

Continuous Disclosure and Securityholder Communication Policy

1. Purpose

Abacus Group has obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules to keep the market fully informed of information that may have a material effect on the price or value of Abacus Group's securities. Breach of these obligations can have serious consequences for Abacus Group and individuals involved.

This Continuous Disclosure and Security Holder Communication Policy (**Policy**) is intended to reinforce Abacus Group's commitment to its continuous disclosure obligations, and to describe the processes in place that enable Abacus Group to provide security holders with timely disclosure and communications in accordance with those obligations.

2. Scope

This Policy applies to all directors, officers, employees, contractors, consultants and other personnel of Abacus Group (**Personnel**). In addition, any reference made to a director, officer or employee in this policy is a reference to an Abacus Group director, officer or employee. Any reference to the Board and its Committees means the Abacus Group Board and its Committees.

In this policy, Abacus Group (ASX:ABG) means the stapled group incorporating Abacus Trust, Abacus Income Trust, Abacus Group Holdings Limited, Abacus Group Projects Limited, together with its controlled entities and related bodies corporate (as defined under the Corporations Act 2001).

3. Continuous Disclosure Obligations

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

This Policy refers to '**material information**'. This means information that a reasonable person would expect to have a **material effect** on the price or value of Abacus Group's securities, being any information that would, or would be likely to, influence persons who commonly invest in securities in

deciding whether or not to subscribe for, buy or sell those securities. Information may be material information because of quantitative and/or qualitative factors.

Please see Attachment 1 for more information about the continuous disclosure rule, including:

- what is meant by 'immediate' disclosure;
- what is meant by a 'material effect' on the price or value of the securities;
- examples of information that may require disclosure;
- the exceptions that apply to ASX Listing Rule 3.1; and
- the consequences for Abacus Group and individuals involved in any breach.

4. Obligations on all Personnel

All Personnel 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 of any of the Chief Financial Officer, Chief Investment Officer, Company Secretary or General Manager Investor Relations and Corporate Communications (Continuous Disclosure Committee), and where they are not available, the Managing Director.

Managers must ensure they have appropriate procedures in place within their areas of responsibility to ensure that all potentially material information is reported to them immediately in accordance with this Policy. Managers should report all potentially materially information to any member of the Continuous Disclosure Committee, and where they are not available, the Managing Director.

The Continuous Disclosure Committee will consult with each other (to the extent possible) and report potentially material information to the attention of the Managing Director as soon as they are aware.

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 shared when you report the information, but this will not be determinative. The Managing Director in consultation with the Board (as appropriate) and the Continuous Disclosure Committee will determine whether information is material and requires disclosure.

Personnel are responsible for ensuring that the responsibilities assigned to them under this Policy are satisfied, including by ensuring that appropriate delegations are in place if they are unavailable at any time.

Personnel are subject to a duty of confidentiality in relation to all information concerning Abacus Group. It is very important that information is kept confidential, as this will assist Abacus Group to manage its disclosure obligations.



5. Role of the Managing Director

The Managing Director is primarily responsible for ensuring that Abacus Group complies with its disclosure obligations.

The Managing Director is responsible for determining if disclosure is required in accordance with Abacus Group's continuous disclosure obligations and for approving any announcement before it is released to ASX, unless it requires Board approval under section 6 or it is a routine announcement that the Company Secretary is authorised to approve under section 7.

Where any information is reported to the Managing Director under this Policy, the Managing Director will in consultation with the Continuous Disclosure Committee and/or relevant stakeholders (as appropriate):

- review the information in question;
- urgently seek any advice that is needed to assist them to interpret the information (provided that disclosure of the information cannot be delayed if the information is clearly material on its face);
- determine whether any of the information is required to be disclosed to the ASX;
- consider whether it is necessary to seek a trading halt to facilitate an orderly, fair and informed market in Abacus Group's securities or to manage disclosure issues;
- consider whether Board approval is required in accordance with section 6;
- oversee Abacus Group's response to any ASX 'price query' letter or ASIC infringement notice (in consultation with the Board where appropriate); and
- coordinate the form of disclosure with the relevant members of management.

The Managing Director will, whenever considered appropriate, consult with the Chair or, in their absence, the Chair of the Audit and Risk Committee, regarding any deliberations that may be relevant for the Board to be aware of.

Rapid response process

If the Managing Director is not available and a decision is required in order for Abacus Group to comply with its continuous disclosure obligations, decisions under this section 5 may be made by any two members of the Continuous Disclosure Committee (but must include the Chief Investment Officer or the Chief Financial Officer), acting together.

If these individuals are not available, the relevant decision may be made by the Company Secretary (in consultation with the Chair or Chair of the Audit and Risk Committee if practicable).

6. Role of the Board

Board approval and input will only be required in respect of matters that are clearly within the reserved powers of the Board (and responsibility for which has not been delegated to management) or matters that are otherwise of fundamental significance to Abacus Group.



Such matters will include:

- profit upgrades or downgrades;
- dividend policy or declarations;
- company transforming events; and
- any other matters that are determined by the Managing Director in consultation with the Chair to be of fundamental significance to Abacus Group.

No other announcement should be referred to the Board for approval (as opposed to being circulated to directors 'for their information' after the announcement is made).

Where an announcement is to be considered and approved by the Board, the Company Secretary must arrange for the Board to be provided all relevant information necessary for the Board to properly consider the matters dealt with in the announcement.

Once approved by the Board the Company Secretary will arrange for the Continuous Disclosure Committee to approve the release to the ASX (in accordance with 9.8).

Rapid response process

If an announcement that would ordinarily require Board approval must immediately be disclosed to the market in accordance with Abacus Group's continuous disclosure obligations, all reasonable efforts must be made to have the announcement urgently considered and approved by the Board prior to release. However, if that is not possible, the usual procedure for making disclosures under section 5 will be followed to ensure compliance with the continuous disclosure laws. The announcement must then be considered by the Board at the first possible opportunity following its release to determine what, if any, further steps need to be taken.

7. Role of the Company Secretary

The Company Secretary is responsible for all communication with the ASX in relation to Listing Rule matters. In particular, the Company Secretary is responsible for:

- approving routine announcements that are administrative in nature;
- liaising with the ASX in relation to continuous disclosure issues;
- preparing or overseeing the preparation of all announcements to be released on the ASX in accordance with the processes described in this Policy;
- overseeing lodgment of announcements on the ASX Market Announcements Platform and arranging for announcements to be placed on Abacus Group's website promptly after receipt of acknowledgement from ASX of release;
- overseeing training programs for all Personnel regarding Abacus Group's continuous disclosure obligations and this Policy;
- arranging for this Policy to be reviewed and updated periodically; and



- maintaining a record of all announcements sent to ASX and all correspondence with ASIC in relation to Abacus Group's continuous disclosure obligations.

Following a market announcement, the Company Secretary must ensure that an email is sent to all Directors which includes a copy of the market announcement to ensure the Board has timely visibility over the information being disclosed to the market.

The Company Secretary is responsible for ensuring that the responsibilities assigned to them under this Policy are satisfied, including by ensuring that appropriate delegations are in place if the Company Secretary is unavailable at any time.

8. Trading Halts and Suspending from Trading

Abacus Group may request a trading halt or, in exceptional circumstances, a voluntary suspension, to prevent trading in Abacus Group's securities taking place on an uninformed basis, to correct or prevent a false market, or to otherwise manage Abacus Group's disclosure obligations.

The Managing Director (in consultation with the Chair or in their absence the Chair of the Audit and Risk Committee, where practicable) is authorised to call a trading halt or voluntary suspension and will alert and keep the Chair informed of any request for a trading halt or voluntary suspension.

Rapid response process

If the Managing Director is unavailable to request a trading halt or voluntary suspension, any two of the Chief Financial Officer, Chief Investment Officer or Company Secretary acting together are authorised to request a trading halt or voluntary suspension (in consultation with the Chair or Chair of the Audit and Risk Committee, where practicable).

9. External Communications

9.1 Authorised spokespersons

In order to ensure Abacus Group meets its continuous disclosure obligations, it is necessary to limit who is authorised to issue statements or make verbal comments on behalf of Abacus Group. The only Abacus Group representatives authorised to speak on behalf of Abacus Group to the media, major investors and stockbroking analysts are the:

- Chair;
- Managing Director;
- General Manager Investor Relations and Corporate Communications; or
- their delegates nominated for a specific purpose (Authorised Spokespersons).



The General Manager Investor Relations and Corporate Communications has additional responsibilities under this section 9 of the Policy and may delegate any of these responsibilities as the General Manager Investor Relations and Corporate Communications determines is appropriate.

Authorised Spokespersons must not disclose any material information that has not already been announced to the market nor make comment on anything that may have a material effect on the price or value of Abacus Group's securities.

Any questions or enquiries from the financial community or the media (whether received in writing, verbally or electronically including via the website) should be referred in the first instance to the General Manager Investor Relations and Corporate Communications (or their delegate).

9.2 Communication blackout periods

Between the end of a reporting period (i.e. the end of the half-year and full-year) and the announcement of the financial results for that reporting period, Abacus Group imposes a blackout period on certain communications to avoid the risk of creating a false market by inadvertently disclosing information that is incomplete or uncertain. Abacus Group may also announce nominated other "blackout periods" for the purposes of this Policy.

During blackout periods, Abacus Group will not hold one on one briefings with institutional investors, individual investors or stockbroking analysts to discuss financial information concerning Abacus Group and will not hold any open briefings to discuss anything other than information that has been announced to the ASX.

The General Manager Investor Relations and Corporate Communications may provide prior written approval to deviate from this procedure during blackout periods. However, if any briefings or meetings are held during a blackout period, there must be no discussion or provision of financial or other information in breach of Abacus Group's continuous disclosure obligation.

9.3 Open briefings to institutional investors and stockbroking analysts

Abacus Group may hold open briefing sessions with investors and analysts. Abacus Group will not disclose any material information in these sessions unless such information has already been announced to the ASX.

If Abacus Group is giving a new and substantive investor or analyst presentation, Abacus Group will lodge a copy of the presentation materials with the ASX prior to the presentation commencing and place such information on Abacus Group's website promptly following completion of the briefing.

Public speeches will often be categorised as open briefings and these will be lodged first with the ASX if they contain material information and will also be posted on Abacus Group's website.



A representative of the General Manager Investor Relations and Corporate Communications will be present at all open briefings. Where the representative believes that potentially material information has been disclosed inadvertently, the representative must immediately alert the Managing Director.

The General Manager Investor Relations and Corporate Communications (or their delegate) is responsible, including by liaising with the Company Secretary as appropriate, for ensuring the policy requirements in relation to open briefings are met.

9.4 One on one briefings with the financial community / institutional investors

From time to time Abacus Group may conduct one on one briefings with the financial community or institutional investors. Where such briefings occur, no information will be provided that may have a material effect on the price or value of Abacus Group's securities unless it has been announced previously to the ASX.

The General Manager Investor Relations and Corporate Communications (or their delegate) will:

- be involved in all discussions and meetings with analysts and investors; and
- ensure a record of all one on one briefings is kept for compliance purposes.

9.5 Broker sponsored investor and general conferences

Where Abacus Group's executives give speeches or presentations to, or participate in, conferences or forums, it is important that the same protocols are maintained as for presentations to investors or analysts.

9.6 Review of briefings, meetings, visits and presentations

Following any briefings, meetings, or presentations referred to in this section 9, the General Manager Investor Relations and Corporate Communications (or, in their absence, the senior executive involved) will review the matters discussed and presented (including any questions and answers provided).

Where they believe any information has been disclosed inadvertently which may have a material effect on the price or value of Abacus Group's securities, they must discuss the matter with the Managing Director for consideration.

9.7 Review of analyst reports, guidance and forecasts

Abacus Group recognises the importance placed on reports by stockbroking analysts. Any comment by Abacus Group in relation to an analyst's report or financial projections should be confined to errors



in factual information and underlying assumptions, provided such comment of itself does not involve a breach of Abacus Group's continuous disclosure obligation or amount to a selective briefing.

The General Manager Investor Relations and Corporate Communications (or their delegate) will maintain a record of analysts' earnings forecasts.

The Chief Financial Officer (or their delegate) will monitor a range of analysts' forecast earnings relative to Abacus Group's internal forecasts. The Chief Financial Officer will also monitor Abacus Group's internal forecasts against any guidance previously published by Abacus Group. If the Chief Financial Officer (or their delegate) becomes aware of a divergence between the 'consensus' of the analysts' forecasts or Abacus Group's guidance (as applicable) and management's own expectations that may have a material effect on the price or value of Abacus Group's securities, the Chief Financial Officer (or their delegate) will immediately alert the Managing Director.

Consideration given by the Managing Director to any matter referred under this section 9.7 must be shared without delay with the Chair or, in the Chair's absence, the Chair of the Audit and Risk Committee.

Analyst briefings should not be used to manage analysts' expectations. During an analyst briefing, if Abacus Group is concerned that the analyst's 'forecast' diverges from Abacus Group's internal expectations, then there is a risk that even a carefully scripted communication limited to previously disclosed information may be interpreted by the analyst as an upgrade or downgrade and thus amounts to 'selective disclosure'.

9.8 ASX Announcements and Other Material

Prior to the release of an announcement (but excluding routine filings) on the ASX, the General Manager Investor Relations and Corporate Communications, or their nominated delegate, must review and verify the announcement with the relevant stakeholders and obtain the approval of the Managing Director and members of the Continuous Disclosure Committee (to the extent available but at a minimum the Chief Investment Officer or the Chief Financial Officer).

The General Manager Investor Relations and Corporate Communications will review as appropriate other non-property specific material (property specific material will be reviewed by the relevant asset manager) including the website and corporate brochure content to ensure that it is not (or is not likely to be) misleading and deceptive.

10. Market Speculation and Rumours

Abacus Group ordinarily has a 'no comments' policy in relation to market speculation and rumours. However, Abacus Group will issue an announcement in response to market speculation or rumours if necessary, to comply with its continuous disclosure obligations.



11. Other Communication with holders of Abacus Group Securities

Abacus Group aims to communicate all important information relating to Abacus Group to its securityholders. Additionally, Abacus Group recognises that potential investors and other interested stakeholders may wish to obtain information about the group from time to time.

To achieve this, Abacus Group communicates information regularly to securityholders and other stakeholders through a range of forums and publications.

Key measures for communicating important aspects of Abacus Group's affairs include:

- corporate website – www.abacusgroup.com.au;
- annual general meeting;
- annual report;
- ASX announcements;
- alerts;
- presentations; and
- security registry – Boardroom Pty Ltd.

12. Policy Breaches

Abacus Group regards its continuous disclosure obligation very seriously. Breach of this Policy may lead to disciplinary action being taken against Personnel, including dismissal.

13. Policy Approval and Review

This Policy has been approved by the Board and will be reviewed periodically by the Board to check that it is operating effectively and whether any changes are required.

14. Related legislation and policies

ASX Listing Rules

Corporations Act 2001(Cth)

15. Document Control

Effective: 27 June 2022

ABG Board approved: 27 June 2022



Attachment 1

Continuous Disclosure Obligations

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

All Personnel who are involved in the disclosure process (including their delegates) must remain familiar with ASX Guidance Note 8 'Continuous Disclosure – Listing Rules 3.1 – 3.1B'. Guidance Note 8 should be treated as guiding principles in interpreting and complying with Abacus Group's continuous disclosure obligations, which are described below.

Some of these concepts are described in further detail below.

1. Material effect on the price or value of securities

A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

Whether information may have a material effect on the price or value of securities must be assessed having regard to all the relevant background information, including past announcements that have been made by Abacus Group and other generally available information.

Strategic or reputational matters clearly have the potential to be very significant issues for Abacus Group. They can be just as important as (or even more important than) financial and other 'quantifiable' matters.

Some examples of information that may require disclosure include:

- material changes in actual financial performance or projected financial performance from the previously disclosed actual or projected information;
- events likely to have a material effect on financial performance – either for the current period, or over a longer term;
- significant changes in asset valuations;
- mergers, acquisitions, divestments, joint ventures or material changes in assets;
- significant new contracts or projects;
- changes in strategy, including entry into or exit from sectors and markets;
- material changes to capital structure or funding;
- industry issues which have, or which may have, a material impact on Abacus Group;



- decisions on significant issues affecting Abacus Group by regulatory bodies;
- information that may have an adverse effect on the reputation of Abacus Group;
- new contracts, orders or changes in suppliers that are material to Abacus Group's business;
- proposed changes in regulations or laws that could materially affect Abacus Group's business;
- major litigation (brought by or brought against Abacus Group);
- significant changes in Abacus Group's accounting policies;
- the fact that Abacus Group's earnings will be materially different from market expectations; and
- any rating applied by a rating agency to Abacus Group, or securities of Abacus Group and any change to such a rating.

2. What does 'immediately' mean?

'Immediate' disclosure under Listing Rule 3.1 requires disclosure to be made 'promptly and without delay'. The information must be disclosed to the ASX as quickly as possible in the circumstances and must not be deferred, postponed or put off to a later time.

3. Information that is generally available

Abacus Group will not breach Listing Rule 3.1 if the information is already generally available.

Information is generally available if it:

- consists of readily observable matter;
- has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of securities issued by Abacus Group and since it was made known, a reasonable period for it to be disseminated among those persons has elapsed. (i.e. the information has been released to the ASX or published in an annual report or similar document and a reasonable time has elapsed after the information has been released); or
- consists of deductions, conclusions or inferences made or drawn from information referred to in (a) or information made known as mentioned in (b), or both.

4. Exceptions to continuous disclosure obligation

Disclosure is not required to the market under Listing Rule 3.1 if each of the following conditions is and remains satisfied:

- one or more of the following apply:
 - it would be a breach of a law to disclose the information;



- o the information concerns an incomplete proposal or negotiation;
- o the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- o the information is generated for the internal management purposes of Abacus Group; or
- o the information is a trade secret; **and**
- the information is confidential and ASX has not formed the view that the information has ceased to be confidential; **and**
- a reasonable person would not expect the information to be disclosed.

As soon as any one of these three conditions is no longer satisfied (for instance the information is reported in the media and is therefore no longer confidential), Abacus Group must immediately comply with its continuous disclosure obligation.

If the ASX forms the view that the information has ceased to be confidential, then such information will no longer be regarded as confidential and must be released to the market. The ASX will generally hold this view where there is a rumour circulating or there is media comment about the information and the rumour or comment is reasonably specific. This highlights the importance of maintaining confidentiality of sensitive information.

5. False market

If the ASX considers that there is or is likely to be a false market in Abacus Group's securities, it may ask Abacus Group to give it information to correct or prevent a false market. Abacus Group is obliged to give this information even if an exception described in section 4 of this attachment applies.

6. Contraventions and consequences

Abacus Group 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 a suspected contravention. The consequences of contravention include:

- suspending trading in Abacus Group's securities or, in extreme cases, delisting Abacus Group 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 Abacus Group.



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

