



**Southern Cross Payments
Ltd**

Corporate Governance Policies

Continuous Disclosure Policy

1. Continuous Disclosure Policy

This policy outlines the disclosure obligations of Southern Cross Payments Limited (**Company**) as required under the Corporations Act 2001 (Cth) (Corporations Act) and the ASX Listing Rules. The policy is designed to ensure that procedures are in place so that the securities exchange in which the Company's securities are listed is properly informed of matters which may have a material impact on the price at which the securities are traded.

The Company is committed to:

- (a) complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing Rules;
- (b) preventing the selective or inadvertent disclosure of material price sensitive information;
- (c) ensuring shareholders and the market are provided with full and timely information about the Company's activities;
- (d) ensuring that all market participants have equal opportunity to receive externally available information issued by the Company.
- (e) ensuring that its directors, employees and contractors are aware of this Policy, including by way of ongoing training, and highlighting to directors, employees and contractors the importance of maintaining confidentiality of information against premature disclosure, particularly in circumstances where ISX is relying on the exception under ASX Listing Rule 3.1A.
- (f) ensuring that its directors, employees and contractors are aware of the importance of maintaining confidentiality of information against premature disclosure, particularly in circumstances where ISX is relying on the exception under ASX listing Rule 3.1A.

1.1 Disclosure officer

- a) The Executive Chair and the Company Secretary have been appointed as the Company's Disclosure Officers responsible for implementing and administering this policy.
- b) The Disclosure Officers shall ensure that they are informed as to the extent and circumstances of any material agreement entered into by the Company, and finalise the draft of the disclosure suitable for release to market, based upon the recommendation of the Continuous Disclosure Committee.
- c) The Disclosure Officers shall seek input from a majority of the board of directors regarding the content of any disclosure that refers to a significant matter or strategic agreement.
- d) The disclosure officers are responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.
- e) In the absence of the Executive Chair and Company Secretary, any matters regarding disclosure issues are to be referred to the Non-Executive Directors.
- f) The Disclosure Officer shall ensure that the Board of Directors receive any disclosures

immediately following such disclosure.

1.2 Material information

In accordance with the ASX Listing Rules, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Employees and Non Executive Directors are to be informed by the Company of their obligation to notify Disclosure Officers of matters potentially requiring disclosure, as those matters come to their attention (except by way of the Continuous Disclosure Committee).

Information need not be disclosed if:

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

If an employee possesses inside information, the person must not:

- (a) trade in the Company's securities;
- (b) advise others or procure others to trade in the Company's securities; or
- (c) pass on the inside information to others, including colleagues, family or friends, knowing (or where the employee or Director should have reasonably known) that the other persons will use that information to trade in, or procure someone else to trade in, the Company's securities.

This prohibition applies regardless of how the employee or Director learns the information (e.g. even if the employee or Director overhears it or is told in a social setting). For further information please refer to the Company's Securities Trading Policy.

The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.

Note that the Company is deemed to have become aware of information where a director or executive officer has, or ought to have, come into possession of the information in the course of the performance of his duties as a director or executive officer.

The Corporations Act defines a material effect on price or value as being where 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 the securities.

1.3 Continuous Disclosure Committee

- a. The Continuous Disclosure Committee shall comprise the Executive Chair and the Company Secretary and which shall meet as needed to discuss matters for potential disclosure before those matters may then (if required) be referred to the Board for decision.
- b. Continuous Disclosure Committee shall be advised of all new agreements entered into by the Company where they may be considered strategic. It shall review actual revenues by Customer to determine if any Customer has become material or ceases to be so.

1.4 Determining Materiality

- c. The Continuous Disclosure Committee shall make a determination of materiality of any agreement on the basis of :
 - i) if the counterparty is strategically important or the contract is material for some other reason (other than revenue), ISX won't announce entry into that contract until at least integration commencement has occurred (with visibility to conclusion of integration) and/or security payment has been received; and
 - ii) if the counterparty is not strategically important, or there are no other grounds on which the contract could be considered material, it won't be announced unless and until revenue derived under that contract becomes material.
 - iii) Other grounds if in the opinion of the Continuous Disclosure Committee it is appropriate to do so,
- d. In determining timing of announcements, where clients are located in jurisdictions where the use of digital signature is unclear ISX's policy is to require original signed copies of the customer's counterpart before it considers there to be an enforceable contract.

ISX will only countersign and exchange the contract once it has received the original counterpart, unless it has legal advice that a digital signature is legally binding.
- e. For regulated payment services agreements, ISX will include a condition precedent in all of its future agreements that the agreement with the customer is not legally binding until such time as either security deposits have been paid and/or the integration to ISX's systems is completed.
- f. Upon the Continuous Disclosure Committee or the Board of Directors determining that a contract is material to its earnings, an announcement shall be drafted by the Disclosure Officer and immediately released to the MAP which will clearly articulate the significance and term of the contract.

1.5 Breach of continuous disclosure policy

Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

1.6 Review of communications for disclosure

The disclosure officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:

- (a) media releases,
- (b) analyst, investor or other presentations (which shall be disclosed in advance of any presentation),
- (c) prospectuses, and
- (d) other corporate publications.

Where an announcement is regarded as significant, the Board will review the announcement prior to publication.

When a Board member is unable to review an announcement prior to publication, the disclosing office will review the announcement with the Continuous Disclosure Committee. If a member of the Continuous Disclosure Committee is unable to review the announcement, a non-executive director with relevant back ground and experience will be invited to review in the Committee members place.

Examples of information or events that are likely to require disclosure include:

- (a) financial performance and material changes in financial performance or projected financial performance;
- (b) changes in relation to directors and senior executives, including changes in the independence of directors;
- (c) mergers, acquisitions, divestments, joint ventures or material changes in assets;
- (d) significant developments in new projects or ventures;
- (e) material changes to the Company's security position;
- (f) material information affecting joint venture partners, customers or non--- wholly owned subsidiary companies;
- (g) media or market speculation;
- (h) analyst or media reports based on inaccurate or out of date information;
- (i) industry issues which have, or which may have, a material impact on the Company; and
- (j) decisions on significant issues affecting the Company by regulatory authorities.
- (k) shareholder requisitions valid requisition under the Corporations Act, ISX shall immediately release a copy of that requisition (or a summary of its material terms) to the market, in accordance with the requirements of ASX Listing Rule 3.17A.

Employees must ensure that they bring to the attention of the disclosure officers any information which could have a material effect on the price or value of the Company's securities. Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the disclosure officers will assess the circumstances with appropriate senior executives and if necessary, seek external professional advice.

All presentations to analysts and investors will be released to the ASX and then be included on the Company's website.

1.7 Authorised spokespersons

The Company's authorised spokespersons are the Executive Chair and Company Secretary. In appropriate circumstances, the Executive Chair may from time to time authorise other spokespersons on particular issues and those within their area of expertise.

No employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

Investor Presentations

- i. Shall only be presented by an authorised spokesperson in the presence of at least one other person engaged by the Company; and
- ii. The spokesperson shall initiate a review following briefings or discussions to identify and address any inadvertent leak of price sensitive information; and
- iii. The spokesperson shall ensure the provision of presentation materials in advance to the disclosure officers to ensure no price sensitive material is to be disclosed; and
- iv. The spokesperson shall respond to unexpected questions that arise in briefings or discussions, by not engaging on topics or questions outside of the scope of the presentation.

1.8 Reporting of disclosable information

Once the requirement to disclose information has been determined, the disclosure officers are the only persons authorised to release that information to the ASX.

Information to be disclosed must be lodged immediately with the ASX. Any such information must not be released to the general public until the Company has received formal confirmation of lodgement by the ASX.

All information disclosed to the ASX in compliance with this policy must be promptly placed on the Company's website.

1.9 Market speculation and rumours

As a guiding principle, the Company has a “no comment” policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.

1.10 Trading halts

The Company may, in exceptional circumstances, request a trading halt to maintain orderly trading in the Company’s securities and to manage any disclosure issues.

No employee of the Company is authorised to seek a trading halt except for the disclosure officers.

1.11 Meetings and group briefings with investors and analysts

The Executive Chair is primarily responsible for the Company’s relationship with major shareholders, institutional investors and analysts and shall be the primary contact for those parties.

The Executive Chair or Non-Executive Director will attend broker presentations or meetings with one other company representative (being a Non-Executive Director or Company Secretary).

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are to be lodged with ASX prior to the briefing commencing. Upon confirmation of receipt by ASX, the briefing material will be posted to the Company’s website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market. The Company considers that discussions and meetings with investors and stockbroking analysts are an important part of pro---active investor relations. However, the Company will only discuss previously disclosed information in such meetings. In general, the discussions or meetings with investors and stockbroking analysts should be held with at least two company representatives present i.e. The Executive Chair and Company Secretary or Non-Executive Director.

1.12 Periods prior to release of financial results

During the time between the end of the financial year or half year and the actual results release, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre---result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to the ASX.

1.13 Web-based communication

The Company’s website features discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include

- (a) annual reports and results announcements,
- (b) all other company announcements made to the ASX,

- (c) speeches and support material given at investor conferences or presentations,
- (d) company profile and company contact details, and
- (e) all written information provided to investors or stockbroking analysts.

Announcements lodged with the ASX will be placed on the Company's website as soon as practicable after ASX confirms receipt of that information.

Shareholders may be offered the option of receiving information via e-mail instead of post.

1.14 Analysts reports and forecasts

Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinion on strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price. The Company's comments on analyst reports will be restricted to:

- (a) information the Company has issued publicly and
- (b) other information that is in the public domain.

Given the level of price sensitivity to earnings projections, the Company will only make comment to correct factual errors in relation to information publicly issued by other parties and Company statements.

This policy is reviewed annually.