



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 obligations set out in the NZX Listing Rules.
- 1.2 NZX Regulation (**NZ RegCo**) is responsible for monitoring Promisia's compliance with its continuous disclosure obligations.

2. Objective

- 2.1 Promisia is committed to ensuring the timely disclosure of material information relating to the Promisia Group (the **Group**), and to complying with the NZX Listing Rules.
- 2.2 This policy outlines the processes Promisia has adopted to ensure material information is identified, reported, assessed and, where required, disclosed to the market without delay.

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.
- 3.2 This policy should be read in conjunction with the Securities Trading Policy, Protected Disclosures (Whistleblowing) Policy, and the Group Code of Ethics.

4. Disclosure obligation

- 4.1 Promisia will disclose material information to the market promptly and without delay upon 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 quoted financial products
- 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 performing their 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 released 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:
 - the release of the information would be a breach of law;
 - 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 Promisia's internal management purposes; or
- the information is a trade secret.

5.2 The Chair of the Board (**Chair**) will advise whether an exception applies. The possibility that an exception applies does not remove the obligation for directors, Senior Managers, or employees to report information that is or may be material, 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 quoted financial products (i.e. a market which is materially influenced by false or misleading information).

6.2 Disclosure may be required in these circumstances even if an exception to disclosure would otherwise apply.

7. Identification, reporting, assessment and disclosure

7.1 Promisia will, at all times, have at least one appointed Disclosure Officer. Promisia has appointed the Chief Financial Officer (**CFO**) as Promisia's disclosure officer who is responsible for administering this policy (**Disclosure Officer**).

7.2 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 Disclosure Officer.

7.3 Any Senior Manager or director who becomes aware of such information that is or may be material information that is not generally available to the market must promptly report it to the Chair. The Chair will assess whether the information must be disclosed to the market, and may consult with the CFO, Chief Operating Officer (**COO**), or other internal or external advisers as appropriate. The Chair will make the final decision as to whether the information must be disclosed.

7.4 If the Chair considers that a trading halt is required to enable Promisia to meet its continuous disclosure obligations, or to address a false market, the Chair may request one.

7.5 The form and content of any market disclosure must be approved by the Chair.

8. Shareholders, brokers and analysts

8.1 Promisia acknowledges the importance of its relationship with shareholders, brokers, and analysts, and will continue to engage with these stakeholders in a transparent and professional manner. However, Promisia will not, under any circumstances, disclose any information that is, or may be, material information unless it has already been released to the market.

8.2 The Disclosure Officer is responsible for managing all communications and engagement with shareholders, brokers, and analysts, including any formal or informal interactions. The Disclosure Officer may delegate specific engagements as appropriate but retains responsibility for ensuring compliance with this policy.

8.3 The Chair retains overall accountability for the company's continuous disclosure obligations.

9. Media

9.1 Employees must not engage with the media under any circumstances. All media enquiries must be directed to the Disclosure Officer, who is responsible for managing Promisia's media communications.



9.2 The Disclosure Officer may authorise specific employees or external advisers to speak on the Group's behalf where appropriate — however, such authorisation must be explicit, documented, and limited to a defined context or engagement. No other form of comment, including off-the-record conversations or personal social media statements relating to the Company, is permitted.

9.3 Before engaging with the media, the Disclosure Officer will confirm that the relevant information has been received by the NZX.

9.4 The Chair retains overall accountability for ensuring Promisia meets its continuous disclosure obligations, including managing media risk.

10. Roles and responsibilities

10.1 The Disclosure Officer is responsible for:

10.1.1 administering this policy;

10.1.2 ensuring that appropriate confidentiality agreements are in place where Promisia enters into material negotiations with another party;

10.1.3 monitoring and reporting to the Board on trading activity in Promisia's quoted financial products;

10.1.4 monitor and keep under review Promisia's media comments and NZX announcements; and

10.1.5 periodically updating this policy in response to changes in internal structure, legislative and regulatory developments.

10.2 The Board is responsible for:

10.2.1 reviewing Promisia's accounts for any material changes that should be disclosed to the market;

10.2.2 where guidance has been released to the market, monitoring performance against that guidance and advising the market immediately if such guidance will not be met;

10.2.3 monitoring banking covenants and immediately advising the market if a breach arises or is likely to arise.

10.3 At any meeting of the Board:

10.3.1 staff shall send recommendations to directors with board papers as to what information should be disclosed;

10.3.2 the Board shall consider whether any matters should be disclosed; and

10.3.3 the minutes should record the reasons for disclosing or not disclosing specific matters.

11. Delegation

11.1 If the Chair is unavailable, their authority under this policy is delegated to the Chair of the Audit and Risk Committee.



Promisia
HEALTHCARE

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