



SEEK Limited ACN 080 075 314

## Continuous Disclosure Policy

October 2022

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### 1. Introduction

SEEK Limited (**SEEK**) recognises the critical importance of accurate, balanced and timely disclosure to ensure the efficient operation of the securities market and is committed to promoting stakeholder and investor confidence through its continuous disclosure practices. The objective of this Continuous Disclosure Policy (**Policy**) is to ensure that the management and delivery of price sensitive information by SEEK complies with SEEK's continuous disclosure obligations under the Australian Securities Exchange (**ASX**) Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**).

This Policy applies to all officers, employees and contractors of SEEK and its subsidiaries (**SEEK Personnel**).

### 2. Continuous Disclosure Obligations

ASX Listing Rule 3.1 requires that SEEK immediately notify the ASX of any information concerning SEEK that a reasonable person would expect to have a material effect on the price or value of SEEK's quoted securities (**SEEK Securities**).

#### Exceptions to disclosure

However, ASX Listing Rule 3.1A permits such information to be withheld from disclosure if **each** of the following conditions is and remains satisfied:

- one or more of the following five conditions applies:
  - it would be a breach of a law to disclose the 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 the 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.

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As soon as any of the above conditions ceases to be satisfied, disclosure will generally be required. Pursuant to ASX Listing Rule 15.7, SEEK must not release the information to any person or post the information on its website until it has given the information to the ASX for release to the market.

**A. Material effect on the price or value of SEEK's quoted securities**

A reasonable person would be taken to expect information to have a material effect on the price or value of SEEK 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 SEEK Securities. Such information is considered to be **Price Sensitive**. In considering whether information is potentially Price Sensitive, it is relevant to consider SEEK's business activities, size and place in the market, the external information that is publicly available and previous disclosure to the market.

An indicative list of matters that may constitute Price Sensitive information can be found in Appendix A to the disclosure and materiality procedures (**Procedures**).

**B. Confidentiality**

If SEEK is relying upon an exception to disclosure in the ASX Listing Rules to withhold Price Sensitive information, it is critical that the confidentiality of the relevant information be maintained. All SEEK Personnel are required to adhere to confidentiality guidelines as set out in the Code of Conduct for Employees. From time to time and if considered appropriate, the Disclosure Officer may put additional measures in place to ensure that the confidential nature of certain information is maintained within SEEK or a specific group of SEEK Personnel.

**3. Roles and Responsibilities**

**A. The Board**

The Board is responsible for establishing procedures to ensure adherence by the Board and management to this Policy. The Board has delegated certain responsibilities relating to SEEK's continuous disclosure obligations to SEEK's Managing Director and Chief Executive Officer (**MD and CEO**) who has established a Disclosure Committee (see section 3(B) below).

Board approval is required for announcements to the market which relate to matters of particular significance to SEEK, for example, company transforming events. The Disclosure Committee may also refer other disclosure matters to the Board from time to time. A list of the types of matters that require Board approval can be found in the Procedures.

All reasonable efforts will be made to obtain Board approval at short notice of such an announcement prior to its release. If the Disclosure Committee considers that Board approval cannot be obtained in a timeframe that will allow SEEK to meet its continuous disclosure obligations, the Disclosure Committee will seek approval of the proposed release from the Chairman of the Board (**Chairman**), or where the Chairman cannot be contacted, the Chairman of the Audit and Risk Management Committee (**ARMC Chairman**).

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**B. The Disclosure Committee**

The Disclosure Committee reports to the MD and CEO and is comprised of SEEK's Chief Financial Officer (**CFO**), Director of Investor Relations & Planning, Chief Risk Officer and Company Secretary. Other relevant business representatives also attend Disclosure Committee meetings and review draft announcements, as required.

The Disclosure Committee is responsible for, amongst other things, considering potentially Price Sensitive information and determining whether it requires disclosure in accordance with the ASX Listing Rules and the Corporations Act, and recommending the form of disclosure to the MD and CEO for approval or referring the matter to the Board for approval.

**C. The Disclosure Officer**

The Disclosure Officer is the Company Secretary or, in their absence, the CFO.

The Disclosure Officer is responsible for communicating with the ASX in relation to ASX Listing Rule matters and for the general administration of this Policy.

The Disclosure Officer may approve routine or administrative announcements.

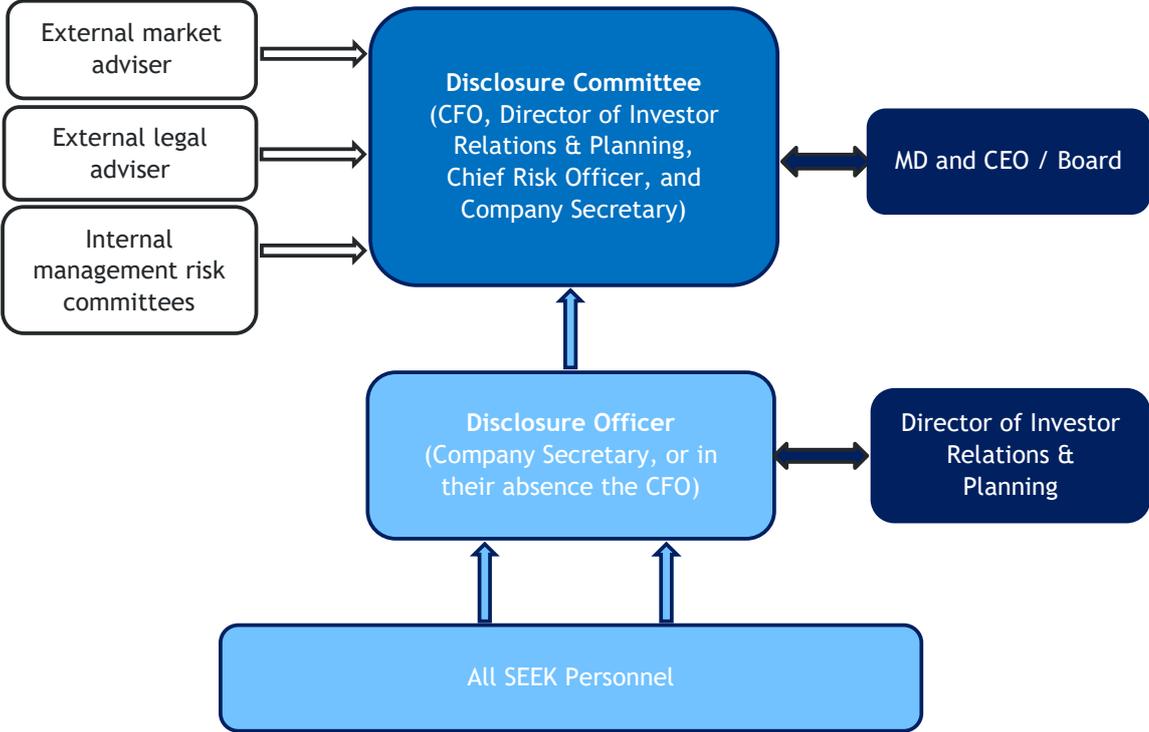
**D. SEEK Personnel**

All SEEK Personnel are responsible for reporting any potentially Price Sensitive information that they become aware of and that is not generally available to the Disclosure Officer in accordance with the procedures set out in section 4 of this Policy.

SEEK Personnel who believe any prior disclosure to the ASX is inaccurate or incomplete should also notify the Disclosure Officer.

This Policy and the Procedures are provided to all officers and relevant employees on appointment.

#### 4. Reporting Structure



The reporting processes are described in more detail in the Procedures. In summary, the procedure to be followed by SEEK Personnel to ensure SEEK’s compliance with its continuous disclosure obligations is as follows:

- SEEK Personnel who become aware of information that is not generally available and is potentially Price Sensitive should notify the Disclosure Officer and not make a determination themselves;
- the Disclosure Officer, together with the Director of Investor Relations & Planning, will review the information to determine whether it should be referred to the Disclosure Committee;
- if the information is referred to the Disclosure Committee, the Disclosure Committee will consider if the information is Price Sensitive and make a recommendation to the MD and CEO or CFO to approve; and
- if a member of the Disclosure Committee becomes aware of potentially Price Sensitive information through other internal reporting channels, that member should notify the Disclosure Committee and confer with the Disclosure Committee as to whether the relevant information requires disclosure, or whether it should be referred to the Board.

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## 5. Communication of Information

### A. Placement on website and other dissemination of information

All information disclosed to the ASX in compliance with this Policy will be promptly placed on SEEK's website following confirmation of receipt from the ASX, and announcements will be provided electronically to all Board members.

### B. Briefings, presentations, discussions and inquiries

Only those authorised spokespersons set out below may speak on behalf of SEEK to media, analysts, brokers, investors and proxy advisers in briefings, presentations or one-on-one discussions *regarding information notifiable to the ASX*.

#	Authorised spokesperson	Authority
1	MD and CEO Chairman	Permitted to speak on behalf of SEEK to the media, analysts, brokers, investors and proxy advisers
2	CFO Director of Investor Relations & Planning	Permitted to speak on behalf of SEEK to analysts, brokers, investors and proxy advisers
3	CFO and Treasurer	Permitted to speak on behalf of SEEK to lenders and banks
4	Director of Corporate Communications  Head of Corporate Communications	Permitted to speak on behalf of SEEK to the media
5	Company Secretary	Permitted to speak on behalf of SEEK with investors, brokers and proxy advisers
6	Other SEEK Personnel	May only speak or comment on matters relating to information that is notifiable by SEEK to the ASX with the prior approval of the MD and CEO

All inquiries and requests for information from:

- analysts or investors must first be referred to the CFO or the Director of Investor Relations & Planning; and
- media must first be referred to the Director of Corporate Communications or Head of Corporate Communications.

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### **C. Responding to financial projections and financial reports**

Comments on SEEK financial projections and financial reports will only be made in relation to material which has already been publicly disclosed. SEEK will publicly announce any material change in expectations to the market before commenting on the change to anyone outside SEEK.

### **D. Market speculation, rumours and analyst reports**

The Director of Investor Relations & Planning is responsible for monitoring SEEK share price movements and analyst reports in relation to SEEK. SEEK is not responsible for, and does not endorse, analyst reports that contain commentary on SEEK. If SEEK determines, in its discretion, to provide comment on an analyst report, it will limit its comments to clarifying historical information and correcting factual inaccuracies using information not considered Price Sensitive or that has already been disclosed to the market.

The Director of Corporate Communications and Head of Corporate Communications are responsible for monitoring mainstream media and significant commentary on social media in relation to SEEK.

Market speculation and rumours, whether substantiated or not, have the potential to impact SEEK and may contain factual errors. Speculation may also result in the ASX formally or informally requesting disclosure by SEEK on the matter.

SEEK's policy is to not respond to speculation and market rumours and SEEK Personnel must observe this policy at all times. However, notwithstanding this approach, SEEK may issue a statement in relation to market speculation or rumour where:

- the Disclosure Committee or the Board considers that:
  - the speculation or rumour is sufficiently accurate to suggest that Price Sensitive information that was being withheld under an exception to disclosure in ASX Listing Rule 3.1A is no longer confidential; or
  - a false market in SEEK quoted securities exists or is likely to exist; or
- SEEK is required to respond to a formal or informal request from the ASX for information.

### **E. Trading halts**

At times it may be necessary to request a trading halt from the ASX to ensure orderly, fair and informed trading in SEEK's securities. The MD and CEO or, in their absence, the Chairman, or in the Chairman's absence, the ARMC Chairman, or in their absence, the Company Secretary may make decisions in relation to trading halts.

### **F. Inadvertent disclosure**

In the event that information that has not already been disclosed to the market is disclosed by SEEK Personnel (for example, in a briefing or discussion with analysts, or in response to a query from an analyst or investor), then the relevant person must notify a member of the Disclosure

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Committee immediately so that, if necessary, the relevant information can be released to the ASX and posted on the SEEK website.

**G. Communication blackout periods**

SEEK imposes blackout periods from the end of the half year or full year until the announcement of SEEK's half year or full year financial results, respectively. During these periods, SEEK will not:

- hold one on one briefings with investors or analysts to discuss financial information concerning SEEK; or
- hold open briefings to discuss any information that has not already been announced to the ASX,

unless first approved by the Disclosure Committee.

**7. Policy Review**

This policy is periodically reviewed to assess that it is operating effectively and updated as necessary.

**8. Other Relevant Policies**

- Code of Conduct for Employees
- Share Trading Policy
- Disclosure and materiality procedures (for SEEK Personnel)