Market disclosure policy

1.0 Background and purpose

The Company has shares quoted on the NZX Main Board and bonds quoted on the NZX Debt Market and must therefore comply with the continuous disclosure obligations contained in the NZX Limited Main Board/Debt Market Listing Rules (the Listing Rules).

The Company is committed to providing promptly and without delay and equally to all investors fair and full disclosure of material information in accordance with the Listing Rules.

This policy sets out the responsibilities, processes and guidance to be followed to ensure that the Company meets its continuous disclosure obligations. Broadly, continuous disclosure obligations are important to ensure:

> the integrity of the capital and debt markets
> the markets are informed of relevant information in a timely manner
> orderly, transparent and fair markets, and
> equality of access to that information, so that investors can make informed investment decisions.

This policy also sets out the responsibilities, processes and guidance to be followed for the disclosure of non-material information through NZX’s Market Announcement Platform (MAP).

2.0 Disclosure of material information

Material information means, amongst other things, information in relation to the Company that a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of the Company’s quoted financial products.

The Company will release through MAP promptly and without delay any material information as soon as the Company becomes aware of it unless one of the five exceptions specified in the Listing Rules applies. The Company will not disclose material information without first disclosing it through MAP.

The Company becomes aware of material information if, and as soon as, a Director or a Senior Manager (as defined in the Listing Rules) has, or ought reasonably to have, come into possession of the material information in the course of the performance of their duties.

Appendix 1 to this policy contains further information in relation to:

> information that is likely to be considered material information
> the five exceptions to disclosure of material information under the Listing Rules
> the key concepts of ‘a material effect on the price of the Company’s financial products’, ‘a reasonable person’ and ‘promptly and without delay’

The Company will ensure it has procedures in place for identifying all material information, reporting it for review and timely disclosure of it through MAP.
Appendix 2 contains a flowchart showing the applicable processes that will be followed to determine whether information is material information, whether the Company is required generally to disclose material information and whether the Company is required to disclose material information to prevent a market which is materially influenced by false or misleading information.

3.0 Roles and responsibilities

A Disclosure Committee has been established to manage the Company’s disclosure obligations. The Committee comprises the Chief Executive Officer, GM Funds Management & Capital Markets, Chief Financial Officer/GM Finance and Shared Services and the General Counsel and Company Secretary.

All Directors and employees of the Company are responsible for reporting promptly and without delay to any member of the Disclosure Committee any information that they consider to be or likely to be material information.

In addition, the Board will consider at each Board meeting whether there is any information, arising from matters discussed at the meeting or otherwise, that may require disclosure in accordance with this policy.

The Disclosure Committee is responsible for implementing any reporting processes and controls, determining guidelines for the release of information through MAP and approving the release of information through MAP, which does not require Board approval or where Board approval is not possible given the Company’s disclosure obligations. In particular, the Disclosure Committee is responsible for assessing whether information constitutes material information and ensuring, via the GM Funds Management & Capital Markets or in their absence any other member of the Disclosure Committee, that the information is subject to release promptly and without delay.

The Disclosure Committee is also responsible for assessing the circumstances surrounding any significant movement in the Company’s shares or bonds and for reporting to the Board on issues concerning compliance with this policy or the Listing Rules.

The Board’s role and responsibilities for announcements made through MAP, depends on the nature of the announcement, as follows:

> Prior Board approval will be obtained for announcements which contain material information (such as interim and annual results, changes to the Company’s capital structure, major developments, acquisitions and disposals, or a significant seismic event impacting on the Company’s property portfolio), wherever that approval is possible given the Company’s obligation to disclose promptly and without delay.

> Announcements which are of interest to the market but which do not contain material information (such as senior management changes, leasing updates, seismic updates, development updates and refinancing of existing debt facilities) will be copied to the Board at the time of release.

> Announcements which are administrative in nature (such as the number of shares issued under the Company’s dividend reinvestment scheme, long term incentive scheme or employee share ownership plan, or Directors’ and officers’ disclosure notices, and dates for Director nominations) but which are required to meet the Company’s administrative Listing Rules obligations will not be copied to the Board.
4.0 **Release of information through MAP**

The GM Funds Management & Capital Markets and in their absence any other member of the Disclosure Committee is responsible for ensuring the release of information through MAP following its approval (either by the Board, if their approval is required, or by the Disclosure Committee) and advising the Board and Chief Executive Officer (as required) of its release. The GM Funds Management & Capital Markets is also the primary liaison person for communications with NZX and in their absence any other member of the Disclosure Committee.

No employee shall communicate to the media or any other person any material information that has not first been released through MAP.

All communications with shareholders, bondholders, market analysts or investors shall be made, where possible, by the Chief Executive Officer, the GM Funds Management & Capital Markets or the Chief Financial Officer/GM Finance and Shared Services. Information or presentations which include any information which is or could be material information, to be provided to any external party (including shareholders, bondholders, analysts, professional bodies, the media, customers or any other person) are subject to this policy. Material information must be released first through MAP and must not be selectively disclosed. Wherever possible only publically available information should be used in external communications or presentations. All such presentations are subject to the prior approval of the Chief Executive Officer or the GM Funds Management & Capital Markets.

5.0 **Further information**

If you have any questions about this policy please direct them to the General Counsel and Company Secretary in the first instance.

For definitions of all capitalised terms contained in this document, please refer to our ‘Glossary’, which can be found on the Company’s intranet.

**Policy owner:** General Counsel and Company Secretary  
**Review date:** March 2019  
**Next review date:** February 2021  
**Policy approver:** Board
Appendix 1 - Material information, exceptions and key concepts

1. Information that is likely to be material information

The NZX’s guidance note on continuous disclosure states that, amongst other things, the following information may be material information:

- any change in the financial forecast or expectation of the Company
- any transaction for consideration that is 5% or more of the written down value of the Company’s consolidated assets
- any proposed change in the general nature of the business of the Company or its group, and
- an acquisition or sale of an asset where the gross value or the consideration represents more than 10% of the Company’s average market capitalisation.

2. The five exceptions to the Listing Rules

The Listing Rules provide that disclosure of material information is not required where one of five exceptions applies. The exceptions are as follows and only apply if in each case a reasonable person would not expect the information to be disclosed and the information is also confidential and its confidentiality is maintained:

- if its release 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 the Company’s internal management purposes, or
- the information is a trade secret.

The Listing Rules provide that a reasonable person would not expect the information to be disclosed if its release would unreasonably prejudice the Company or provide no benefit to a person who commonly invests in financial products.

3. Key concept - Material effect on the price of the Company’s quoted financial products

Material effect is not defined in the Listing Rules. According to NZX’s guidance note, the “test is based on what a reasonable person would expect to happen upon the release of the information. It is not a hindsight test based on the degree of price movement which actually occurs upon release of information.”

NZX Regulation’s view is that information that results in a movement in the price of a company’s quoted financial product of:

- 5% may not be considered to have had a material effect in respect of illiquid quoted financial products but for issuers with large market capitalisations and highly liquid quoted financial products 5% may be considered to have had a material effect,
- between 5% and 10% is more likely than not to be treated by NZX Regulation as evidence of a material effect, or
- 10% or more will generally be treated as evidence that the information had a material effect on the price of quoted financial products.

The NZX Regulation would generally expect any price movement attributable to the release of information to occur within one trading day of the release to MAP of the information.
4. **Key concept - Reasonable person**

Reasonable person is not defined in the Listing Rules. NZX's view is that a reasonable person is someone who commonly invests in financial products, holds such products for a period of time, based on their view of the inherent value of the financial product. The Company understands a reasonable person to be someone who has a reasonable but not a sophisticated knowledge of accounting, finance and the stock market and is competent to undertake basic, but not sophisticated, accounting, financial and other relevant analyses.

5. **Key concept – promptly and without delay**

Promptly and without delay is not a term defined in the Listing Rules. NZX's view is that promptly and without delay will depend on the particular circumstances and the particular nature of the material information. Such as the nature, amount and complexity of the information, where the information came from and whether it needs to be checked and how long the issuer takes to prepare the MAP announcement including ensuring that the announcement is complete, accurate and not misleading.

NZX believes that while board oversight of continuous disclosure is important, this needs to be balanced against the requirement to disclose promptly and without delay. Accordingly, NZX considers that an issuer may not wait until the next scheduled board meeting to address the issue.

In certain circumstances, NZX will permit the Company to request a trading halt until such time as an announcement can be prepared and released through MAP. Also, where the release of material information falls outside of NZX's operating hours then NZX's view is that the Company may make a public announcement, but must also provide the announcement through MAP at the same time, or as soon as reasonably practicable after the public announcement.

NZX is also of the view that the release of periodic financial reports (such as preliminary announcements and annual and half year reports) should be released to the market on the scheduled reporting date (regardless of when the Board may have formally signed off such reports). NZX also believes that the Company may need to release particular information contained within a proposed report, or the report itself, earlier if that information is material information.
Appendix 2 - Continuous disclosure flowchart

Is the Company aware\(^2\) of any material information\(^1\)?

Yes

- Would a reasonable person expect the information to be disclosed?
  - Yes
    - Is the information confidential and has its confidentiality been maintained?
      - Yes
        - Does the Company wish to disclose material information\(^1\) to:
          - Public; or
          - Any other stock exchange (except as provided for in Rule 3.26.2(d)); or
          - Any other party
        - CAN DISCLOSE
      - No
        - CAN'T DISCLOSE
    - NO OBLIGATION TO DISCLOSE
  - No
    - Does one or more of the following apply?
      - Release of information would be a breach of law
      - Information concerns an incomplete proposal or negotiation
      - Information comprises matters of supposition or is insufficiently definite to warrant disclosure
      - Information is generated for the internal management purposes of the Company
      - Information is a trade secret
      - No
        - CORRECT THROUGH MAP
      - Yes
        - NO OBLIGATION TO CORRECT

No

- Does the Company wish to disclose material information\(^1\) to:
  - Public; or
  - Any other stock exchange (except as provided for in Rule 3.26.2(d)); or
  - Any other party

Has the material information been released to MAP?

Yes

- CAN DISCLOSE

No

- CAN'T DISCLOSE

Is there subsistence/development of a market for the Company’s quoted financial products which is materially influenced by false or misleading information of a reasonably specific nature?

Yes

- Is the information emanating from the Company or an Associated Person of the Company?
  - Yes
    - NO OBLIGATION TO CORRECT
  - No
    - CORRECT THROUGH MAP

No

- Is the information emanating from other persons in circumstances which would give information substantial credibility?
  - Yes
    - CAN'T DISCLOSE
  - No
    - CAN DISCLOSE

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1. Material information is information that a reasonable person would expect, if it were generally available to the market, to have a material effect on the price or value of the Company’s quoted financial products.

2. The Company becomes aware of material information if, and as soon as, a Director or a Senior Manager (as defined in the Listing Rules) has, or ought reasonably to have, come into possession of the material information in the course of the performance of their duties.