

EMBARK EDUCATION LIMITED

MARKET DISCLOSURE POLICY

This policy (**Policy**) was approved by the Board of Directors (**Board**) of Embark Education Limited (**Company**) on 30 July 2021.

1. Introduction and purpose

- 1.1 As a company listed on the NZX Main Board and with foreign exempt status on the ASX, the Company has established this Policy and supporting practices to meet our commitment to the market and key stakeholders, and to ensure that we comply with our continuous disclosure requirements under the NZX Listing Rules and other applicable laws in New Zealand and Australia.
- 1.2 This Policy should be read together with the obligations outlined in the NZX Listing Rules and other applicable law.
- 1.3 This Policy sets out our obligations in relation to the disclosure of material information to the market. In preparing this Policy we have also had regard to the NZX Corporate Governance Code and NZX's guidance note on continuous disclosure.
- 1.4 The objective of this Policy is to:
 - (a) ensure that the Company immediately discloses all material information to NZX and ASX in accordance with this Policy and NZX Listing Rule 3.1.1;
 - (b) ensure that the Company's disclosure is factual, complete, balanced and expressed in a clear manner; and
 - (c) maintain a fully informed market through effective communication with NZX and ASX, shareholders, investors, analysts, media, and all other interested parties.
- 1.5 To the extent there is any change in applicable Listing Rules or law that is not detailed in this Policy, the Company will comply with the applicable Listing Rules or law notwithstanding the content of this Policy.
- 1.6 This Policy applies to all directors of the Company, as well as officers, employees and contractors of, and secondees to, the Company.

2. Material Information

- 2.1 If you become aware of material information, you must escalate that information in accordance with this Policy.
- 2.2 **Material Information** means information in relation to the Company that if a reasonable person would expect, if it were generally available to the market, that it would have a material effect on the price of the Company's shares.
- 2.3 Material information need not be disclosed if:
 - (a) one or more of the following applies:
 - (i) the release of the information would be a breach of law;

- (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 the internal management purposes of the Company or its subsidiaries; or
 - (v) the information is a trade secret; and
- (b) a reasonable person would not expect the information to be disclosed; and
 - (c) the information is confidential and its confidentiality is maintained.
- 2.4 Material information must be immediately disclosed unless each of 2.3(a), (b) and (c) above are satisfied. The disclosure obligation “resurrects” once one or more of those limbs of the exception are no longer fulfilled.
- 2.5 Decisions on what material information is required to be disclosed will be made by a committee appointed by the Board (**Disclosure Committee**) as outlined below.
- 2.6 The Company must, following a decision of the Disclosure Committee, immediately notify the market, via an announcement to NZX and ASX of any material information concerning the Company that the Disclosure Committee decides needs disclosure.
- 2.7 The Company must not, under any circumstances, disclose material information to any person not bound by obligations of confidentiality prior to the Company releasing the information to the NZX and ASX. If unreleased material information is unintentionally communicated by the Company or any staff member, in any forum, the Managing Director (MD) or the Chief Financial Officer (CFO) must be advised immediately so that following a decision of the Disclosure Committee the market can be informed.

3. **Examples of Material Information**

- 3.1 The following list is illustrative only, and is not exhaustive. For the purposes of this Policy, the following information is likely to be material information:
- (a) the development and launch of a significant new product or service;
 - (b) reaching an agreement with a significant new customer or supplier, deciding on a new area of business or major expansion or renewal of business with existing customers or suppliers;
 - (c) any significant government or regulatory changes, issues, complaints or problems affecting or notified to the Company or impacting on our business or operations;
 - (d) a significant risk or default of a supplier or major customer, or any major impact on our sales or production forecasts (adverse or advantageous);
 - (e) deciding to open a new facility or office;
 - (f) a major or significant quality issue, health & safety or environmental event affecting us or our products;
 - (g) a material change in the Company’s financial forecast or expectation;
 - (h) any serious financial event (such as the appointment of a receiver, manager or liquidator) of the Company or any of its subsidiaries;

- (i) a transaction where the consideration payable or receivable by the Company is equal to a significant proportion of the Company's assets (i.e. 5% or more of the written-down value of the Company's consolidated assets. A transaction with a lower value could be significant in a particular case;
 - (j) a recommendation or declaration about whether or not to declare a dividend or distribution;
 - (k) under-subscription or over-subscription to an issue of shares of the Company;
 - (l) major changes in the Company shareholding or shares held by the Company (5% or more), or giving or receiving a notice of intention to make a takeover bid;
 - (m) any proposed material change in the general nature of the business of the Company or our group;
 - (n) any change in Senior Management personnel or Board members;
 - (o) buying or selling assets where the gross value or consideration paid or received represents more than 10% of the average market capitalisation of the Company; and
 - (p) any agreement between the Company (or a subsidiary) and a Director (or an associated person of the Director).
- 3.2 There are many other types of information that could give rise to a disclosure obligation. If in doubt as to whether information amounts to material information, you must report that information to the Chief Financial Officer.

4. **Disclosure Committee**

- 4.1 The Board will appoint a Disclosure Committee which must consist of
- (a) the CEO;
 - (b) the CFO; and
 - (c) Chair of the Board,
- or if any of the CEO, CFO or Chair of the Board are unavailable, then the Chair of the Audit and Risk Committee.
- 4.2 The Disclosure Committee may seek legal advice on whether information is material and accordingly whether that information should be disclosed.
- 4.3 The Disclosure Committee must:
- (a) monitor compliance with this Policy;
 - (b) review this Policy at least once each financial year;
 - (c) provide a report to the Board on any matters dealt with in the preceding period under this Policy; and
 - (d) require that all material information provided to NZX and ASX is also placed on the Company's website.
- 4.4 If necessary, the Disclosure Committee may consider requesting a trading halt from NZX and ASX to ensure orderly trading of the Company's shares and to manage disclosure issues.

5. **Escalation**

- 5.1 To ensure the Disclosure Committee is made aware of all potentially material information as soon as possible, the Company has established escalation procedures throughout the business. Staff will report all potentially material information to their managers, who will notify the MD or the CFO.

6. **Making announcements**

- 6.1 Once the requirement to disclose information has been determined by the Disclose Committee, only the MD and CFO may authorise the release of that information.
- 6.2 The Company will not release any information publicly that is required to be disclosed through the NZX and ASX until it has been released to both markets (unless permitted to do so under the applicable listing rules).

7. **Information briefings with analysts**

- 7.1 The Company may provide background and technical information (other than Disclosure Information) in one-on-one briefings with analysts, fund managers, brokers or institutional investors to assist them in their understanding of the Company's business activities. Such information may include:
- (a) long-term strategy;
 - (b) company history, vision and goals;
 - (c) management philosophy and the strength and depth of management;
 - (d) competitive advantages and risks;
 - (e) previously disclosed material information;
 - (f) non-material information;
 - (g) industry trends and issues; and
 - (h) assumptions underlying earnings forecasts, not the forecast per se.
- 7.2 The MD and CFO must review any written presentation material prepared for meetings prior to the meeting to determine whether all information has previously been disclosed to the market or may require disclosure.
- 7.3 The following protocols will apply to investor briefings or meetings:
- (a) No material information will be disclosed unless it has been previously disclosed to the NZX and ASX, or it is, and following disclosure will remain, excluded information under 2.3 above.
 - (b) If any inadvertent disclosure of material information occurs, the CFO must be advised immediately so that the market can be informed or a referral to the Disclosure Committee can be made.
 - (c) Questions involving material information not previously disclosed will not be answered.
- 7.4 If analysts send the Company a draft report the report must be referred to the MD or the CFO. The Company shall only comment on factual errors relating to historic or previously disclosed information.
- 7.5 The Company will ensure that its investor briefing and the materials used in those briefings comply with the fair dealing provisions of the Financial Markets Conduct

Act 2013.

8. False markets, market speculation and rumours

- 8.1 Market speculation and rumours, whether substantiated or not, have the potential to impact upon the market price of the Company's securities. Speculation may also contain factual errors that could materially affect the market price of the Company's securities.
- 8.2 The MD will monitor movements in the price or trading activity of the Company's securities to identify circumstances in which a false market may have emerged in the Company's securities.
- 8.3 If NZX or ASX asks the Company to give it information to correct or prevent a false market, the CFO and the MD are responsible for giving the information to NZX and ASX after, if necessary, consideration by the Disclosure Committee about whether such disclosure should be made.
- 8.4 The Company's general policy on responding to market speculation and rumours is that it does not respond to market speculation or rumours. However, the MD, CFO, 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 the Company's securities; or
 - (c) NZX or ASX asks for information to clarify the market speculation or rumour.
- 8.5 Only the MD and the CFO are authorised to provide comment about financial aspects of the Company, or speak on behalf of the Company, to the media or external parties. Staff members must not respond to any market speculation or rumours about the Company unless authorised by the MD or CFO to do so.

9. Informing employees

- 9.1 This Policy or a summary of it will be distributed to all employees to help them understand the Company's continuous disclosure obligations, their individual reporting responsibilities and the need to keep the Company's information confidential.
- 9.2 The Company's Securities Trading Policy and Guidelines will also be distributed to all employees. That policy also relates to the treatment of material information.
- 9.3 Any questions about the Company's continuous disclosure obligations or this Policy should be referred to the CFO.

10. Breaches of this Policy

- 10.1 Any breach of this Policy must be promptly reported to the CFO.
- 10.2 Breach of this Policy by an employee of the Company may lead to disciplinary action, including dismissal.
- 10.3 Breach of this Policy by associated persons of the Company may result in legal action by the Company.

11. **Application of Policy**

- 11.1 The Board may approve updates, amendments to and exemptions to this Policy from time to time, which may be implemented by written notice, including by publication on the Company's intranet.
- 11.2 To the extent of any inconsistency with any previous Policy or rules relating to this subject matter, this Policy prevails over them.