



Continuous Disclosure Policy

Ansell Limited ACN 004 085 330

Adopted by the Board on 26 April 2023

1 Purpose and Scope

- (a) Ansell Limited (**Company** or **Ansell**) has significant obligations contained in the Listing Rules of the Australian Securities Exchange (**ASX**) and the Corporations Act 2001 (Cth) (**Corporations Act**) to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities.
- (b) The Company seeks to promote investor confidence and market integrity through timely access to material price sensitive information in relation to the Company.
- (c) This Continuous Disclosure Policy (**Policy**) applies to all "**Ansell Personnel**", meaning all directors, senior executives, employees, consultants and contractors of Ansell and its subsidiaries (**Ansell Group**). If you do not understand any part of this policy, or how it applies to you, you should raise the matter with a member of the Executive Leadership Team or the Disclosure Committee (refer to clause 4(a) for definition), or the Company Secretary.
- (d) Under continuous disclosure laws, Ansell must immediately notify the ASX of materially price sensitive information (unless an exception applies). ASX requires that the share market is kept continuously informed of such information.
- (e) Breaches of the continuous disclosure laws can expose the Company, its managers, directors and officers and all those involved to penalties (including imprisonment for serious breaches) and fines, third party claims and serious reputational damage. A breach can also undermine confidence in the Company and can impact the price of the Company's shares.
- (f) Strict compliance with this Policy is a condition of employment with the Ansell Group. Breaches of this Policy will be subject to disciplinary action, which may include termination of employment.
- (g) The key terms of the Policy are that:
 - (i) all Ansell Personnel must:
 - (A) immediately report potentially 'material' price sensitive information to a member of the Executive Leadership Team or a member of the Disclosure Committee;
 - (B) immediately report to a member of the Executive Leadership Team or a member of the Disclosure Committee any situations where information that has been lodged with the ASX is or has become incorrect, false, misleading, or deceptive;
 - (C) maintain and protect confidential information of the Ansell Group, including by limiting the number of people who are given access to confidential information, ensuring that anyone receiving confidential information is bound by obligations of confidentiality and establishing appropriate procedures for the protection of financial information and information relating to significant projects;
 - (D) not use confidential information in a way that may injure or cause loss to the Ansell Group, or gain personal advantage;
 - (E) not speak publicly about the affairs of the Ansell Group unless authorised under the Policy; and
 - (F) comply with the restrictions on engagement with the investment community, media and other public announcements that are set out in the Policy, including adhering to the communication restriction periods set out in the Policy, and
 - (ii) members of the Executive Leadership Team should establish processes within their teams to ensure that potentially 'material' price sensitive information is immediately elevated to a member of the Disclosure Committee.

- (h) Information is “**market sensitive**” if a reasonable person would expect that information to have a material effect on the price or value of the Company’s securities. Materiality must be assessed by considering all relevant information, including past ASX announcements made by the Company and other generally available information.

2 Continuous disclosure principle

- (a) ASX listing rule (**Listing Rule**) 3.1 requires the Company to immediately notify the ASX if it has, or becomes aware of, any market sensitive information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company’s securities were that information to be generally available. This is known as the continuous disclosure obligation. The Company is also required by section 674 of the 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) The Company will be deemed to be aware of market sensitive information if, and as soon as, an officer of the Company has, or ought reasonably to have, come into possession of the information in the course of his/her duties as an officer of the Company.
- (c) Listing Rule 15.7 requires that the Company 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.
- (d) The continuous disclosure obligation does not apply if the exception to the obligation outlined in section 3 of this Policy applies.
- (e) Any material price sensitive information must be disclosed to the ASX in accordance with this Policy. Disclosures must be accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

3 Exception to the continuous disclosure principle

3.1 Availability of the exception

- (a) Disclosure under Listing Rule 3.1 is not required if each of the following exceptions listed below is satisfied in relation to that particular 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 the Company; 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, the Company must immediately disclose the information to the ASX in accordance with this Policy.

- (c) The Company will be required to disclose if relevant information ceases to be confidential. A leak of confidential information will immediately deny the Company the ability to withhold the information from the ASX and force the Company to make a 'premature' announcement, regardless of where the leak comes from.

Information about a matter involving the Company may cease to be confidential if there is:

- (i) a reasonably specific and reasonably accurate media or analyst report about the matter;
 - (ii) a reasonably specific and reasonably accurate rumour known to be circulating the market about the matter;
or
 - (iii) a sudden and significant movement in the market price or traded volumes of the Company's securities that cannot be explained by other events or circumstances.
- (d) If an employee is unsure whether an exception applies, they must speak to a member of the Disclosure Committee.
- (e) The Disclosure Committee is ultimately responsible for determining whether any such exception applies and where an exception may apply, this does not qualify or change the obligation on Directors and employees to communicate or report potentially market sensitive information under this Policy.
- (f) It should be noted that Ansell may not rely on the exception to the continuous disclosure rules when it is undertaking certain corporate actions such as on-market share buy back or an equity capital raising.

3.2 ASX may require Ansell to provide information

- (a) Listing Rule 3.1B provides that if the ASX considers that there is, or is likely to be, a false market in the Company's securities, and requests information from the Company to correct or prevent the false market, the Company must give the ASX the information needed to correct or prevent the false market. This obligation to give information to the ASX arises even if the Company considers that the exception outlined in section 3A above applies.

4 Continuous Disclosure Committee & Disclosure Officer

- (a) The continuous disclosure committee (**Disclosure Committee**) comprises of:
- (i) the Company's Chief Executive Officer ("**CEO**");
 - (ii) the Company's Chief Financial Officer ("**CFO**");
 - (iii) the Company's General Counsel;
 - (iv) the Company Secretary;
 - (v) Director/Senior Director, Investor Relations; and
 - (vi) any other person nominated by the CEO, CFO or the Board from time to time.

- (b) The Disclosure Committee's responsibilities include:
- (i) considering any information brought to its attention and determining what information will be disclosed by the Company to the ASX;
 - (ii) implementing procedures to ensure that, if required:
 - (A) disclosures to the ASX can be made immediately; and
 - (B) trading halt requests can be lodged with the ASX immediately;
 - (iii) preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Disclosure Committee determines may be prepared and released without its prior review, if any); and
 - (iv) reviewing and approving proposed external announcements for release to ASX, or, if clauses 4(e) or 5(b) applies, to the Board.
- (c) The Board has appointed the Company Secretary as the disclosure officer (**Disclosure Officer**). In the event the Company Secretary is not available, the Company's General Counsel will act as the Disclosure Officer.
- (d) The Disclosure Officer is responsible for administering this Policy and, in particular, overseeing and coordinating all communication with the ASX.
- (e) If the Chief Executive Officer or the Disclosure Committee considers that an announcement is of such a nature that it ought to be reviewed and approved by the Board, then the Company Secretary must:
- (i) take all steps necessary to convene a Board meeting as soon as practicable to consider the announcement; and
 - (ii) take such other steps as the Disclosure Committee determines are necessary to comply with the Company's continuous disclosure obligations, including, if necessary, liaising with the ASX to request a trading halt or suspension from trading until the Board is able to meet.
- (f) A quorum of the Disclosure Committee is two members. If a quorum cannot be formed from the Disclosure Committee members listed in paragraph 4(a), the following will be added as members of the Disclosure Committee (in the order specified), until a quorum can be formed:
- (i) SVP, Operations;
 - (ii) CCO EMAP;
 - (iii) CCO Americas;
 - (iv) President, IGBU;
 - (v) President HGBU; and
 - (vi) the Chief Human Resources Officer.
- (g) The Disclosure Committee may meet as frequently as required and may meet at short notice where necessary. Decisions of the Disclosure Committee may be made in meetings or via electronic communications between the members.
- (h) Given that the disclosure of market sensitive information must be immediate, all reasonable efforts will be made to convene a Disclosure Committee meeting or Board meeting (as relevant) at short notice to urgently consider and approve such disclosure. However, if a continuous disclosure obligation arises and an announcement must

be made or a trading halt requested in circumstances in which the Disclosure Committee or the Board cannot be assembled promptly, disclosure should not be delayed to accommodate the availability of members of the Disclosure Committee or, if applicable, the Board. In these circumstances, the Disclosure Officer must, in consultation with the most senior of the following persons who is available at the given time:

- (i) the Chair of the Board;
- (ii) the Company's Chief Executive Officer;
- (iii) the Company's Chief Financial Officer;
- (iv) the Company's General Counsel; and
- (v) external counsel experienced in continuous disclosure matters.

take such other steps as they determine is necessary to comply with the Company's continuous disclosure obligations (**Rapid Response Process**). This may include, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Disclosure Committee or the Board is able to meet.

- (i) Any disclosure pursuant to this Rapid Response Process, or any other material market announcements, must then be provided to the Board at the first possible opportunity following its release, and the Board may then convene to determine what, if any, further steps need to be taken by the Company.

5 Non-exhaustive list of matters requiring Board approval

- (a) The usual procedure for making disclosures under Listing Rule 3.1 is through the Disclosure Committee.
- (b) Board approval and input will be required in respect of matters that are within the reserved powers of the Board or matters that are otherwise of fundamental significance to the Company, including but not limited to:
 - (i) the Company's half year or full year financial results;
 - (ii) profit upgrades or downgrades;
 - (iii) dividend policy, guidance or decisions;
 - (iv) key strategic decisions;
 - (v) major acquisitions or divestments of value above the CEO's approval threshold under the Delegation of Authority Policy;
 - (vi) a change in the Company Board or any change to the terms and conditions of employment of the Chief Executive Officer;
 - (vii) a change of the Company's CFO or Company Secretary;
 - (viii) a change of the Company's external auditor; and
 - (ix) any matters which involve significant financial or reputational risk

provided it is feasible to do so having regard to the Company's continuous disclosure obligations.

- (c) If an announcement that would ordinarily require Board approval must immediately be disclosed to the market in order for the Company to comply with its continuous disclosure obligations, all reasonable effort must be made to have the announcement urgently considered and approved by the Board prior to release. If Board approval cannot be obtained within the applicable time parameters, the announcement must be considered by the

Disclosure Committee. If the Disclosure Committee approval cannot be obtained within the applicable time parameters, the announcement must be considered by the Disclosure Officer in consultation with the appropriate senior person as set out in section 4(f)(i) of this Policy.

6 Reporting obligations

- (a) The Disclosure Officer is responsible for ensuring that all Board decisions that must be disclosed to the ASX are dealt with by an appropriate company announcement.
- (b) All Ansell Personnel are required to immediately advise a member of the Executive Leadership Team or a member of the Disclosure Committee of any information that they believe may be price sensitive or any issues which could develop into price sensitive information. If any Ansell Personnel have doubt as to whether information concerning the Company is price sensitive, the relevant Ansell Personnel must report that information to a member of the Executive Leadership team or a member of the Disclosure Committee. He or she must not disclose that information to anyone inside the Company (other than the person(s) mentioned in this paragraph) or outside the Company before the ASX is notified. All potentially material information is to be reported to the Disclosure Committee even where the reporting person is of the view that it is not in fact 'material'. The person's view on materiality can (and should) be shared with the Disclosure Committee but will not be determinative.
- (c) Executive Leadership Team members must ensure they have appropriate procedures in place within their areas of responsibility to ensure that all relevant information (i.e. any information that could be materially price sensitive) is immediately reported to them for immediate forwarding in accordance with this Policy. Team members must provide their Executive Leadership Team member with as much detail about any matter or information that could be materially price sensitive, as is reasonable in the circumstances, and a brief description of why the information does or may have a material effect on the price or value of the Company securities.
- (d) If an Executive Leadership Team member, either him/herself or in accordance with paragraph 6(c), becomes aware of any information at any time that should be considered for release to the market, it must be reported immediately to a member of the Disclosure Committee.
- (e) If any Ansell Personnel become aware that:
 - (i) there may have been inadvertent disclosure of material price sensitive information (which has not yet been disclosed to the ASX) during any communication with external parties; or
 - (ii) confidential Company information may have been leaked (whatever its source),

they should immediately notify a member of the Executive Leadership Team or a member of the Disclosure Committee. The Disclosure Committee will determine the appropriate next steps.

7 Disclosure

- (a) If the Disclosure Committee or Board (as applicable) approves the disclosure of information, the Disclosure Officer must immediately lodge that information with the ASX in the manner prescribed by the ASX Listing Rules and promptly provide the Board with copies of all material market announcements after they have been made.
- (b) The Company 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) This Policy and all information disclosed to the ASX in compliance with this Policy will be promptly posted on the Company's corporate website following receipt of such an acknowledgement from the ASX and verification by the Disclosure Officer.

8 Trading halts

- (a) In exceptional circumstances, it may be necessary for the Company to request a trading halt to maintain fair, orderly and informed trading in the Company'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) Except as otherwise provided in this Policy and subject to the Board's direction, the Disclosure Committee is responsible for all decisions in relation to trading halts.

9 Approval of ASX Releases

The approval requirement for ASX releases is detailed in the Company's ASX Releases Protocol.

10 Rumours, speculation and false markets

- (a) The Company's general policy is to respond to market rumours or speculation by stating that "the Company does not respond to market rumours or speculation" unless required to do so by law. Ansell Personnel who are approached by the media or any external parties for such information should observe the 'no comments' policy and notify the Disclosure Officer as soon as possible.
- (b) In the event that the Board or any member of the Disclosure Committee is aware that the Company is relying on an exception to its continuous disclosure obligations, they must notify each other member of the Disclosure Committee and the Disclosure Committee may request the Disclosure Officer (or such other person as the Disclosure Committee thinks fit) to monitor:
 - (i) the market price of the Company's shares;
 - (ii) major national and local newspapers;
 - (iii) if the Company (or any advisors of the Company 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 the Company is aware of that regularly post comments about the Company; and
 - (v) enquiries from analysts or journalists,for signs that the information to be covered in the announcement may have leaked and, if it detects any such signs, to initiate discussions with ASX as soon as practicable.
- (c) If the Company receives a request from the ASX for information to correct or prevent a false market, the Disclosure Officer must (in consultation with the Disclosure Committee and external advisers, if necessary) immediately provide that information to the ASX.
- (d) If the ASX issues a price query to Company, the Disclosure Officer must refer the query to the Disclosure Committee promptly and without delay for a determination on how Company should respond to the query.

11 Investor, analyst and media briefings and other communications

- (a) When interacting with investors and analysts (and the media) the Company must adhere to its continuous disclosure obligations. In particular, it must not selectively disclose material price sensitive information to any person unless that information has first been released to the ASX.
- (b) Ansell Personnel must ensure that they do not communicate market sensitive information to an external party (other than on a confidential basis to any party involved in the confidential negotiations in question or to an adviser (also on a confidential basis) in connection with the market sensitive information) except where that information has previously been released publicly through the ASX.
- (c) If any of the Ansell Personnel participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, he or she must immediately refer the matter to a member of the Disclosure Committee.
- (d) The only Ansell Personnel authorised to speak on behalf of the Company (“**Authorised Spokesperson**”) to investors, analysts or the media are:
 - (i) the Chair of the Board;
 - (ii) the Chief Executive Officer;
 - (iii) the Chief Financial Officer;
 - (iv) the General Counsel;
 - (v) the Company Secretary;
 - (vi) Senior Director/Director, Investor Relations; or
 - (vii) such other Ansell Personnel approved by the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer.
- (e) Authorised Spokespersons should clarify information that the Company has released publicly through the ASX 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 Ansell Spokesperson must decline to answer the question or take the question on notice.
- (g) During the time between the end of the Company’s financial reporting periods (30 June and 31 December) and the announcement to the ASX of the financial results for those periods (often termed blackout periods), further restrictions are imposed to help ensure that the Company does not inadvertently disclose price sensitive information.
- (h) Generally, the Company 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 ASX. Only the Chief Executive Officer or Chief Financial Officer may respond to questions from the financial community during blackout periods.
- (i) If an Ansell Personnel becomes aware that material price sensitive information may have been inadvertently disclosed prior to being disclosed to the ASX then he or she should immediately notify the Disclosure Committee for review and to consider whether an ASX announcement is necessary.

- (j) All briefing and presentation materials which contain previously undisclosed information will be disclosed to the market through the ASX and placed on the Company's corporate website ahead of the presentation.
- (k) Market sensitive information must not be given to the media before it is given to ASX, even on an embargoed basis. All communication with the media, including through social media, must comply with all relevant Ansell policies.

12 Earnings expectations and forecasts

- (a) Comments on expected earnings are confined to the Company's annual and half year financial reports, the annual general meeting of the Company (which would be communicated to the ASX at the time of meeting) and forecasts in a bidder's statement or prospectus. Any material change in a disclosed earnings expectation must be immediately announced to the ASX before being communicated to anyone outside the Company.
- (b) The Chief Financial Officer, with support from the Senior Director/Director, Investor Relations is responsible for monitoring analyst reports and consensus broker forecasts for the Company and will:
 - (i) maintain a record of analysts' forecasts and provide a summary to the Chief Executive Officer on a regular basis; and
 - (ii) determine whether to raise with the Disclosure Committee and the Board whether an announcement to ASX may be necessary to correct factual inaccuracies or historical matters. If the Chief Financial Officer or Senior Director/Director, Investor Relations becomes aware of any such inaccuracies or a material divergence between an analyst's or consensus forecast and the Company's own forecasts or earnings expectations, he or she shall liaise with the Disclosure Committee so that the necessity for an announcement to ASX and/or trading halt can be considered.
- (c) If an analyst's forecast diverges from the Company's forecasts or expectations, the Company cannot use one-on-one briefings to manage the analyst's expectations. If necessary, the Company will make an ASX announcement.

13 Shareholder communication

- (a) Information is provided to shareholders and other stakeholders through, without limitation:
 - (i) releases to the ASX in accordance with continuous disclosure obligations;
 - (ii) the investor relations section of the Company's website;
 - (iii) the Company's annual and half-yearly reports; and
 - (iv) the annual general meeting (**AGM**).
- (b) The Company encourages shareholders to receive Company information electronically by registering their email address online with the Company's share registry.
- (c) The "Investors" section of the Company's website will contain information relevant to shareholders and stakeholders including statements lodged with the ASX by the Company (including all financial results and annual reports), Board and Board committee charters and corporate governance policies, press releases and other material relevant to the Company's shareholders.

- (d) The AGM provides an important opportunity for the Company to provide information to its shareholders and a reasonable opportunity for informed shareholder participation. At the AGM, shareholders can express their views to the Board and senior management and vote on the Board's proposals. All shareholders are encouraged to attend the AGM. For the purpose of the AGM:
- (i) the date, time and location of the AGM will be provided in the notice of meeting, in the annual report and on the Company's website; and
 - (ii) the notice of meeting and proxy form will be distributed to all shareholders prior to the AGM in the timeframe set by the Corporations Act and will be available on the Company's website.
 - (iii) The Company will seek to ensure that all resolutions at meetings of its shareholders are decided by a poll rather than a show of hands.

14 Compliance

- (a) The Board will monitor compliance with this Policy and will, at least annually, either through Board meetings or through the Disclosure Committee:
- (i) discuss with the Disclosure Officer the effectiveness and auditability of the Company's reporting system; and
 - (ii) consider whether the Company is complying with its obligations under this Policy, the ASX Listing Rules and the Corporations Act.

15 Breach of Policy

The Company 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.

16 Training and communication

Training on this Policy will form part of the induction process for all relevant Ansell Personnel. Existing Ansell Personnel will receive regular updates on this Policy as part of their ongoing training.

17 Policy review and update

- (a) This Policy will be reviewed by the Board periodically (but at least once per year) to ensure it is operating effectively.
- (b) The Board may change or update this Policy by Board resolution.
- (c) The Policy will be made available on the Company's website.