

## Objective

This Policy directs Suncorp Group Limited's (Suncorp's) approach to:

- Complying with the continuous disclosure obligations imposed by law and the disclosure of material information in a timely, balanced and transparent manner to the Market; and
- Avoiding the disclosure of information on a selective basis that has not been published, lodged or widely disseminated.

The key objective of this Policy is to ensure that Suncorp complies with its legal obligations in respect of the disclosure of material information. This includes meeting its obligations under the Corporations Act 2001 (Cth), the Australian Securities Exchange (**ASX**) Listing Rules and ASX Guidance Note 8, and other applicable regulatory requirements. This Policy is intended to protect Suncorp's reputation, ensuring all reasonable steps are taken to comply with its continuous disclosure obligations, and to promote investor confidence by ensuring that trading in Suncorp's securities takes place in an informed market.

Refer to the Key Terms section of this Policy and the Policy Definitions Standard for full definitions of the defined terms used in this Policy.

## Application

This Policy outlines the key principles of continuous disclosure which apply to all of Suncorp's Employees, Officers and External Workers.

## Policy Statements

### **1. Suncorp is committed to fair and timely Market disclosure in accordance with legal requirements and has appropriate governance arrangements to ensure compliance**

Suncorp has continuous disclosure obligations. In accordance with ASX Listing Rules Guidance Note 8, once Suncorp becomes aware of any information that a reasonable person would expect to have a material effect on the price or value of Suncorp's securities, Suncorp's Corporate Disclosure Officer will immediately disclose that information to the ASX, unless an exception applies. Even if an exception arises, Suncorp may still disclose the information to correct or prevent a False Market.

The Group Chief Financial Officer (Group **CFO**) is designated as Suncorp's Corporate Disclosure Officer, and in that capacity, is ultimately accountable for ensuring Suncorp's compliance with its continuous disclosure obligations.

Suncorp has also established a Disclosure Committee (**Committee**) to assist the Corporate Disclosure Officer in ensuring compliance with Suncorp's continuous disclosure obligations. The Disclosure Committee consists of the Group Chief Executive Officer and Managing Director (Group **CEO&MD**), Group CFO (as Chair of the Committee), the Group General Counsel, Group Chief Risk Officer, the Executive General Manager Corporate & Regulatory Affairs, Executive General Manager of Investor Relations, and any other members added at the Group CFO's discretion from time to time.

If the Group CFO is temporarily unavailable, the Group General Counsel, or, if the Group General Counsel is also unavailable, any member of the Disclosure Committee appointed by the available members of the Disclosure Committee, will perform the role of the Corporate Disclosure Officer.

## **2. Suncorp ensures equal access to Price Sensitive Information for all Analysts, investors and the Market**

Suncorp will avoid disclosing any Price Sensitive Information on a selective basis. Specifically, Suncorp will not:

- Disclose Price Sensitive Information at any meeting with an investor or Analyst;
- Comment on Price Sensitive Information not already disclosed to the Market; or
- Answer any questions raised in relation to Price Sensitive Information not already disclosed to the Market.

The Corporate Disclosure Officer and the Disclosure Committee will ensure the Market is fully informed of its strategy and financial performance by providing equal access to information for all Analysts, investors and other market participants.

## **3. Suncorp provides the ASX with all material briefings prior to Market release**

The Corporate Disclosure Officer will ensure all material information is released to the ASX and Suncorp has received formal confirmation of its release to the market by the ASX prior to any briefings with Analysts, investors, other market participants and the media. Information released to the ASX will also be published on the Suncorp Group website after it has been released to the ASX. An exception is permitted if a strict embargo is in place, the ASX is not trading, and an announcement is made prior to it reopening.

## **4. Suncorp is to ensure the confidentiality of Price Sensitive Information about corporate transactions**

Suncorp will seek to protect the confidentiality of Price Sensitive Information pertaining to corporate transactions. The obligation of confidentiality forms part of Suncorp's code of conduct, which applies to all Officers, Employees and External Workers. Suncorp will also obtain appropriate confidentiality undertakings from third parties.

Suncorp will take appropriate action should any Price Sensitive Information be leaked.

## **5. All breaches of continuous disclosure obligations are to be immediately reported and actioned**

If Employees or External Workers (other than Officers) suspect or become aware of information that may require disclosure or if any Price Sensitive Information is inadvertently disclosed before release to the ASX, they must immediately report such information to their relevant Executive Leadership Team (ELT) member and the Corporate Disclosure Officer.

If Officers suspect or become aware of information that may require disclosure or if any Price Sensitive Information is inadvertently disclosed before release to the ASX, they must immediately report any such information to the Corporate Disclosure Officer.

The Corporate Disclosure Officer will convene a meeting of the Committee to determine the need for a release under Suncorp's disclosure obligations and if required arrange for an announcement to be made to the ASX and published on the Suncorp Group website as soon as practicable.

## **6. Suncorp nominates Authorised Spokespersons to deal with the Market**

To ensure the integrity of all information disclosed to the Market, only Authorised Spokespersons may disclose matters concerning Suncorp to the Market. At all times, Authorised Spokespersons must be aware of the need to avoid selectively disclosing information which is not publicly available.

All meetings with Analysts and investors are coordinated by the Investor Relations team. A member of the Investor Relations team must be present at all such meetings, with some exceptions approved by the Corporate Disclosure Officer, and will maintain records of the information disclosed at these meetings.

## **7. Meetings with Analysts and investors are to be appropriately monitored and recorded**

To ensure that Suncorp complies with its continuous disclosure obligations, meetings with Analysts and investors will be monitored. Where practicable, Suncorp will provide live audio and/or video webcasts of its Annual General Meeting and results presentations on the Suncorp Group website. Subsequent access of the recorded Annual General Meeting and results presentation will be available on the Suncorp Group website to enable replaying at a later time.

## **8. Suncorp institutes Market briefing Blackout Periods in the lead-up to the release of its half-year and full-year results announcements**

Suncorp institutes Market briefing Blackout Periods, determined by the Company Secretary, in the lead-up to the release of the half-year and full-year results announcements. During the Blackout Period, Suncorp will not discuss its financial performance or forecasts with Analysts, investors or the media, unless that information has already been disclosed to the ASX. There are limited exceptions where meetings cover only general background or historical information regarding Suncorp. Prior approval for such meetings will be obtained from the Corporate Disclosure Officer and the meetings will be attended by a member of the Investor Relations team.

## **9. Suncorp will monitor and appropriately respond to Analysts' reports and Consensus Forecasts**

Suncorp recognises the important role Analysts play in assisting the establishment and maintenance of an efficient market with respect to Suncorp's securities. However, Suncorp is not responsible for, and does not endorse, any Analyst's report that contains commentary on Suncorp.

No comment or feedback is provided on financial forecasts, including profit forecasts prepared by Analysts, or on conclusions or recommendations set out in an Analyst report. Exceptions would be made in the event of material inaccuracies that don't reflect company guidance or commentary.

## **10. Suncorp does not respond to Market speculation or rumors unless required to do so by law or the ASX**

Suncorp does not respond directly to market speculation or rumours, unless required to do so under its continuous disclosure obligations or as otherwise required by law. However, where Suncorp becomes aware that a False Market in Suncorp's securities exists or is likely to exist, the Corporate Disclosure Officer may consider initiating a trading halt or releasing an announcement to the ASX ensuring all market participants are equally informed.

## **11. Suncorp has appropriate processes and procedures to ensure accurate and timely disclosures in accordance with Prudential Standards**

Suncorp has internal controls, processes, and procedures in place to ensure compliance with disclosure requirements under the applicable Prudential Standards.

Suncorp has also produced a Group Disclosures Standard and Procedures document to assist its Employees, Officers, and External Workers to understand and comply with Suncorp's obligations outlined in this Policy.

# **Role Accountabilities and Responsibilities**

## **1. Board**

- Board members have an ongoing accountability to raise with the Corporate Disclosure Officer any information of which they are aware that may require disclosure;
- Consider any proposed ASX announcements referred to it by the Corporate Disclosure Officer; and
- Oversee Suncorp's compliance with this Policy.

## **2. Group CEO&MD**

- In addition to the accountabilities as a member of the Executive Leadership Team (ELT), the Group CEO&MD is accountable for delivering the profit announcement and financial statements to the Market, as approved by the Board, ASX disclosures and shareholder communications and Regulatory Reporting.

## **3. Corporate Disclosure Officer (Group CFO or applicable delegate)**

- Accountable for ensuring compliance with continuous disclosure requirements, including:
  - Assessing the potential materiality of information and making decisions on information to be disclosed to the Market;
  - Overseeing and coordinating the disclosure of information to the ASX, Analysts, investors, other market participants, media and the public;
  - Seeking to ensure that any announcements are made in a timely manner, are not misleading, do not omit material information and are presented in a clear, balanced and objective way; and
  - Referring any announcement considered to be a matter of key significance to the Board or a sub-committee of the Board for consideration.
- Responsible for ensuring:
  - This Policy and any related procedures are maintained and updated as required; and
  - Officers are educated regarding this Policy and related procedures and ensure External Workers have access to these documents.
- Group CFO is accountable for ensuring the following:
  - Monitoring and managing key stakeholder relationships including with ratings agencies, media, investors and analysts; and
  - Developing and delivering the process to present and communicate Suncorp's market and financial result disclosures, as approved by the Board.

## **4. Executive Leadership Team**

- ELT members have an ongoing responsibility, and by a standing item at the conclusion of each meeting of the ELT, are required to notify the Group CEO&MD if they are aware of information, or if information has emerged from the meeting, that may require disclosure.
- The Corporate Disclosure Officer or the Disclosure Committee may from time to time request the participation of other members of the ELT in:
  - The decision-making process regarding the disclosure of certain information; and
  - The preparation and approval of the content of ASX announcements, as required.

## **5. Employees, Officers and External Workers**

- Accountable for immediately reporting any potential or actual breaches of this Policy to the relevant ELT member and the Corporate Disclosure Officer.

## 6. Investor Relations Team

- Is Responsible for ensuring the following:
  - Engagement with Analysts and investors including arranging meetings and identifying, building and maintaining relationships;
  - Supervises Suncorp’s continuous disclosure and Market communications requirements;
  - Monitors the Consensus Forecasts of Analysts’ predictions for Suncorp’s financial performance and profits;
  - Supervises Suncorp’s financial reporting for the half-year and full-year results, and the Annual General Meeting, including preparation of presentations and Analyst information; and
  - Manages the relationship with credit rating agencies and coordinates annual rating reviews.

## Policy Exemptions

No exemptions apply to this Policy. Country level policies should only be developed where there are local legal or regulatory requirements to do so.

## Policy Breaches

All Policy breaches must be recorded in Suncorp’s Integrated Risk Issue and Incident System (IRIIS) in accordance with the Incident Management Standard, with the Policy Owner notified. Non-compliance with this Policy may result in disciplinary action (including termination of employment).

To the extent that this Policy imposes obligations on Suncorp, including its Employees, Officers and External Workers, it does not form a contractual term, condition or representation.

## Key Terms

Analysts	Investment analysts at major brokerage firms, institutional investment firms and credit rating agencies that produce written research, earnings forecasts, and valuations on Suncorp Group Limited.
Authorised Spokesperson	<p>The following people are authorised to speak to Analysts, investors, and media with regard to the financial affairs of Suncorp:</p> <ul style="list-style-type: none"><li>– The Chairman, Group CEO&amp;MD and Group CFO;</li><li>– ELT members;</li><li>– The Executive General Manager Corporate &amp; Regulatory Affairs; and</li><li>– Executive General Manager of Investor Relations, Executive Manager Investor Relations and other members of the Investor Relations team as directed.</li></ul> <p>Where appropriate, other senior executives may act as spokespersons following authorisation from their appropriate ELT member and the Corporate Disclosure Officer. Other Investor Relations Professionals and Corporate Affairs Managers may act as spokespersons if authorised by the Corporate Disclosure Officer.</p>

Blackout Period	As a general rule, the 'Blackout Period' commences at the conclusion of the financial reporting period and concludes on the date and time when the relevant results announcements are released. Meetings with the Market are generally not held until the results have been released. The Company Secretary and the Group CFO may elect to vary the date of the commencement of the Blackout Period or extend any Blackout Period where appropriate.
Consensus Forecast	Average of Analysts' earnings and dividend forecasts and company valuations.
False Market	A 'False Market' refers to a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery in relation to Suncorp Group Limited securities, for example where there is false or mis-leading information concerning Suncorp, including a false rumor circulating in the Market.
Market	Capital market participants with the ability to influence the Suncorp Group Limited share price including but not limited to Analysts and investors.
Price Sensitive Information	Information that would, or would be likely to, influence persons who commonly invest in securities in determining whether to acquire or dispose of securities.