

**CURVEBEAM AI LIMITED**  
**CONTINUOUS DISCLOSURE POLICY**

**1 Introduction**

CurveBeam AI Limited (**CurveBeam**) is committed to providing shareholders and the market with full and timely information about the activities of CurveBeam and its subsidiaries (together, the **Group**) in compliance with its continuous disclosure obligations. This document sets out the policies and procedures adopted by the Group for the purposes of complying with CurveBeam's continuous disclosure obligations.

**2 Objectives**

The objectives of this policy are to:

- (a) establish procedures for the reporting of price sensitive information to the Chief Executive Officer (and/or the Chair or Board) for review;
- (b) establish procedures for the preparation, approval and release of announcements to the ASX; and
- (c) establish procedures to enable compliance by CurveBeam with its continuous disclosure obligations under the Australian *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules.

**3 Scope**

This policy applies to:

- (a) all directors of the Board of Directors of CurveBeam (**Board**); and
- (b) all officers and employees of the Group (**CurveBeam Personnel**).

**4 Continuous disclosure obligation**

**4.1 Disclosure obligation**

- (a) Legal obligation of disclosure

CurveBeam has continuous disclosure obligations under the Corporations Act and ASX Listing Rules to keep the market fully informed of any price sensitive information relating to CurveBeam.

ASX Listing Rule 3.1 requires that CurveBeam immediately notify the ASX of any information of which CurveBeam becomes aware, concerning CurveBeam, that a reasonable person would expect to have a material effect on the price or value of any securities issued by CurveBeam (**Material Information**).

- (b) Material effect on the price 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.

In determining whether information is Material Information, CurveBeam Personnel should consider the following two questions:

- Would this information influence my decision to buy or sell securities in CurveBeam at their current market price?
- Would I feel exposed to an action for insider trading if I were to buy or sell securities in CurveBeam at their current market price, knowing this information has not been disclosed to the market?

In forming a view as to whether a reasonable person would consider information to be material, previous disclosure to the market should be considered, for example, previously released profit expectations, commentary on likely results, or detailed business plans or strategies.

A list of matters that may be considered material is set out in Annexure A. This list is merely indicative and should not be seen as an exhaustive list of the matters that should be considered for disclosure nor should all matters in **Annexure A** necessarily be regarded as material.

(c) Information in CurveBeam's knowledge

CurveBeam becomes aware of information if any of its officers has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of CurveBeam.

An officer includes a director or secretary of CurveBeam and a person who makes, or participates in making, decisions that affect the whole or a substantial part of the business of CurveBeam.

(d) Release of information to others

Material Information must not be released to any person (e.g., brokers, analysts, the media, professional bodies or any other person) until CurveBeam has given the information to the ASX and has received an acknowledgement that the ASX has released the information to the market.

#### **4.2 Requirement to disclose information 'immediately'**

Under ASX Listing Rule 3.1, Material Information must be disclosed to the ASX immediately upon CurveBeam becoming aware of the information, unless it falls within the exception to disclosure under ASX Listing Rule 3.1A (see section 4.3 below).

ASX considers the word "immediately" should not be read as meaning "instantaneously", but rather as meaning "promptly and without delay".

Factors that the ASX will take into account in assessing whether CurveBeam has complied with its obligations to disclose information promptly and without delay include:

- (a) where and when the information originated;
- (b) the forewarning (if any) CurveBeam had of the information;
- (c) the amount and complexity of the information concerned;
- (d) the need in some cases to verify the accuracy or bona fides of the information;

- (e) the need for an announcement to be carefully drawn so that it is accurate, complete and not misleading;
- (f) the need in some cases for an announcement to comply with specific legal or ASX Listing Rule requirements; and
- (g) the need in some cases for an announcement to be approved by the Board.

#### **4.3 Exceptions to disclosure**

ASX Listing Rule 3.1A provides that Material Information will not need to be provided to the ASX in certain circumstances. The application of ASX Listing Rule 3.1A must be determined on a case-by-case basis. This can be a complicated analysis that may require legal advice.

Material Information will not need to be provided to the ASX if all of the conditions in paragraphs (a), (b) and (c) below are satisfied in respect of the Material Information:

- (a) one or more of the following five situations applies:
  - (i) it would be a breach of the law to disclose the Material Information;
  - (ii) the Material Information concerns an incomplete proposal or negotiation;
  - (iii) the Material Information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the Material Information is generated for the internal management purposes of CurveBeam; or
  - (v) the Material Information is a trade secret;
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

#### **4.4 Procedure for disclosure**

The following procedures apply to the preparation, approval and release of continuous disclosure announcements to the ASX:

- (a) All CurveBeam Personnel must notify the Chief Executive Officer as soon as he or she becomes aware of information that may be Material Information (see section 4.5 below).
- (b) The Chief Executive Officer will:
  - (i) review the Material Information with the Chair (or in his or her absence, another director of CurveBeam);
  - (ii) determine, in consultation with the Chair (or in his or her absence, another director of CurveBeam), whether any of the Material Information is required to be disclosed to the ASX;

- (iii) if disclosure is required, request the Company Secretary to prepare the form of announcement to the ASX, for approval by the Chief Executive Officer, and if the Chief Executive Officer or the Chair considers it necessary, the Board; and
  - (iv) once approved, instruct the Company Secretary to lodge the announcement with the ASX.
- (c) The Company Secretary will:
- (i) provide a copy of the announcement to all members of the Board, promptly after lodging it with the ASX; and
  - (ii) arrange for the announcement to be posted on CurveBeam's website or investor website after receiving confirmation from the ASX that it has been released to the market.
- (d) In addition to, or in substitution of, the process set out in section 4.4(b), the Board may establish a sub-committee of the Board which considers disclosures of potentially market sensitive information to be made by CurveBeam.
- (e) When assessing whether to approve a draft announcement, the Chief Executive Officer or the Board (or any sub-committee) must ensure that the announcement is factual, complete, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. In this context, "balanced" means disclosing both positive and negative information.

#### **4.5 *Obligations of CurveBeam Personnel***

As soon as any CurveBeam Personnel become aware of information that may be Material Information, they must provide to the Chief Executive Officer the following information:

- (a) a general description of the matter;
- (b) details of the parties involved;
- (c) the relevant date of the event or transaction;
- (d) the status of the matter (e.g., final/negotiations still in progress/preliminary negotiations only);
- (e) the estimated value of the transaction (if applicable);
- (f) the estimated effect on CurveBeam's finances or operations; and
- (g) the names of any in-house or external advisers involved in the matter.

Any change in the information must be immediately notified to the Chief Executive Officer.

The determination of whether certain information is Material Information necessarily involves the use of judgement. Any information that may have a material effect on the price of CurveBeam's securities should be treated as if it is Material Information and the Chief Executive Officer should be notified following the process outlined above.

#### **4.6 Analyst/media communications**

Information provided to, and discussions with, analysts are also subject to the continuous disclosure policy.

Only the Chair and Chief Executive Officer are authorised to issue statements or make comments to the media or to speak on behalf of CurveBeam to analysts or journalists unless prior approval is obtained from the Chair or Chief Executive Officer, or the relevant person is an “Authorised Spokesperson” under CurveBeam’s Communication Policy.

Material Information must not be selectively disclosed (i.e., to analysts, the media or members of the industry) before being announced to the ASX. All information that is proposed to be presented to analysts, journalists or other members of the public that may include Material Information should be provided to the Chief Executive Officer before presenting that information externally. If CurveBeam gives a new and substantive investor or analyst presentation, it must release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

All inquiries from analysts must be referred to the Chief Executive Officer. All material to be presented at an analyst briefing must be approved by or referred through the Chief Executive Officer (or his or her delegate) before the briefing.

All inquiries from the media must be referred to the Chief Executive Officer. All media releases must be approved by or referred through the Chief Executive Officer (or his or her delegate) before release to journalists.

#### **4.7 Interview/briefing black-out period**

During the period from the end of the financial year or half-year until the release to the ASX of the financial results of CurveBeam for the relevant period, no CurveBeam Personnel may discuss financial performance or forecasts with any analyst, investor or the media, unless the information has already been disclosed to the ASX.

In addition, during the period from the end of the first or third quarter of a financial year until the release to the ASX of CurveBeam’s quarterly cash flow report, no CurveBeam Personnel may discuss financial performance or forecasts with any analyst, investor or the media, unless the information has already been disclosed to the ASX. However, the restriction in this paragraph does not apply if CurveBeam is not required to submit a quarterly cash flow report to the ASX in relation to the quarter.

Any person who is given permission by the Chief Executive Officer to give a media interview, speak with analysts, or make a presentation must notify the Chief Executive Officer and the Chief Financial Officer of the date and time for the interview and must give a copy of any presentation to the Chief Executive Officer and the Chief Financial Officer, before the interview/presentation.

Additional periods in which interviews may not be given or in which presentations may not be made without the specific permission of the Chief Executive Officer may be imposed. Relevant persons will be notified of any such additional interview/briefing black-out period.

#### **4.8 Market rumours and correcting a false market**

Under ASX Listing Rule 3.1B, if the ASX considers that there is, or is likely to be, a false market in CurveBeam’s securities, and requests information from CurveBeam to correct or prevent the false market CurveBeam must immediately give that information to the ASX.

This obligation to give information applies even where an exception described above in section 4.3 applies.

Unless disclosure is required to correct or prevent a false market, CurveBeam has a general “no comment” policy in relation to market speculation and rumours.

#### **4.9 Trading halts and suspensions**

In order to facilitate an orderly and informed market, it may be necessary to request a trading halt or voluntary suspension of trading in CurveBeam’s securities from the ASX, for example:

- (a) to manage unexplained material price and/or volume change;
- (b) if confidential information about CurveBeam is inadvertently disclosed;
- (c) prior to a press conference or briefing being held in advance of a formal announcement; or
- (d) to prevent an uninformed market pending the announcement of price sensitive information.

The Chief Executive Officer is authorised to request a trading halt or voluntary suspension. In the absence of the Chief Executive Officer, any two directors are together authorised to make a decision to request a trading halt or voluntary suspension.

The Chief Executive Officer will first consult with the Chair (or in his or her absence, another director) regarding the decision to request a trading halt or a voluntary suspension.

No other CurveBeam Personnel are authorised to request a trading halt or suspension on behalf of CurveBeam, unless so authorised by the Board.

### **5 Relationship between continuous disclosure and other disclosure obligations**

In addition to complying with its continuous disclosure obligations, CurveBeam is required to disclose other types of information under the ASX Listing Rules and applicable securities laws. For example, CurveBeam must prepare and issue periodic financial reports and accounts. CurveBeam’s compliance with its obligations to prepare such documents does not affect its continuous disclosure obligations.

### **6 Communication with shareholders**

CurveBeam acknowledges that effective communication with shareholders assists the creation and maintenance of an informed market in CurveBeam’s securities and enhances corporate governance by encouraging a culture of transparency in relation to CurveBeam’s activities. CurveBeam seeks to:

- (a) provide a comprehensive and up-to-date website, which includes copies of all Material Information lodged with the ASX (including announcements and financial information) as well as relevant and non-confidential policies and charters and other company information;
- (b) place all relevant announcements, briefings and speeches made to the market or the media on the website;
- (c) place full text of annual reports, notices of meetings of shareholders and accompanying explanatory notes on the website; and

- (d) facilitate and encourage shareholder participation at meetings and investor presentations via the use of technology.

Shareholders' meetings are an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, management and the external auditor (all of whom CurveBeam will seek to ensure attend each annual general meeting). The Chair will provide reasonable time following the consideration of reports for questions and comment on these matters.

CurveBeam makes non-material announcements about its activities from time to time via media releases and other public alerts, including posts on its website and on social media sites.

## **7 Management of the policy**

CurveBeam has nominated the Company Secretary as the person with primary responsibility for all communication with the ASX.

The Company Secretary is responsible for:

- (a) liaising with the ASX in relation to continuous disclosure issues;
- (b) ensuring that the system for the disclosure of all Material Information to the ASX in a timely fashion is operating;
- (c) co-ordinating the actual form of disclosure, including reviewing proposed announcements by CurveBeam to the ASX and liaising with the Chief Executive Officer, the Chair or the Chief Financial Officer (as appropriate) in relation to the form of any ASX releases;
- (d) liaising with the Board (where necessary) in relation to the disclosure of information;
- (e) keeping a record of all ASX and other releases that have been made;
- (f) periodically reviewing CurveBeam's disclosure procedures in light of changes to the ASX Listing Rules or applicable securities laws and recommending to the Board any necessary changes to the procedures; and
- (g) preparing regular disclosure reports to the Board, which advise of:
  - (i) material matters considered and the form of disclosure (if any); and
  - (ii) any material changes to CurveBeam's continuous disclosure processes.

## **8 Contraventions and penalties**

### **8.1 *Contravention***

CurveBeam takes continuous disclosure very seriously. CurveBeam contravenes its continuous disclosure obligations if it fails to notify the ASX of the information required by the ASX Listing Rules.

### **8.2 *Penalties for breach***

If CurveBeam contravenes its continuous disclosure obligations under the ASX Listing Rules, the ASX may suspend trading in CurveBeam's securities or may de-list CurveBeam from the ASX.

If CurveBeam contravenes its continuous disclosure obligations, it may also be liable under the Corporations Act and may face:

- (a) criminal liability, which can attract substantial monetary fines; and
- (b) civil liability for any loss or damage suffered by any person as a result of CurveBeam's failure to disclose relevant information to the ASX.

However, if the court finds that CurveBeam has acted honestly and reasonably, the court may, in its discretion, excuse CurveBeam from civil liability.

### **8.3 *Persons involved in the contravention***

Any person involved in a contravention by CurveBeam of its continuous disclosure obligations (not just CurveBeam Personnel) may also face criminal penalties and civil liability. Substantial pecuniary penalties, imprisonment, or both, may apply.

### **8.4 *"Due diligence" defence***

A person will not be considered to be involved in the contravention if the person proves that they:

- (a) took all reasonable steps to ensure that CurveBeam complied with its continuous disclosure obligations; and
- (b) after doing so, believed on reasonable grounds that CurveBeam did comply with its continuous disclosure obligations.

### **8.5 *ASIC infringement notices***

As an alternative to seeking the imposition of a civil penalty, ASIC may issue CurveBeam with an infringement notice for an alleged contravention of the continuous disclosure obligations. An infringement notice may be issued if ASIC has reasonable grounds to believe (even if it cannot prove) that CurveBeam has contravened its continuous disclosure obligations and ASIC has followed specified procedures.

The risk of CurveBeam being issued with an infringement notice despite ASIC not being able to prove that CurveBeam has contravened its continuous disclosure obligations underscores the importance of CurveBeam Personnel complying with this policy.

## **9 *Interaction with Communications Policy***

If any inconsistency arises between this policy and CurveBeam's Communication Policy, this policy will apply.

## **10 *Further information***

Any person who has questions about this policy, or who requires further information, should contact the Chief Executive Officer or Company Secretary.

## **11 *Review of this policy***

This policy may be amended by resolution of the Board of Directors, from time to time, to ensure that it is operating effectively.



Approved by the Board of Directors of CurveBeam AI Limited.

## Annexure A – Material Information

Material Information may include:

- (a) a transaction that will lead to a significant change in the nature or scale of CurveBeam's activities;
- (b) the financial condition, results of operations, CurveBeam-issued forecasts and the earning performance of the Group, which are significantly different from that anticipated by CurveBeam or the market;
- (c) a proposed acquisition or disposition of material assets by a member of the Group;
- (d) the entry into, variation, or termination of a material agreement;
- (e) the granting or withdrawal of a material licence;
- (f) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Group's consolidated assets. Normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case;
- (g) events or occurrences that have or are reasonably likely to have a material impact on the operations of the Group;
- (h) natural disasters or accidents that have particular relevance to the businesses of the Group or its suppliers;
- (i) a proposed announcement to alter pricing policies other than in the ordinary course of business;
- (j) resolving to pay a dividend, or a recommendation that no dividend be paid;
- (k) legal proceedings against or allegation of any breach of the law, whether civil or criminal, by CurveBeam or any of its employees (other than debt recovery proceedings or insured workers' compensation claims);
- (l) any credit rating applied by a rating agency or any notification by a ratings agency that it will review the credit rating of CurveBeam;
- (m) a change in CurveBeam's financial forecast or expectation;
- (n) the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by a member of the Group;
- (o) changes in CurveBeam's senior management or auditors;
- (p) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility of the Group; and
- (q) planning to undertake a significant financing or security issue (whether debt or equity) or to take other action with respect to outstanding securities (e.g., share buy-back program) or any default on any securities.