



CONTINUOUS DISCLOSURE POLICY

1. Introduction

- 1.1 Promisia Healthcare Limited (Promisia) is listed on the NZX Main Board and must comply with the continuous disclosure provisions set out in the NZX Main Board Listing Rules.
- 1.2 The Special Division of the NZ Markets Disciplinary Tribunal regulates Promisia's compliance with its continuous disclosure obligations.

2. Objective

- 2.1 Promisia is committed to ensuring the timely disclosure of material information about the Promisia Group and to ensuring that Promisia complies with the NZX Main Board Listing Rules.
- 2.2 This policy sets out Promisia's policy to ensure material information is identified, reported, assessed and, where required, disclosed to the market in a timely manner.

3. Application

- 3.1 This policy applies to all directors, independent members of Board committees and employees (and all secondees, contractors and consultants) of the Promisia Group.

4. Disclosure obligation

- 4.1 Promisia will disclose material information to the market promptly and without delay upon it becoming aware of that information, unless an exception to disclosure applies.
- 4.2 Material information means any information that a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of Promisia's shares.
- 4.3 Promisia becomes "aware" of information if a director or Senior Manager of Promisia has, or ought reasonably to have, come into possession of the information in the course of his or her duties as a director or Senior Manager.
- 4.4 Material information must not be disclosed to a third party until Promisia has received confirmation that the material information has been disclosed to the market, unless an exception to disclosure applies.

5. Exceptions to disclosure

- 5.1 Disclosure is not required where all of the following conditions are satisfied:
 - 5.1.1 a reasonable person would not expect the information to be disclosed;
 - 5.1.2 the information is confidential and its confidentiality is maintained; and
 - 5.1.3 one or more of the following applies:
 - 5.1.4 the release of the information would be a breach of law;
 - 5.1.5 the information concerns an incomplete proposal or negotiation;
 - 5.1.6 the information comprises matters of supposition or is insufficiently definite to warrant disclosure;

5.1.7 the information is generated for Promisia's internal management purposes; or

5.1.8 the information is a trade secret.

5.2 The Chairman of the Board will advise whether an exception applies. The possibility that an exception applies does not affect the obligation for a director or employee to report information that is or may be material information in accordance with section 7 of this policy.

6. False market

6.1 Promisia will, promptly and without delay, disclose material information to the market to the extent necessary to prevent the development or subsistence of a false market for Promisia's shares (i.e. a market which is materially influenced by false or misleading information). Promisia will be required to disclose this information even when an exception to disclosure applies.

7. Identification, reporting, assessment and disclosure

7.1 Any employee who becomes aware of information that is or may be material information that is not generally available to the market, must promptly inform the Senior Manager responsible for his/her area.

7.2 Any Senior Manager or director who becomes aware of information that is or may be material information that is not generally available to the market must promptly consult the Chief Executive Officer, and with them collectively make a recommendation to the Chairman of the Board as to whether the information must be disclosed to the market. The Chief Executive Officer and Chairman of the Board will make the final decision as to whether the information must be disclosed.

7.3 Where the Chairman of the Board considers that a trading halt is required in order to enable Promisia to comply with its continuous disclosure obligations or where he/she considers a false market exists, the Chairman of the Board may request a trading halt.

7.4 The Chief Executive Officer and Chairperson of the Board will approve the form of any disclosure of material information to the market.

8. Shareholders, brokers and analysts

8.1 Promisia acknowledges the importance of its relationship with its shareholders, brokers and analysts, and will continue to engage with these stakeholders. However, Promisia will not under any circumstances disclose any information which is, or potentially is, material information unless it has been previously released to the market generally.

8.2 All engagement with shareholders and analysts must be handled by the Chief Executive Officer or Chairman of the Board, unless an employee has been given the appropriate prior authorisation.

9. Media

9.1 Employees must not deal with the media under any circumstances. All engagement with the media must be handled by the Chief Executive Officer or Chairman of the Board, unless an employee has been given the appropriate authorisation.

10. Delegation

10.1 If the Chairperson of the Board is unavailable, his/her authority is delegated to the Chairperson of the Audit and Risk Committee.

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