
Disclosure Policy

Vulcan Steel Limited (NZBN 9429038466052/ARBN 652 996 015)

Adopted by the Board on 21 September 2021

Vulcan Disclosure Policy

1 Introduction

- (a) Under continuous disclosure laws, Vulcan Steel Limited (NZBN 9429038466052/ARBN 652 996 015) (**Vulcan** or **Company**) must immediately notify the Australian Securities Exchange (**ASX**) of materially price sensitive information (unless an exception applies). ASX requires that the share market is kept continuously informed of such information.
- (b) Failure to notify ASX can be a serious criminal offence, exposing Vulcan, its managers and directors to imprisonment, fines and damages.
- (c) As a foreign exempt issuer listed on the New Zealand Stock Exchange (**NZX**), information that is notified to the ASX and made public to the market, and any additional information NZX requests from time to time, must also be released through the NZX.
- (d) For the purposes of this policy, “**Vulcan Person**” has the meaning given to it in Vulcan Securities Trading Policy.
- (e) This policy is available on Vulcan’s investor website.

2 Continuous disclosure principle

- (a) ASX listing rule (**LR**) 3.1 requires Vulcan to immediately notify the ASX if it has, or becomes aware of, any information concerning Vulcan that a reasonable person would expect to have a material effect on the price or value of Vulcan’s securities were that information to be generally available. This is known as the continuous disclosure obligation. Vulcan is also required by section 674 of the *Corporations Act 2001* (Cth) (**Corporations Act**) to comply with this obligation. In this context, ASX has confirmed in Guidance Note 8 that “immediately” means “promptly and without delay”.
- (b) LR 15.7 requires that Vulcan must not release information that is for release to the market to any person until it has given the information to the ASX and has received acknowledgment that the ASX has released the information to the market.
- (c) The continuous disclosure obligation does not apply if the exception to the obligation outlined in section 3 of this policy applies.
- (d) Any material price sensitive information must be disclosed to the ASX in accordance with this policy.

3 Exception to the continuous disclosure principle

3.1 Availability of the exception

- (a) Disclosure under LR 3.1 is not required if each of the following is satisfied in relation to the information:

- (i) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
 - (ii) one or more of the following applies:
 - (A) it would be a breach of a law to disclose the information;
 - (B) the information concerns an incomplete proposal or negotiation;
 - (C) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (D) the information is generated for the internal management purposes of Vulcan; or
 - (E) the information is a trade secret; and
 - (iii) a reasonable person would not expect the information to be disclosed.
- (b) All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, Vulcan must immediately disclose the information to the ASX in accordance with this policy.

3.2 A false market may cause the exception to be lost

LR 3.1B provides that if the ASX considers that there is, or is likely to be, a false market in Vulcan's securities, and requests information from Vulcan to correct or prevent the false market, Vulcan must give the ASX the information needed to correct or prevent the false market.

4 NZX disclosure obligations

- (a) As an NZX foreign exempt issuer, Vulcan must release through NZX:
 - (i) any information or notice that it has provided to ASX that is made public, at the same time as, or promptly and without delay after, the information or notice is provided to ASX;
 - (ii) any additional information NZX requests from time to time; and
 - (iii) any notice or other information provided to ASX by third parties for market release in relation to Vulcan that is made public and released by ASX.
- (b) The information that NZX requests for the purposes of paragraph 4(a)(ii) above is set out in Appendix A to the "NZX Practice Note – Foreign Exempt Issuers".

5 Disclosure Committee

- (a) The Board's responsibilities include:
 - (i) determining what information will be disclosed by Vulcan to the ASX and NZX;

- (ii) implementing procedures to ensure that, if required:
 - (A) disclosures to the ASX and NZX can be made immediately; and
 - (B) trading halt requests can be lodged with the ASX and NZX immediately;
 - (iii) preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Board determines may be prepared and released without its prior review, if any);
 - (iv) reviewing and approving proposed external announcements for release to ASX and NZX.
- (b) Vulcan's board of directors (**Board**) has also established a disclosure committee (**Committee**) comprising of:
- (i) the Chair of the Board;
 - (ii) any persons approved by the Chair from time to time;
 - (iii) Company Secretary;
 - (iv) Vulcan's Chief Financial Officer (who, for administrative convenience only, is primarily responsible for overseeing and coordinating all communication with the ASX, NZX, investors, analysts, brokers, the media and the public) (**Disclosure Officer**); and
- (c) If the Board is not available to convene a meeting to approve any disclosures to the ASX and NZX, the Committee will:
- (i) determine what information will be disclosed by Vulcan to the ASX and NZX;
 - (ii) prepare (or oversee the preparation of) external announcements (other than categories of routine announcements that the Committee determines may be prepared and released without its prior review, if any); and
 - (iii) review and approve proposed external announcements for release to ASX and NZX.
- (d) The Committee must consult with the Board, Chief Executive Officer, Company Secretary, senior management and external advisers as it considers necessary, including where there is doubt as to whether certain information should be disclosed.
- (e) If the Committee considers that an announcement is of such a nature that it ought to be reviewed and approved by the Board or the Board has directed that the nature of such an announcement requires Board approval, then the Company Secretary must:
- (i) take all steps necessary to convene a Board meeting as soon as practicable to consider and approve the announcement; and

- (ii) take such other steps as the Committee determines are necessary to comply with Vulcan's continuous disclosure obligations, including, if necessary, liaising with ASX and NZX to request a trading halt or suspension from trading until the Board is able to meet.
- (f) A quorum of the Committee is two members. If a quorum cannot be formed from the Committee members listed in paragraph 5(b), the following will be added as members of the Committee (in the order specified), until a quorum can be formed:
 - (i) the chair of the Audit and Risk Management Committee;
 - (ii) the chair of the People and Remuneration Committee; and
 - (iii) any other director of the Company.

6 Reporting obligations

- (a) Where a continuous disclosure obligation arises, disclosure should not be delayed to accommodate the availability of members of the Board or, if applicable, the Committee. If either the Board (or, if applicable, the Committee) is unavailable to make a disclosure decision, the Disclosure Officer must take such other steps as he or she determines is necessary to comply with Vulcan's continuous disclosure obligations, including, if necessary, requesting that the Company Secretary liaise with ASX and NZX to request a trading halt or suspension from trading until the Board or the Committee is able to meet.
- (b) The Disclosure Officer is responsible for ensuring that all Board or Committee decisions that must be disclosed to the ASX and NZX are dealt with by an appropriate company announcement and that any routine announcement is also accurate, balanced and expressed in a clear and objective manner.
- (c) All Vulcan Persons are required to immediately advise a member of the Board of any information that they believe may be price sensitive or any issues which could develop into price sensitive information. If a Vulcan Person has doubt as to whether information concerning Vulcan is price sensitive, the Vulcan Person must report that information to a member of the Board. He or she must not disclose that information to anyone outside Vulcan before the ASX and NZX are notified.
- (d) If any Vulcan Person becomes aware that:
 - (i) there may have been inadvertent disclosure of material price sensitive information (which has not yet been disclosed to the ASX and NZX) during any communication with external parties; or
 - (ii) confidential Vulcan information may have been leaked (whatever its source),he or she should immediately notify a member of the Board. The Board will determine the appropriate next steps.

7 Disclosure

- (a) If the Board or Committee (as applicable) approves the disclosure of information, the Disclosure Officer must immediately direct the Company Secretary to lodge that information:
 - (i) with the ASX in the manner prescribed by the ASX Listing Rules; and
 - (ii) with the NZX in the manner prescribed by the NZX Listing Rules.
- (b) Vulcan must not release information that is for release to the market to any person until it has given the information to the ASX and NZX and has received acknowledgment that the ASX and NZX has released the information to the market.
- (c) This policy and all information disclosed to the ASX and NZX in compliance with this policy will be promptly posted on Vulcan's investor website following receipt of such an acknowledgement from the ASX and NZX and verification by the Disclosure Officer.

8 Trading halts

- (a) In exceptional circumstances, it may be necessary for Vulcan to request a trading halt to maintain fair, orderly and informed trading in Vulcan's shares and to manage disclosure issues (for example, if confidential price sensitive information is prematurely or inadvertently disclosed and an immediate release cannot be made).
- (b) Subject to the Board's direction and availability, the Board is responsible for all decisions in relation to trading halts (and if not available, the Committee is responsible). Unless otherwise provided in section 5(a) above, only the Disclosure Officer is authorised to direct the Company Secretary to request a trading halt and only in accordance with a decision by the Board or Committee (as applicable).

9 False markets

- (a) In the event that the Board or any member of the Committee is aware that Vulcan is relying on an exception to its continuous disclosure obligations, they must notify each other member of the Board and the Board may request the Disclosure Officer (or such other person as the Board or Committee thinks fit) to monitor:
 - (i) the market price of Vulcan's shares;
 - (ii) major national and local newspapers;
 - (iii) if Vulcan (or any advisors of Vulcan working on the particular transaction) has access to them, major news wire services such as Reuters and Bloomberg;
 - (iv) any investor blogs, chat-sites or other social media that Vulcan is aware of that regularly post comments about Vulcan; and
 - (v) enquiries from analysts or journalists,

for signs that the information to be covered in a potential announcement may have leaked and, if it detects any such signs, to initiate discussions with ASX as soon as practicable.

- (b) Vulcan's general policy is to respond to market rumours or speculation by stating that "Vulcan does not respond to market rumours or speculation". However, if Vulcan receives a request from the ASX for information to correct or prevent a false market, the Disclosure Officer must (in consultation with the Board and external advisers, if necessary) immediately direct the Company Secretary to provide that information to the ASX and NZX.

10 Briefing investors, analysts and the media

- (a) Vulcan Persons must ensure that they do not communicate material that a reasonable person would expect would have a material effect on the entity's securities to an external party except where that information has previously been released publicly through the ASX and NZX.
- (b) Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX and NZX (even if the information in the presentation would not otherwise require market disclosure).
- (c) If any Vulcan Person participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to a member of the Board.
- (d) The only Vulcan Persons authorised to speak on behalf of Vulcan to investors, potential investors, analysts or the media are:
 - (i) the Chair of the Board;
 - (ii) the Chief Executive Officer;
 - (iii) the Chief Financial Officer; or
 - (iv) such other Vulcan Persons approved by the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer.
- (e) Authorised spokespersons should clarify information that Vulcan has released publicly through the ASX and NZX but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.
- (f) If a question is asked in a briefing which can only be answered by disclosing material price sensitive information which has not been publicly released, the relevant Vulcan Person must decline to answer the question or take the question on notice.
- (g) During the time (i) between the end of Vulcan's financial reporting periods (30 June and 31 December) and the announcement to the ASX and NZX of the financial results for those periods and (ii) during the period two weeks before the Company's AGM, further restrictions are imposed to help ensure that Vulcan does not inadvertently disclose price sensitive information. Generally, Vulcan may respond to requests for background information but will not hold meetings or briefings with

individual or institutional investors, analysts or media representatives in relation to financial information, unless the Chief Executive Officer decides that it is appropriate for the Company to do so and the meeting or briefing will be the subject of a specific announcement to the market through the ASX and NZX. Only the Chief Executive Officer or Chief Financial Officer may respond to questions from the financial community outside of the Trading Windows.

- (h) All briefing and presentation materials which contain previously undisclosed information will be disclosed to the market through the ASX and NZX and placed on Vulcan's investor website.

11 Earnings expectations and forecasts

- (a) Comments on expected earnings are confined to Vulcan's annual and half year financial reports, the annual general meeting of Vulcan (which would be communicated to the ASX and NZX at the time of meeting) and forecasts in any disclosure document. Any material change in a disclosed earnings expectation must be immediately announced to the ASX and NZX before being communicated to anyone outside Vulcan.
- (b) Notwithstanding (a) above, comments at conferences at which earnings guidance is discussed may be made so long as such comments are consistent with disclosed earnings expectations previously approved by the Board.
- (c) The Chief Financial Officer is responsible for monitoring analyst reports and consensus broker forecasts for Vulcan to determine whether to raise with the Committee and the Board whether an announcement to the ASX and NZX may be necessary to correct factual inaccuracies or historical matters. If the Chief Financial Officer becomes aware of any such inaccuracies or a material divergence between an analyst's or consensus forecast and Vulcan's own forecasts or earnings expectations, he or she shall liaise with the Committee so that the necessity for an announcement to the ASX/NZX and/or trading halt can be considered.
- (d) Any correction of factual inaccuracies by Vulcan does not imply an endorsement of the content of the report or forecast.

12 Breach of policy

Vulcan regards its continuous disclosure obligations as very important. Breach of this policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

13 Reviews and changes to this policy

- (a) The Committee will review this policy annually or as often as it considers necessary to check it is operating effectively and consider whether changes are required.
- (b) The Board may change this policy (including the responsibilities of the Committee) from time to time by resolution.