

This Policy applies to all Synlait Milk Limited (**Synlait**) sites.

### Context and Purpose

This Policy is part of Synlait's commitment to comply at all times with its continuous disclosure obligations under the NZX Listing Rules (**Listing Rules**) and the Financial Markets Conduct Act 2013 (**FMCA**).

The purpose of this Policy is to reinforce Synlait's commitment to its continuous disclosure obligations, and to describe the processes in place that enable Synlait to provide stakeholders with timely disclosure in accordance with those obligations.

Synlait is committed to act in accordance with the regulatory framework relating to continuous disclosure and observe the spirit, intention and purpose of that regulatory framework in order to support and enhance the integrity of the market and produce fair outcomes.

This Policy applies to all employees, officers, directors, contractors, and consultants engaged by Synlait from time to time, together referred to as "**staff**" in this Policy.

### Continuous Disclosure Obligations

Synlait has a fundamental obligation under the Listing Rules to disclose **material information** promptly and without delay through the NZX market announcement platform before it is disclosed elsewhere.

**Material information** refers to specific information in relation to Synlait that a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of Synlait's shares or any quoted bonds.

#### Knowledge

Synlait will disclose material information which it is aware of to the market. Under the Listing Rules, Synlait becomes aware of material information when a director or senior manager has, or ought reasonably to have, come into possession of the material information.

#### Material Information

Synlait will assess material information on a case by case basis by reference to the relevant facts and the Listing Rules.

When considering whether information is material, Synlait will take a cautious approach and, if in doubt, it will disclose the information. The continuous disclosure flowchart in the Appendix will be followed.

The following non-exhaustive list refers to the types of information which **may** be material information under the Listing Rules:

- A change in Synlait's financial forecasts or infant formula volume forecasts.
- A transaction where the consideration payable or receivable is a significant proportion of Synlait's consolidated assets. Normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case.
- Undersubscription or oversubscription to an issue of Synlait's shares.
- Giving or receiving a notice of any intention to make a takeover.

- Breach of financial covenants in relation to Synlait’s banking facilities, or a material acceleration or increase of its financial obligations.
- Any proposed change in the general nature of Synlait’s business.
- An acquisition or disposition of shares in Synlait carrying 5% or more of the votes attaching to any class of Synlait’s shares.
- An acquisition or disposition of assets (including entering into any agreement or option) where the gross asset value, or the consideration paid or received, is more than 10% of Synlait’s average market capitalisation.
- A change to Synlait’s market, regulatory environment or product development which is likely to have a material effect on Synlait’s results.

### Exceptions

Disclosure under the Listing Rules will not be required if:

- one or more of the following applies:
  - Release of the information would be a breach of law;
  - The information concerns an incomplete proposal or negotiation;
  - The information contains supposition or is insufficiently definite to warrant disclosure;
  - The information is generated for internal management purposes only; or
  - The information is a trade secret; and
- the information is confidential and its confidentiality is maintained; and
- a reasonable person would not expect the information to be disclosed.

If all the requirements above continue to be met, Synlait is not required to disclose the material information. In all other cases Synlait will disclose material information promptly and without delay.

### Continuous Disclosure Procedure

All directors and members of Synlait’s senior management bear primary responsibility for Synlait’s compliance with its disclosure obligations and are therefore responsible for implementing this Policy effectively.

### Disclosure Contacts

Any material information which may need to be disclosed must be communicated immediately to either the Chief Executive Officer, Chief Financial Officer or Head of Legal and Governance (each a “**Disclosure Contact**”).

Where a member of staff is unsure of whether information needs to be disclosed, they should discuss this with their line manager, direct supervisor, or the Legal Team without delay.

Where a member of staff is aware of a developing matter which is not yet required to be disclosed, but is likely to require disclosure in future, they should notify the Legal Team or a Disclosure Contact as soon as practicable.

The Disclosure Contacts are responsible for conducting an initial assessment of the material information referred to them and collecting further information if required. All relevant facts and information communicated to a Disclosure Contact under this Policy will be assessed without delay.

The Disclosure Contacts will:

- make recommendations to the Board on a case by case basis as to the determination of whether particular information is material information and must be disclosed;
- make recommendations to the Board in respect of the timing of disclosure of any such information in accordance with this policy (subject always to the Listing Rules which compel immediate disclosure of material information except if the safe harbours to disclosure apply);
- oversee the drafting of all NZX announcements disclosing material information;
- monitor compliance with this Policy by Synlait and its staff;
- report to the Board on any disclosure matters dealt with in the preceding period; and
- engage external counsel as required to advise on disclosure obligations.

The Board, having considered a recommendation from the Disclosure Contacts in respect of particular information, is responsible for:

- determining what information amounts to material information and must be disclosed;
- determining the timing of disclosure of any such information in accordance with this policy (subject always to the Listing Rules which compel immediate disclosure of material information except if the safe harbours to disclosure apply); and
- approving the form of any disclosure of material information.

No member of staff may release material information concerning Synlait to any person who is not authorised to receive it without the approval of the Board.

Where an announcement is to be considered and approved by the Board, the Disclosure Contacts should provide the Board with all relevant information necessary to ensure that it is able to fully appreciate the matters dealt with in the announcement.

If any announcement would ordinarily be put to the Board for its consideration and approval prior to release because it contains material information, but the announcement must promptly and without delay be disclosed to the market in order for Synlait to comply with its continuous disclosure obligations and it is not appropriate to apply for a trading halt and it is impractical to obtain timely Board approval, one Disclosure Contact may make disclosure with the support of the Chair of the Board, or if not available, the Chair of the Audit and Risk Committee.

### Trading Halts

Synlait may need to request a trading halt in order to manage its continuous disclosure obligations (including responding to information released by third parties). The Disclosure Contacts will be responsible for considering, approving and implementing trading halts with the support of the Chair of the Board, or if not available, the Chair of the Audit and Risk Committee.

### Analysts

Synlait does not generally confirm or comment on analyst forecasts, nor does it publish earnings projections solely because they do not align with analyst estimates.

However, where Synlait is reasonably certain that its actual performance materially deviates from guidance previously published by Synlait or, where Synlait has not published guidance, the market's expectations (as may be reflected in analyst reports) the Disclosure Contacts will consider whether this deviation is material information under the Listing Rules and act accordingly.

Synlait will take care when dealing with analysts, to ensure that it does not inadvertently breach its continuous disclosure obligations by communicating material information which is not otherwise available to the market. This principle also applies to direct enquiries from shareholders.

In all dealings with analysts and shareholders, Synlait will observe the principle that any material information must first be disclosed to NZX through the market announcement platform. This does not prevent Synlait from disclosing background or technical information to analysts and shareholders to assist them with their understanding of Synlait's business, provided that this information is not material information.

### False Markets

Synlait does not generally correct, confirm or comment on market speculation and rumours. However, Synlait will promptly and without delay, release material information, if necessary, to prevent a market in its shares developing or subsisting which is materially influenced by false or misleading information which comes from:

- Synlait or a person associated with Synlait; or
- Any other source which gives the information substantial credibility.

The categories of persons "associated" with Synlait are set out in the Listing Rules. They broadly include directors, senior managers, majority shareholders, joint venture partners and people exercising a substantial degree of influence over Synlait's business (including material customers).

Where this threshold is met, the Disclosure Contacts will be responsible for making disclosure required to correct false information in the market, after having obtained approval from the Board following the process outlined above in relation to the release of material information.

### Release of Information

Any announcements made through the NZX market announcement platform that do not contain material information must be reviewed and approved before release by the Head of Legal and Governance, or the Head of Strategy and Corporate Affairs.

### Dealing with the Media

Any staff (other than the Chair or the Disclosure Contacts) must not deal with the media unless they have prior authorisation from at least one of the Disclosure Contacts. This includes not responding to requests for commentary and not providing interviews or press releases or making any comments or providing any information via social networking, blogs, media or content sharing sites where the subject matter relates to Synlait and is confidential or commercially sensitive to Synlait or could result in a breach by Synlait of its continuous disclosure obligations or any other regulatory obligations.

## Compliance

Breaches of this Policy by staff may lead to disciplinary action being taken. In serious cases this action may include dismissal.

## Review Frequency

This Policy will be reviewed regularly by the Board to ensure that Synlait's continuous disclosure obligations are being satisfied in accordance with the Listing Rules.

For this policy to be successful, the active participation and support of all our employees are essential.



George Adams  
**Synlait Board Chair**  
**Synlait Milk Limited**



John Chapman  
**Head of Legal and Governance**  
**Synlait Milk Limited**

**APPENDIX**

Continuous Disclosure Flowchart

