy or sell shares in EOL or
- information that would make you feel like “inside trading” if you were to buy or sell shares on the basis of information you have but is not available to the market.

Region Chief Executive Officer means the executive head of Australasia and Europe businesses.

1.5 Effective Date

20 September 2022

2 Policy Requirements

2.1 Employees must report market sensitive information

- 1) If an employee becomes aware of **potentially** market sensitive information they must immediately report this information to their Regional Chief Executive Officer, the Group Chief Financial Officer or the Group Chief Executive Officer
- 2) A Regional CEO or the Group CEO must immediately notify the Group Chief Financial Officer if they become aware of market sensitive information either directly or through an employee
- 3) When reporting information employees should ensure all relevant details are provided to enable the Group CEO and EOL Board to fully consider the matters raised
- 4) Reporting information does not mean the information will be released and the EOL Board Chairman and wider Board will decide whether the information is released to the market. The Board Chairman and Board may choose to take the advice of external legal counsel in reaching this decision.
- 5) EOL will from time to time provide employees with material to assist in determining what is potentially market sensitive information

2.2 Information EOL must disclose

ASX listing Rule 3.1 requires “immediate” disclosure (promptly and without delay) of any information concerning EOL which a reasonable person would expect may have a material effect on the price or value of shares and/or other securities of EOL. This is typically referred to as “market sensitive information”.

There are civil and criminal penalties for company officers for non-compliance.

The following is not a definitive or exhaustive list of what should be disclosed and disclosure is often a matter of fact as well as opinion. Items for disclosure include:

- a transaction that will lead to a significant change in the nature or scale of EOL’s activities
- a material acquisition or disposal
- the entry into, variation, or termination of a material customer, supplier or banking agreement
- An IT system disruption that is likely to cause ongoing significant disruption to services eg. ransomware, denial of service or other cyber attacks
- The resignation or termination of employment of a director or a person named as “Key Management Personnel” in EOL’s Annual report
- EOL’s Board approved earnings are forecast to be materially different from market expectations
- the appointment of a liquidator, administrator or receiver to EOL
- communication from a financier that an event of default or other event may lead to termination of a material finance facility
- giving or receiving a notice of intention to make a takeover
- any rating applied by a rating agency to EOL and any change to such a rating.

There are some exceptions that apply to ASX Listing Rule 3.1 (for example, if the matter is confidential and concerns an incomplete proposal or negotiation). An incomplete proposal or negotiation would typically include an acquisition agreement in progress without legally binding terms having been reached. The Board will determine if these exceptions apply.

When issuing cleansing notices on the issuing of shares it should be noted that the exceptions to rule 3.1 typically do not apply.

2.3 Authorised employees may communicate with third parties

- 1) EOL will not disclose any market sensitive information to third parties until the information has been released to the market by way of ASX release
- 2) Employees should not speak or communicate to third parties such as analysts, investors or media about any EOL matter unless authorised by the Board and on confirmation from the Company Secretary that the information has been released to the market. Communication includes via social media platforms. Speaking or communicating with third parties creates inherent risks in terms of EOL complying with its continuous disclosure obligations
- 3) The following summarises persons authorised to communicate with the persons listed in column two:

Authorised Spokesperson	Authorised to Communicate With
EOL Chairman	All persons
Group CEO	All persons
Group CFO / Company Secretary	Analysts, EOL investors and Bankers

The authorised spokesperson will communicate with the Company Secretary to ensure all proposed communications comply with this policy.

- 4) The authorised spokesperson in the above table may authorise other EOL executives (eg. Regional CEO's), General Managers or EOL specialists to communicate within the bounds of their area of concern / expertise.
- 5) The Company Secretary will be the person responsible for communicating with ASIC with respect to ASX Listing Rules and Corporations Act (2001) requirements
- 6) EOL has policies and internal procedures with respect to social media and these must also be adhered to. Any communication on social media is considered to be a communication to which this policy applies.

2.4 Disclosure decisions are made by the Board

- 1) The Board will endeavour to operate with as many of its members present as practicable. Decisions of the Board will be made in accordance with the Board Charter. Decisions may be made by the CEO alone if no other Board members are available and a decision is required for the Company to comply with its disclosure obligations.

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- 2) If the Board determines that a matter may require disclosure, it will promptly advise the CEO unless the CEO is already aware of this through participation on the Board. The CEO is ultimately responsible for the disclosure of information under this Policy, and so it is a responsibility of the other Board members to ensure that the CEO is kept informed of disclosure-related matters in a timely way.
 - 3) The EOL Board will be consulted on the disclosure of matters that are of fundamental significance to EOL, including:
 - significant transactions or events eg. acquisitions, material customer wins / losses, key employee hires / terminations or material redundancies (>5 employees)
 - dividend policy or declarations
 - earnings upgrades or downgrades
 - communicating IT systems disruption such as cyber attacks
 - resignation or termination of “Key management Personnel” employment
 - publishing or updating earnings or other guidance to the market
 - other matters that the EOL Chairman determines are of fundamental significance to EOL.
 - 4) If the EOL Board is consulted on an announcement, the CEO and Company Secretary will make all reasonable efforts to have the announcement considered and approved by the Board prior to release. If this approval cannot be obtained within a timeframe that is consistent with EOL’s continuous disclosure obligations, the announcement can be approved and released by the CEO in the normal way, provided all reasonable efforts are taken to obtain the approval of the EOL Chairman prior to the release. The announcement will then be considered by the EOL Board at the first possible opportunity following release to determine what, if any, further steps are required.
 - 5) At each Board meeting the Company Secretary will provide a summary of ASX announcements made in the previous month including who authorised the release.
 - 6) Company Secretary or Group Financial Controller may, without reference to the Board or the CEO, make administrative announcements of the type set out in Annexure A provided that such announcements have been approved by the persons identified in Annexure A.
 - 7) In the event that a person nominated in section 2.4 above is absent or unavailable to undertake their responsibilities in this Section 2.4, then their alternate listed in Annexure B will have the same responsibilities and authority as that position.

2.5 Preparing and releasing announcements

- 1) Where the Board determines that an announcement is required the Board Chair or CEO will oversee the preparation of the announcement. The Board Chair or CEO are responsible for the accuracy of any announcement as well as appropriate verification and external expert advice as is reasonably warranted.
- 2) Where information is reported under this policy and the Board decide that the current circumstances do not warrant disclosure the Board Chair and CEO should oversee a draft announcement to facilitate prompt disclosure if later required.
- 3) The Board Chairman will approve all announcements aside from those deemed administrative per Annexure A or other non-sensitive information releases. The Board Chairman's approval will be recorded by the Company Secretary.
- 4) The Board Chair, CEO or persons listed in annexure A (for the documents they are authorised to release) are the only EOL persons authorised to direct an ASX release.
- 5) All market sensitive disclosures will be made generally available by the ASX Market Announcements Platform (MAP) before they are communicated to any third parties. Communication to third parties should not occur until the Company secretary has confirmed release on MAP. Communication to third parties such as analysts, brokers, investors and media includes email, social media and website.
- 6) The Company Secretary will provide the Board with a copy of all market announcements on a timely basis after release.

2.6 Investor and Analyst materials

- 1) EOL will not disclose market sensitive information to investors or analysts unless it has been released to the market on ASX MAP and EOL has received confirmation of the release.
- 2) In the course of EOL's investor relations program EOL may meet with investors and analysts. In meetings and forums EOL will not disclose market sensitive information not previously provided to the market.
- 3) Any new or materially updated investor or analyst presentations will be released on MAP prior to the presentation.
- 4) Where practical EOL shall webcast its results briefings to investors and analysts with details of the webcast published in advance on MAP.

2.7 Blackout periods

- 1) EOL will not hold any investor or analyst briefings within a blackout period commencing 4 weeks before the end of the relevant reporting period and in alignment to the staff share trading policy. The Board Chair may approve briefings within this period.

2.8 Analysts reports and forecasts

- 1) The Chief Financial Officer will monitor and review analyst forecasts and in the case of forecasts being materially different to EOL management forecasts consider further guidance or information via MAP. In this situation to Board will consider whether further announcement is required and approve it accordingly.

2.9 Policy Review

This policy should be reviewed by the Risk Committee every two years or sooner if required.

Annexure A - Examples of Releases that do not require Board review

The following announcements do not require Board approval for uploading to MAP

Type of Announcement	Approver
Form 2A – Application for quoting of securities	CFO or their delegate
Form 3B – Proposed issue of securities	CFO or their delegate
Form 3H – Cessation of securities	CFO or their delegate
Meeting Logistical details	CFO or their delegate
Results of a Meeting	CFO or their delegate
Form 3Y – change of Directors interest	Individual Director and CFO or their delegate

Any release loaded to MAP must be peer reviewed by a person authorised to communicate under this policy per section 2.3 prior to lodgement. Review should also include appropriate internal and external experts as is reasonably required.

Annexure B- Authorised persons and their delegates

Person	Delegate
Board Chairman	Chairman Board Audit & Risk Committee
Managing Director and CEO	Chief Financial Officer
Chief Financial Officer	Group Financial Controller