



## Redbubble Limited

# Continuous Disclosure & Communications Policy

### 1 What is the purpose of this policy?

Redbubble Limited (**Redbubble**) is committed to complying with its continuous disclosure obligations and to ensuring that trading in its securities takes place in a market which is properly informed.

The purpose of this policy is to assist directors and employees of Redbubble and its subsidiaries to understand Redbubble's continuous disclosure obligations and to set out the procedures that must be followed for the release of information to the ASX, the investment community, the media and the public.

The policy also sets out some of the various ways in which Redbubble engages with shareholders and other stakeholders on a regular basis.

### 2 Who or What does this policy apply to?

This policy applies to all directors, officers, senior management and other employees of Redbubble and its subsidiaries (**you**).

### 3 Continuous Disclosure Obligation

The ASX Listing Rules require Redbubble, if it becomes aware of **market sensitive information** to immediately disclose that information to the ASX (subject to limited exceptions outlined below).

**Market sensitive information** means any information concerning Redbubble that is not generally available and that a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of Redbubble's securities.

A reasonable person is taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.

'**Immediate Disclosure**' requires disclosure to be made 'promptly or without delay'. Doing something 'promptly or without delay' means doing it as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay). A period of time will necessarily pass between when an entity first becomes obliged to give information to ASX under the ASX Listing Rules and when it is able to give that information to ASX in the form of a market announcement. This passing of time, of itself, does not mean that there has been a "delay" in the provision of the information to ASX. Some announcements may be able to be prepared and given to ASX relatively quickly, while others may take longer to complete. The question in each case is whether the entity is going about this process as quickly as it can in the circumstances and not deferring, postponing or putting it off to a later time.

**Exceptions:** This requirement does not apply to particular information while each of the following is satisfied in relation to that information:



- One or more of the following five situations applies:
  - It would be a breach of law to disclose that information;
  - 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 internal management purposes of the entity; or
  - The information is a trade secret; and
- The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- A reasonable person would not expect the information to be disclosed.

#### **4 Employee Becoming Aware of Information**

Where an employee becomes aware of information which may constitute market sensitive information, the employee must immediately inform the Company Secretary, Chief Legal Counsel, CEO or CFO of this information for future assessment against the continuous disclosure obligations.

#### **5 Disclosure of Information**

The following procedures are to be followed when any information concerning Redbubble is being considered for disclosure to the ASX:

- Except as described below in bullet 3, the CEO or (where appropriate) the Board Chair has the authority to approve, and is accountable for, the disclosure of material information to the market. The information will be reviewed by the Company Secretary who will consult with the CEO, CFO, Board Chair, Audit and Risk Committee Chair and/or Board as appropriate to determine whether or not Redbubble's continuous disclosure obligations require the information to be disclosed to the ASX.
- The Company Secretary will immediately disclose the information to the ASX when it is determined that the continuous disclosure obligations require such disclosure.
- Any announcement which relates to a matter which is both material and strategically important for Redbubble (including major acquisitions or divestments) or which includes disclosure of a profit projection or forecast must be approved by the Board or, if the Board is unavailable on short notice, approved by a committee (the "**Disclosure Committee**") consisting of any two of: (a) the Board Chair; (b) the Chair of the Audit & Risk Committee; (c) an additional non-executive director nominated by the Board for the purposes of the Disclosure Committee from time to time; and (d) the CEO.
- The Disclosure Committee shall also have delegated responsibility from the Board, under its charter, for the review and approval of any quarterly results or any material business or trading updates to be released to the market. The Board remains responsible for approving half-year and full year results and reports.
- Administrative notices can be lodged by the Company Secretary with prior notification to the CEO and/or Board Chair.

The Company Secretary shall ensure that the Board receives copies of all material market announcements promptly after they have been made.



## 6 Trading Halts

In order to facilitate a market which is orderly and informed and not false, it may be necessary for Redbubble to request a trading halt, or in exceptional circumstances, suspension from the ASX. A trading halt may be appropriate to prevent the market trading whilst uninformed in the event that an announcement is required but Redbubble is not yet in a position to make one.

The CEO and the Board Chair (or in the Board Chair's absence, the Audit and Risk Committee Chair) will make all decisions relating to any need for a trading halt and any requests to the ASX for any such trading halt.

Any request to the ASX for Redbubble to be placed into voluntary suspension must be approved by the Board.

## 7 Communications with the ASX

All communications regarding disclosures between Redbubble and the ASX, and the actual making of disclosures by Redbubble to the ASX, are to be conducted by the Company Secretary, CEO or the CFO. No other employee of Redbubble is authorized to deal or otherwise communicate with the ASX on disclosure matters.

## 8 Authorised Spokespersons

Only the following **Authorised Spokespersons** may speak on behalf of Redbubble to the media, analysts and investors:

- The Board Chair;
- The Audit and Risk Committee Chair;
- The CEO;
- The CFO;
- The Head of Investor Relations; and
- A specified delegate, nominated by the Board Chair or the CEO for a specific purpose.

Any questions or enquiries from the media or financial community (whether received in writing, verbally, or electronically including via the website) should be referred in the first instance to one of the above Authorised Spokespersons.

## 9 Briefings and Presentations

Information provided at briefings and presentations is subject to the continuous disclosure obligations. The following procedures are to be followed in relation to briefings and presentations:

- Only Authorised Spokespersons may speak on behalf of Redbubble.
- Material to be presented at a briefing/presentation (if any) must be provided in advance to the CFO and/or Company Secretary to enable consideration to be given to whether any disclosure to the ASX is required.
- Care must be taken in answering questions at the briefing/presentation to ensure that there is no disclosure of price sensitive information which has not been previously disclosed to the ASX. A question raised at the briefing should not be answered if it would result in the disclosure of price sensitive information that has not been previously disclosed to the ASX.



- Immediately following any presentation/briefing the matters discussed and presented will be reviewed as appropriate. If any Redbubble staff participating in the briefing/presentation considers that a matter has been raised that may have a material effect on the price or value of Redbubble's securities, then he or she must immediately notify the Company Secretary to consider the necessity for an ASX announcement or trading halt.

## **10 Communication Blackout Periods**

Between the end of a reporting period and the announcement of financial results, Redbubble will impose a blackout period (in accordance with Redbubble's Share Trading Policy), in order to avoid the risk of creating a false market in Redbubble's securities.

During this time, Redbubble will not hold one-on-one briefings with institutional investors, individual investors or stockbroking analysts to discuss financial information concerning Redbubble and will not hold any open briefings to discuss anything other than information which has been announced to the ASX.

Any proposal to deviate from this policy must be subject to approval in advance from the CEO and, if any briefings or meetings are held during a blackout period, there must be no discussion or provision of financial or other information which may breach Redbubble's continuous disclosure obligation.

## **11 Rumours, Market Speculation and Analyst Reports**

Subject to its obligations under the ASX Listing Rules, Redbubble will not generally comment on, endorse or correct, rumours, market speculation or analyst reports that contain commentary on the financial performance of Redbubble.

## **12 Review of Analyst Reports and Forecasts**

Any comment by Redbubble to an analyst in relation to an analyst's report or financial projections should be confined to errors in factual information and underlying assumptions provided such comment of itself does not involve a breach of Redbubble's continuous disclosure obligation or amount to a selective briefing.

## **13 Inadvertent Disclosure**

If an employee becomes aware of any information concerning Redbubble that a reasonable person would expect to have a material effect on the price or value of Redbubble's securities which has been leaked or inadvertently disclosed, the Chief Legal Counsel or Company Secretary must be informed so consideration can be given to whether the information is price sensitive and requires disclosure to the ASX or a request for a trading halt.

## **14 Breaches**

If Redbubble contravenes its continuous disclosure obligations, offences attracting criminal and/or civil penalties under the Corporations Act 2001 may be committed by Redbubble and persons involved in the contravention. Breaches of this policy will be regarded with the utmost seriousness and will be subject to disciplinary action, including dismissal from employment, where appropriate.



If Redbubble contravenes its continuous disclosure obligation under the Listing Rules, the ASX may suspend trading in Redbubble's securities or, in extreme cases, delist Redbubble from the ASX.

## **15 Communication with Shareholders**

Redbubble aims to communicate all important information relating to Redbubble to its shareholders. Additionally, Redbubble recognises that potential investors and other interested stakeholders may wish to obtain information about Redbubble from time to time. To achieve this, Redbubble communicates information regularly to shareholders and other stakeholders through a range of forums and publications. The Company also has in place an investor relations program to facilitate communication with investors.

Measures for communicating important aspects of Redbubble's affairs include:

- Corporate website
- Annual General Meeting
- Annual Report
- ASX announcements
- Email alerts
- Presentations
- Share registry

## **16 Further Advice**

If you have any questions relating to this policy, please contact the Chief Legal Counsel or Company Secretary.

## **17 Review and Publication of this policy**

This policy may be amended by resolution of the Board. The Audit and Risk Committee will review this policy at least annually and, if considered appropriate, will make recommendations to the Board in relation to amendments.

This Board last amended this policy on 30 March 2021.

This policy is available at [shareholders.redbubble.com](https://shareholders.redbubble.com) and the key features are published in Redbubble Corporate Governance Statement.