

# Market disclosure policy

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## 1.0 Background and purpose

The Company has shares quoted on the NZX Main Board and bonds quoted on the NZX Debt Market and must therefore comply with the continuous disclosure obligations contained in the NZX Listing Rules (the Listing Rules).

The Company is committed to providing promptly and without delay and equally to all investors fair and full disclosure of material information in accordance with the Listing Rules and through NZX's Market Announcement Platform (MAP).

This policy sets out the responsibilities, processes and guidance to be followed to ensure that the Company meets its continuous disclosure obligations. Broadly, the disclosure of material information is important to:

- > maintain the integrity of the capital and debt markets
- > promote orderly, transparent and fair markets
- > inform the markets of relevant information in a timely manner, and
- > promote equality of access to that information, so that investors can make informed investment decisions.

## 2.0 Disclosure of material information

Material information means information that a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of any of the Company's quoted financial products. Material information relates to the Company's financial products or the Company, or particular listed issuers, not quoted financial products generally or listed issuers generally.

Material information may differ in respect of the Company's ordinary shares and its quoted Bonds.

The Company will release through MAP promptly and without delay any material information as soon as the Company becomes aware of it unless a 'safe harbour' applies under the Listing Rules which prevents the need for disclosure. The Company will not disclose material information to the public without first disclosing it through MAP.

Where there is doubt as to whether information is material, the Company will treat it as material information.

The Company becomes aware of material information if, and as soon as, a Director or a Senior Manager (as defined in the Listing Rules) has, or ought reasonably to have, come into possession of the material information in the course of the performance of their duties. A Senior Manager is defined in the Listing Rules as a person who is not a director but occupies a position that allows that person to exercise significant influence over the management or administration of the Company. The members of the Executive Team are the Senior Managers of the Company.

In addition, the Company must release material information to the market (even if a 'safe harbour' applies) to the extent necessary to prevent the development or

subsistence of a market for its quoted securities which is materially influenced by false or misleading information emanating from the Company (or an associated person of the Company) or other persons in circumstances which would give the information substantial credibility.

Appendix 1 to this policy contains further information in relation to:

- > information that is likely to be considered material information
- > the 'safe harbour' exceptions to disclosure of material information under the Listing Rules, and
- > the key concepts of 'a material effect on the price of the Company's financial products', 'a reasonable person' and 'promptly and without delay'.

The Company will ensure it has procedures in place for identifying all material information, reporting it for review and timely disclosure of it through MAP.

Appendix 2 contains a flowchart showing the applicable processes that will be followed to determine whether the Company is required generally to disclose material information, whether the Company can disclose material information to the public or any other party, and whether the Company is required to disclose material information to prevent a market which is materially influenced by false or misleading information.

## 3.0 Roles and responsibilities

### **Kiwi Property people**

All Directors and employees of the Company are responsible for reporting promptly and without delay to any member of the Disclosure Committee any information that they consider is, or may be, material information.

### **Disclosure Committee**

A Disclosure Committee has been established to manage the Company's disclosure obligations. The Committee comprises the Chief Executive Officer, the Head of Corporate Finance and Investor Relations (HCFIR), the Chief Financial Officer (CFO) and a person holding the title of General Counsel or Head of Legal or an equivalent title.

The Disclosure Committee is responsible for implementing any reporting processes and controls, determining guidelines for the release of information through MAP and approving the release of information, through MAP, which does not require Board approval or where Board approval would not be sufficiently prompt to allow compliance with the Company's disclosure obligations. In particular, the Disclosure Committee is responsible for ensuring appropriate procedures are in place for all information that is, or may be, material information to be promptly disclosed to the Disclosure Committee, assessing whether information constitutes material information, determining if a 'safe harbour' applies and ensuring, via the HCFIR or in their absence any other member of the Disclosure Committee, that the information, if to be disclosed, is released promptly and without delay.

The Disclosure Committee is also responsible for assessing the circumstances surrounding any significant movement in the market prices of the Company's shares or bonds and for reporting to the Board on issues concerning compliance with this policy.



## Board

The Board will consider at each Board meeting whether there is any information, arising from matters discussed at the meeting or otherwise, that may require disclosure in accordance with this policy. Where practicable, an announcement of material information which will require disclosure once approved by the Board will be prepared in advance of a Board meeting.

The Board's role and responsibilities for announcements made through MAP depend on the nature of the announcement, as follows:

- > Prior Board approval will be obtained for announcements which contain material information (such as interim and annual results, changes to the Company's capital structure, major developments, acquisitions and disposals, or a significant seismic event impacting on the Company's property portfolio), wherever that approval is able to be sufficiently prompt to allow the Company to comply with its obligation to disclose promptly and without delay.
- > Announcements which are of interest to the market but which do not contain material information (such as Executive Team changes, leasing updates, seismic updates, development updates and refinancing of existing debt facilities) will be copied to the Board at the time of release.
- > Announcements which are administrative in nature (such as the number of shares issued under the Company's dividend reinvestment scheme, long term incentive scheme or employee share ownership plan, or Directors' and officers' disclosure notices, and dates for Director nominations) but which are required to meet the Company's administrative Listing Rules obligations will be copied to the Board at the time of release.

## 4.0 Release of information through MAP

The HCFIR, and in their absence any other member of the Disclosure Committee, is responsible for ensuring the release of material information through MAP following its approval (either by the Board, if their approval is required (as noted above), or by the Disclosure Committee) and advising the Board and Chief Executive Officer (as required) of its release. The HCFIR, and in their absence any other member of the Disclosure Committee, is also the primary liaison person for communications with NZX.

No Director or employee shall communicate to the media or any other person any material information that has not first been released through MAP.

All communications with shareholders, bondholders, market analysts or investors shall be made, where possible, by the Chief Executive Officer, the HCFIR or the CFO. Information or presentations which include any information which is or could be material information, to be provided to any external party (including shareholders, bondholders, analysts, professional bodies, the media, customers or any other person), are subject to this policy. Material information must be released first through MAP and must not be selectively disclosed. Wherever possible only publicly available information should be used in external communications or presentations. All such presentations are subject to the prior approval of the Chief Executive Officer or the CFO.

## 5.0 Further information

If you have any questions about this policy, please direct them to the Head of Legal in the first instance.



For definitions of all capitalised terms contained in this document, please refer to our 'Glossary', which can be found on the Company's website [kp.co.nz/about-us/corporate-governance](https://kp.co.nz/about-us/corporate-governance).

<b>Policy owner:</b>	Head of Legal
<b>Review date:</b>	March 2025
<b>Next review date:</b>	March 2027
<b>Policy approver:</b>	Board



## Appendix 1 – Material information, exceptions and key concepts

### 1. Information that may be material information

The NZX's guidance note on continuous disclosure states that, amongst other things, the following information may be material information in respect of equity securities (such as shares):

- > any change in the financial forecast or expectation of the Company
- > any transaction for consideration that is a significant proportion (e.g. normally 5% or more) of the written down value of the Company's consolidated assets
- > any proposed change in the general nature of the business of the Company or its group, and
- > an acquisition or sale of an asset where the gross value or the consideration represents more than 10% of the Company's average market capitalisation.

However, in respect of debt securities (such as the Company's quoted Bonds), NZX's guidance note on continuous disclosure states that, amongst other things, the following information may be material information:

- > material changes in the overall level and nature of debt being serviced
- > material changes in sources of funding available, and
- > breach of material banking covenants or credit rating changes.

### 2. The 'safe harbour' exceptions to the Listing Rules

The Listing Rules provide that disclosure of material information is not required where and for so long as certain criteria are met. These 'safe harbour' provisions permit material information to be withheld from disclosure where:

- > one or more of the following five exceptions applies:
  - release of the information would be a breach of law
  - 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 Company's internal management purposes, 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.

The Company must be able to demonstrate that all three limbs apply in order to rely on a 'safe harbour' exception.

### 3. Key concept – Material effect on the price of the Company's quoted financial products

Material effect is not defined in the Listing Rules. According to NZX's guidance note, the "test is based on what a reasonable person would expect to happen upon the release of information. It is not a hindsight test based on the degree of price movement which actually occurs upon release of information." Whether a particular price movement constitutes a "material effect" will depend on the specific characteristics of the relevant financial product and the listed issuer.

NZX's view is that, as a general rule, information that results in a movement in the price of a company's quoted financial product of:



- > 5% may not be considered to have had a material effect in respect of illiquid quoted financial products, but for issuers with large market capitalisations and highly liquid quoted financial products (such as those of the Company) 5% may be considered evidence of a material effect,
- > between 5% and 10% is more likely than not to be treated by NZX as evidence of a material effect, and
- > 10% or more will generally be treated as evidence that the information had a material effect on the price of a quoted financial product.

NZX's view is also that the time period between the release of information and a price movement is relevant in considering whether the information has had a material effect on the price of a quoted financial product. The NZX would generally expect any price movement attributable to the release of information to occur within one trading day of the release to MAP of the information.

#### **4. Key concept – Reasonable person**

Reasonable person is not defined in the Listing Rules. NZX's view is that a reasonable person is someone who commonly invests in securities and holds such securities for a period of time, based on their view of the inherent value of the financial product.

#### **5. Key concept – promptly and without delay**

Promptly and without delay is not a term defined in the Listing Rules. NZX's view is that how promptly the Company is able to release an announcement will depend on the particular circumstances and the particular nature of the material information. For example, NZX may consider factors such as the nature, amount and complexity of the information, where the information came from and whether it needs to be checked or verified by a Senior Manager or a Director, and how long the issuer takes to prepare the MAP announcement including ensuring that the announcement is complete, accurate and not misleading.

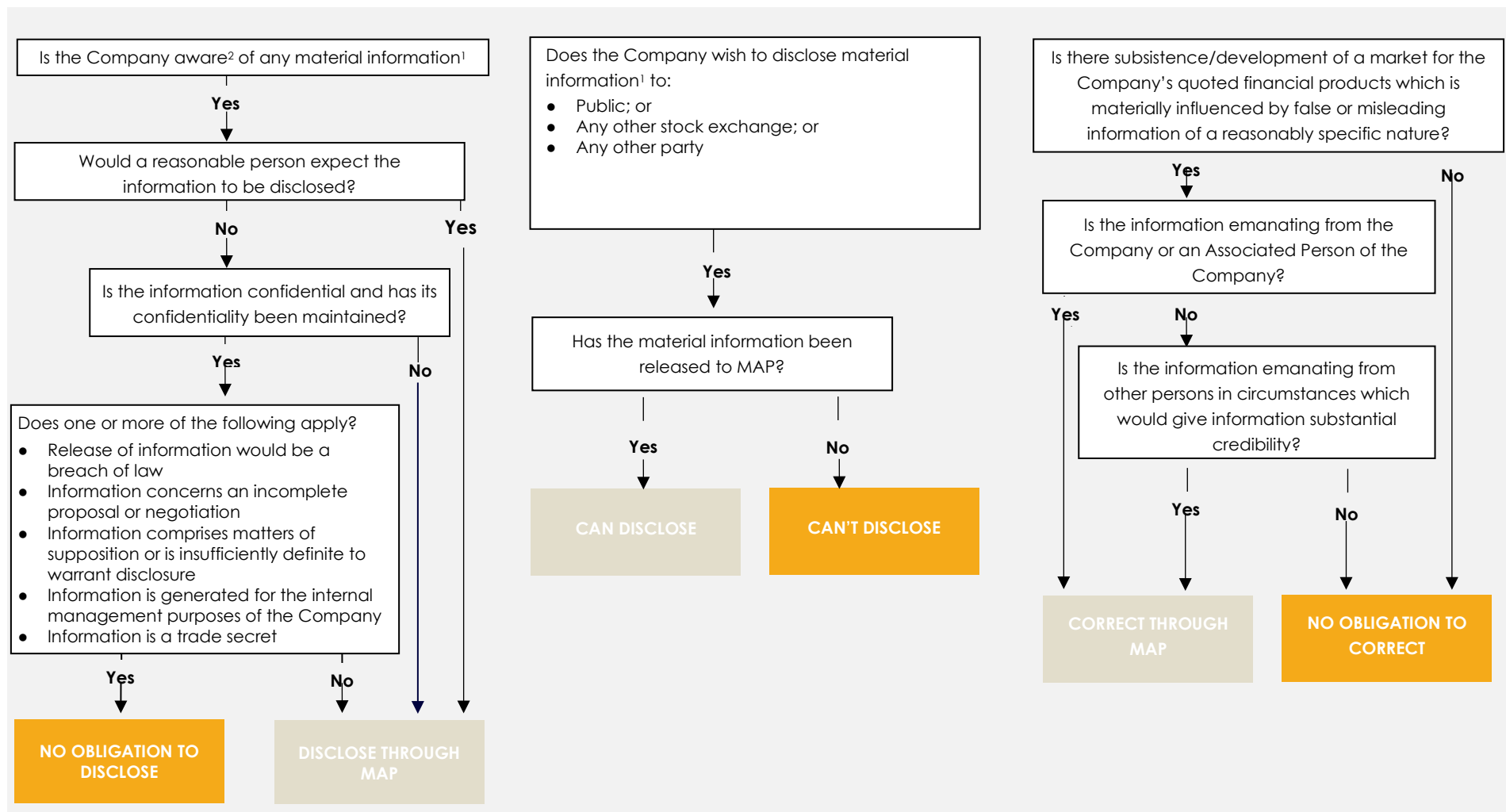
NZX believes that while board oversight of continuous disclosure is important, this needs to be balanced against the requirement to disclose promptly and without delay. Accordingly, NZX considers that an issuer made aware of material information may not wait until the next scheduled board meeting to address the issue.

In certain circumstances, NZX may at the Company's request (or in NZX's discretion) apply a trading halt until such time as an announcement can be prepared and released through MAP.

Where the release of material information falls outside of NZX's operating hours (for example, a counterparty announces a transaction with the Company on a foreign Exchange, which announcement contains material information concerning the Company) then NZX's view is that this is permissible, provided that the Company provides its announcement through MAP prior to next market open.



## Appendix 2 - Continuous disclosure flowchart



<sup>1</sup>. Material information is information that a reasonable person would expect, if it were generally available to the market, to have a material effect on the price or value of the Company's quoted financial products.

<sup>2</sup>. The Company becomes aware of material information if, and as soon as, a Director or a Senior Manager (as defined in the Listing Rules) has, or ought reasonably to have, come into possession of the material information in the course of the performance of their duties.

