



Continuous Disclosure Policy

Afterpay Limited

May 2021

1. What is the purpose of this policy?

The purpose of this policy is to:

- (a) ensure that Afterpay Limited (the **Company**), as a minimum, complies with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules (see further section 3);
- (b) facilitate providing shareholders and the market with timely, balanced, direct and equal access to material information concerning the Company; and
- (c) promote investor confidence in the integrity of the Company and its securities.

2. Who does this policy apply to?

This policy applies to all directors of the Company (**Directors**) and employees and contractors of the Group (together with Directors, the **Employees**).

3. The Company's continuous disclosure obligations

3.1 Legal requirements

As a public company listed on the ASX, the Company is subject to continuous disclosure requirements under the Corporations Act and the Listing Rules, in addition to periodic and specific disclosure requirements. The key elements of the Company's continuous disclosure obligations are set out below:

- (a) **The Rule:** The primary continuous disclosure obligation is contained in Listing Rule 3.1, which states that:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."
- (b) **The Exception:** LR 3.1A contains the only exception to LR 3.1:

"Listing Rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

 - 3.1A.1 *One or more of the following 5 situations applies:*
 - (a) *It would be a breach of a law to disclose the information;*
 - (b) *The information concerns an incomplete proposal or negotiation;*
 - (c) *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
 - (d) *The information is generated for internal management purposes of the entity; or*
 - (e) *The information is a trade secret; and*
 - 3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*
 - 3.1A.3 *A reasonable person would not expect the information to be disclosed."*
- (c) **ASX may request information to correct false market:** Listing Rule 3.1B provides that if the ASX considers that there is, or is likely to be, a false market in an entity's securities, and requests information from the entity to correct or

prevent the false market, the entity must give ASX the information needed to correct or prevent the false market.

- (d) **Disclosure to ASX first:** Listing Rule 15.7 further requires that an entity must not release information that is for release to the market to anyone until it has given the information to the ASX, and has received an acknowledgement from ASX that the information has been released to the market.
- (e) **Material price sensitive information:** Section 677 of the Corporations Act states that, a reasonable person would be taken to expect information to have a "material effect on the price or value" of securities if the information "would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of" those securities.

4. Key concepts

4.1 Disclosure principle

The Company will immediately notify the ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities, unless exempted by the Listing Rules.

4.2 Material price sensitive information

Any information concerning the Company which would, or would be likely to, influence investors in deciding whether to acquire or sell the Company securities (**material price sensitive information**) must be disclosed to the ASX in accordance with this policy.

The Disclosure Committee (comprising the co-Chief Executive Officers (co-CEOs), the Chief Financial Officer (CFO), the Chief Enterprise Risk Officer and the Company Secretary (or their delegates)) is responsible for determining what information is to be disclosed. Where there is doubt as to whether certain information should be disclosed, the Disclosure Committee may seek external advice.

The following provides a guide as to the type of information that is likely to require disclosure. This is not an exhaustive list. The determination of whether certain information is material price sensitive information necessarily involves the use of judgment. There will inevitably be situations where the issue is less than clear. If you come across information which potentially falls within the category of material price sensitive information, you should treat it as if it is material price sensitive information and leave the question for the Disclosure Committee to resolve.

Matters which generally require disclosure include matters that:

- may have a significant impact on the operations of the Company;
- may affect the viability of a subsidiary of the Company to continue as a going concern;
- may impact on the integrity of the financial statements;
- may breach a regulatory compliance obligation when it is likely that any subsequent imposition of regulatory restrictions may impair operating capability;
- relate to a corporate activity that could have an effect on the value of the Company's securities;
- might have an effect on the future business activities or strategic direction of the Company;
- involve a change in regulation or law that could affect the Company's business, or industry issues that may materially impact the Company;

- involve a change on the Board or in the executive team structure;
- may have a material adverse effect on the Company's reputation;
- involve a breach or threatened breach of a significant contractual obligation;
- may in some other way be so onerous, unusual or outside the ordinary course of business that they ought to be considered.

Further, more specific examples are:

- (a) a transaction that will lead to a significant change in the nature or scale of the Company's activities;
- (b) a material acquisition or disposal, merger or joint venture;
- (c) the granting or withdrawal of a material licence;
- (d) the entry into, variation or termination of a material agreement;
- (e) becoming a plaintiff or defendant in a material law suit;
- (f) the fact that the Company's earnings will be materially different from market expectations;
- (g) the appointment of a liquidator, administrator or receiver;
- (h) an event of default, or other even entitling a financier to terminate a material financial facility;
- (i) under subscriptions or over-subscriptions to an issue of securities;
- (j) giving or receiving a notice of intention to make a takeover offer.

4.3 Roles and responsibilities - at a glance

Employees at every level have a role to play to ensure that the Company achieves the objectives of this policy.

The responsibilities under this policy are divided as follows:

- (a) **Directors** - responsible for providing approval and input in respect of matters that are within the reserved powers of the Board or matters that are otherwise of fundamental significance to the Company, including:
 - (i) significant earnings upgrades or downgrades;
 - (ii) dividend policy, guidance or declarations;
 - (iii) Company-transforming transactions or events;
 - (iv) significant corporate actions; and
 - (v) any other matters that are determined by the co-CEOs, the CFO, Disclosure Committee or the Chair of the Board to be of fundamental significance to the Company;
- (b) **Disclosure Committee** – responsible for ensuring the Company complies with its continuous disclosure obligations and reviewing information brought to its attention to determine if it requires disclosure to ASX (see below);
- (c) **Global Leadership Team (GLT) members** - responsible for:
 - (i) immediately reporting to a member of the Disclosure Committee any potentially material price sensitive information they become aware of; and
 - (ii) ensuring appropriate procedures are in place within their areas of responsibility to ensure all potentially material price sensitive information is immediately reported to them for immediate forwarding in accordance with this policy;
- (d) **Company Secretary** - responsible for the overall administration of this policy and all communications with the ASX (see below);

- (e) **Authorised spokespersons** - only the Company employees authorised to speak on behalf of the Company to external parties (see below); and
- (f) **Other employees** - report any material price sensitive information to their GLT member. Observe the Company's "no comments" policy if approached by media or external parties in relation to market speculation or rumours.

4.4 Disclosure Committee responsibilities

The Disclosure Committee is responsible for:

- (a) ensuring that the Company is compliant with its continuous disclosure obligations;
- (b) reviewing information which is brought to its attention to determine if it requires disclosure to ASX and, if so, whether any ASX Listing Rule exception applies and consulting with appropriate members of the Board and/or external advisers as necessary; and
- (c) implementing reporting processes and determining divisional guidelines (financial or qualitative) for materiality of information.

The Disclosure Committee meets as required. A quorum of two members is required for the Disclosure Committee to make a disclosure decision.

4.5 Company Secretary responsibilities

The Company Secretary is responsible for the overall administration of this policy, and in particular, is responsible for:

- (a) all communications with the ASX;
- (b) reporting on continuous disclosure issues considered by the Disclosure Committee to the Board;
- (c) keeping a record of all ASX announcements that the Company has made;
- (d) monitoring the effectiveness of the policy, including the understanding by employees in general of the principles and spirit of continuous disclosure; and
- (e) regularly reviewing this policy for legislative changes or development of best practice, and communicating any amendments to the Employees.

4.6 Authorised spokespersons

The authorised spokespersons are the Chair of the Board, the co-CEOs, the Chief Revenue Officer, the CFO, the EVP Investor Relations and Communications and the EVP Public Policy and External Affairs as well as other persons authorised by the co-CEOs from time to time. They are the only Company employees who may speak to the media or other external parties in relation to matters subject to this policy.

Authorised spokespersons should be briefed by the Director Investor Relations or the Company Secretary about prior disclosures by the Company before speaking with external parties. When communicating with external parties, an authorised spokesperson:

- (a) should ensure all comments relate to information within the public domain and/or are not material, as the disclosure of confidential information, even if inadvertent, may result in the information no longer falling within the exception to Listing Rule 3.1 and therefore becoming disclosable to the ASX immediately;
- (b) may clarify information that the Company has released to the ASX but must not comment on material price sensitive information that has not previously been released;

- (c) should limit any comments to his or her area of expertise as much as possible; and
- (d) should report to the Company Secretary after the external communication is made, to determine if any confidential information has been disclosed and whether the matter should be reviewed by the Disclosure Committee to consider whether any disclosure to the ASX is necessary.

4.7 Company announcements - the procedures

The management of the Company's external announcements depends largely on an effective system of internal reporting and announcement preparation.

The following procedures will apply in relation to all external announcements:

- (a) **Identification and notification of material price sensitive information** - as soon as an Employee becomes aware of material price sensitive information which has not been previously released by the Company, they should immediately notify:
 - (i) in the case of Directors and GLT members – a member of the Disclosure Committee; or
 - (ii) in the case of all other employees – their GLT member, who will in turn notify a member of the Disclosure Committee.
- (b) **Review of material price sensitive information** - after receiving any material price sensitive information, the Company Secretary will provide the information to the Disclosure Committee, which will review the information (in consultation with members of the Board and/or external advisers if necessary), to determine whether the information is required to be disclosed;
- (c) **Prepare external announcement** - if the information is required to be disclosed, the Director Investor Relations or an appropriate delegate, will prepare a draft announcement. Such announcements should be factual, complete relevant, balanced and expressed in an objective and clear manner. The use of emotive or intemperate language should be avoided;
- (d) **Obtain sign off** - The draft Company announcement must be signed off by:
 - (i) for matters that are within the reserved powers of the Board or matters that are otherwise of fundamental significance to the Company – the Board. In the event that an announcement that would ordinarily require Board approval must immediately be disclosed to the market in order for the Company to comply with its continuous disclosure obligations, all reasonable effort must be made to have the announcement urgently considered and approved by the Board prior to release. However, if Board approval cannot be obtained within the applicable time parameters, the announcement must be considered by the co-CEOs, who are authorised to call a trading halt or make an announcement to the ASX, as they determine appropriate; and
 - (ii) for all other matters – the co-CEOs.
- (e) **Lodge announcement** - the Company Secretary (or delegate) will lodge the announcement with ASX electronically;
- (f) **Post announcement on the Company website** - promptly after receiving an acknowledgement from ASX that the announcement has been released to the market, post the announcement onto the Company's website; and
- (g) **Distribute to Board** - Where a material ASX announcement was not approved by the Board, the Company Secretary (or delegate) will circulate a copy of that announcement to all Directors promptly after its release.

As the Company is required to disclose any material price sensitive information "as soon as it becomes aware" of the information, steps (a) to (e) above should be taken as a matter of urgency.

4.8 **Joint announcements**

In situations where the Company needs to issue a joint announcement with a joint venture or project partner, the Company will seek to give the partner the opportunity to review the announcement prior to its release, provided that it does not compromise the Company's ability to comply with its disclosure obligation.

4.9 **Timing**

The Company must not release material price sensitive information publicly until it has disclosed it to the ASX and received confirmation of its release by the ASX.

If information is to be released by the Company's Head Office and simultaneously in another geographical location (for example, by a foreign joint venture partner), the Company Secretary will consult with the relevant parties to determine how the requirement of the Listing Rules will impact on the timing of the disclosure.

4.10 **Disseminating announcements**

After receiving ASX's confirmation that an announcement has been released to the market, the Company will disseminate the information as soon as possible by posting the announcement on the Company's website (promptly after receiving ASX's confirmation), and broadcasting via email to major stakeholders.

4.11 **Pre-result periods**

To prevent inadvertent disclosure of material price sensitive information, during the periods between the end of its financial reporting periods and the actual results release, the Company will not discuss any financial information, broker estimates and forecasts, with institutional investors, individual investors, stockbroking analysts, or the media unless the information being discussed has previously been disclosed to the ASX.

4.12 **Media and market speculation**

The Company has a general "no comments" policy in relation to market speculation and rumours, which must be observed by Employees at all times. However, the Company may issue an announcement in response to a market speculation or rumour where it is necessary to comply with the continuous disclosure obligations, for example, for the purpose of correcting factual errors or responding to a formal request from the ASX for information.

The Company will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing that information to the ASX. It will also not provide any information "off the record".

The Company will not disclose any information that is potentially material price sensitive information publicly under an embargo arrangement prior to release to the ASX.

Employees who are approached by the media or any external parties for information should observe the "no comments" policy and notify the Company Secretary as soon as possible.

4.13 **Briefings/meetings/conference calls with analysts or investors**

As part of the Company's management of investor relations and to enhance analysts' understanding of its background and technical information, it conducts briefings with analysts or investors from time to time, including:

- one-on-one discussions (for the purpose of this policy, this includes any communications between the Company and an analyst/investor);
- Company briefings; and
- conference calls,

(collectively referred to as **briefings**).

The Company's policy for conducting these briefings is not to disclose any information which is, or potentially is, material price sensitive information, that has not been announced to the ASX and the market generally. No briefing should be held during pre-results periods.

In addition, the following protocols will be followed in relation to such briefings:

- (a) the Company will make an announcement prior to the briefing to inform the market, including releasing any presentation materials to the ASX;
- (b) any written material to be used at a briefing must be provided in advance to the co-CEOs to determine whether it contains any information that has not previously been disclosed;
- (c) a record of each briefing will be kept for a reasonable period after the briefing;
- (d) if a question raised during the briefing can only be answered by disclosing material price sensitive information which was not previously disclosed to the ASX, the Company employee must decline to answer the question, but take the question on notice;
- (e) if a Company employee participating at a briefing considers that any material price sensitive information has been inadvertently disclosed during the briefing, he or she must immediately notify a member of the Disclosure Committee;
- (f) if material price sensitive information is inadvertently disclosed during a briefing, it will be immediately released to the ASX; and
- (g) information relevant to the briefing that is released to the ASX will be placed on the Company's website.

4.14 **Broker sponsored investor conferences**

The Company or its executives are from time to time invited to participate or present at broker sponsored investor conferences. The policy and protocols for the Company's briefings apply to such conferences.

4.15 **Responding to analyst reports and forecasts**

Analysts frequently prepare reports on securities of listed entities, including the Company, which contain performance and financial forecasts. The Company acknowledges the importance of analyst reports in facilitating the operation of the market in an informed and efficient manner.

However, the Company is independent, and will do all things necessary to be seen as independent, to analysts. The Company will not endorse any such reports, and will restrict its comments to factual matters and information which has been previously disclosed to the ASX and the market generally.

In particular, the Company:

- (a) will not generally comment on analyst forecasts or disclose its own earnings projections, however, it may comment on analyst reports by:
 - (i) acknowledging the report's range of estimates; and
 - (ii) correcting factual errors or assumptions where the relevant information has already been disclosed;

- (b) will not include any analyst reports in its own corporate information, or post any analyst reports (including hyperlinks) on its website, but may use the reports internally;
- (c) will include a disclaimer that the Company is not responsible for, and does not endorse, the analyst report, in any response made to an analyst; and
- (d) may consider issuing a profit warning/statement if it becomes apparent that in general the market's earnings projections for the Company materially differ from its own estimates.

If a draft report has been sent to the Company for comments, it should be forwarded immediately to the EVP Investor Relations and Communications and the Company Secretary.

4.16 **Chat rooms, blogs and social networking sites**

Unless agreed by an authorised spokesperson or their delegate in writing, Company employees or associated parties must not participate in chat room discussions on the internet or post information on a social networking or other internet site, where the subject matter relates to the Company's performance or key activities. In particular, material price sensitive information must not be disclosed on any such sites unless that information has been announced to the ASX.

4.17 **Responding to unexpected questions**

Company employees and executives are often faced with unexpected questions from external parties - for example, pre-arranged briefings sometimes move outside the scope of intended discussion, or Company executives may be asked for information in situations other than formal briefings.

When faced with an unexpected question, respond only with information which has previously been disclosed to the market. If answering the question requires the disclosure of information that has not been disclosed, or if in doubt as to whether or not certain information has already been disclosed, decline to answer the question. Take the question on notice so that the formal process of releasing information can operate.

4.18 **Inadvertent disclosure of information**

If a Company employee becomes aware that material price sensitive information may have been inadvertently disclosed prior to being released to the ASX he or she must immediately notify a member of the Disclosure Committee.

4.19 **Trading halts**

In certain circumstances, the Company may need to request a trading halt from the ASX to maintain the efficient trading of its securities. The co-CEOs will make all decisions in relation to trading halts and are the only personnel authorised to request a trading halt on behalf of the Company.

5. **Other matters**

5.1 **Advisers and consultants**

The Company will require consultants and professional advisers engaged by the Company or any of its subsidiaries to adhere to this policy. The Company may ask such consultants and professional advisers to sign a confidentiality agreement.

5.2 **Breach of policy**

The Company takes continuous disclosure very seriously. Non-compliance with continuous disclosure obligations may constitute a breach of the Corporations Act or the Listing Rules. This may result in fines for the Company, personal liability for directors and other officers, and damage to the Company's reputation.

Breaches of this policy may result in disciplinary action, including termination of employment in serious cases.

5.3 **Who should I contact?**

If you have any questions about this policy, or require further information, you should contact the Company Secretary.

5.4 **Review**

This policy will be reviewed periodically to ensure it is operating effectively and any material amendments must be approved by the Board. The Company Secretary will communicate any amendments to employees as appropriate.