



Continuous Disclosure Policy

Fluence Corporation Limited
(ACN 127 734 196)

Adopted by the Board of Directors on August 23, 2021

Custodian	Chief Legal Officer and Company Secretary
Next scheduled review	August 2023
Legislative framework and regulatory compliance	ASX Corporate Governance Principles and Recommendations (4th edition)
Regulators	ASX

Fluence Continuous Disclosure Policy

1. Purpose

- 1.1. This Continuous Disclosure Policy (this **Policy**) sets out the policies and procedures of Fluence Corporation Limited (the **Company**) which are aimed at ensuring the Company complies with Australian Securities Exchange (**ASX**) Listing Rule 3.1. ASX Listing Rule 3.1 requires listed entities to immediately notify the ASX of any information the Company is or becomes aware of concerning itself that a reasonable person would expect to have a material effect on the price or value of the Company's securities.
- 1.2. The Policy is designed to ensure compliance with these requirements and that the Company discharges its obligations by releasing information to the ASX Market Announcements Platform in the form of:
- a. an ASX release;
 - b. disclosure of other relevant documents (e.g. the annual report, results announcements etc); or
 - c. requesting a trading halt.

2. Definitions

- 2.1. In this Policy the following terms have the following meaning:
- ASIC** means the Australian Securities and Investments Commission;
- ASX** means the Australian Securities Exchange;
- Board** means the Board of the Company;
- Company** means Fluence Corporation Limited;
- Policy** means this Continuous Disclosure Policy as amended from time to time; and
- Senior Management** means employees of the Company who manage the Company pursuant to the directions and delegations of the Board.

3. Material Information

- 3.1. In accordance with the ASX Listing Rules, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person with experience in the industry in which the Company operates would expect to have a material effect on the price or value of the Company's Securities.
- 3.2. Information need not be disclosed if:
- a. a reasonable person would not expect the information to be disclosed;
 - b. the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
 - c. one or more of the following applies:

- i. it would breach the law to disclose the information;
 - ii. the information concerns an incomplete proposal or negotiation;
 - iii. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - iv. the information is generated for internal management purposes; or
 - v. the information is a trade secret.
- 3.3. The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.
- 3.4. The Company is deemed to have become aware of information where a Director or Senior Management has, or ought to have, come into possession of the information in the course of the performance of their duties as a Director or Executive Officer.
- 3.5. The Corporations Act 2001 defines a material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the securities.

4. Reporting Responsibilities

- 4.1. The Board has the authority to set the thresholds relating to continuous disclosure reporting responsibilities and update these thresholds as required to ensure these thresholds are in line with the ASX Listing Rules.
- 4.2. The Board is ultimately responsible for ensuring compliance with the Company's continuous disclosure obligations. Responsibilities include:
 - a. ensuring the Company complies with its continuous disclosure obligations;
 - b. reviewing information which is brought to its attention to determine if there is a disclosable matter and, if so, whether any Listing Rule non-disclosure exception applies;
 - c. establishing and maintaining the Company's disclosure policies and procedures and ensuring that there is an adequate system in place for the disclosure of all material information to the ASX and other authorities in a timely fashion;
 - d. considering any enquiries received from ASX, including any "false market" response letters;
 - e. reviewing any infringement notice or written statement of reasons issued to the Company by Australian Securities and Investments Commission ("**ASIC**"); and
 - f. educating management and staff on the Company's disclosure policies and procedures.
- 4.3. Board approval and input is particularly important in respect of matters that are clearly within the reserved powers of the Board or matters that are otherwise of fundamental significance to the Company. Such matters include:
 - a. significant profit upgrades or downgrades;
 - b. dividend policy, guidance or declarations;
 - c. company-transforming transactions or events; and

- d. any other matters that are determined by the CEO or Chairman to be of fundamental significance to the Company.

4.4. Where an announcement is to be considered and approved by the Board, the Company Secretary must ensure that the Board is provided with all relevant information necessary to ensure that it is able to fully appreciate the matters dealt with in the announcement.

4.5. Senior Management must:

- a. understand the continuous disclosure requirements set out in the ASX Listing Rules;
- b. convey all potentially material information to the Company Secretary or Chairman immediately after obtaining or becoming aware of such information;
- c. convey all information that would or would likely influence persons who commonly invest in securities to the Company Secretary or the Chairman; and
- d. ensure the Company has appropriate procedures in place within appropriate areas of responsibility to ensure that all relevant information (i.e. any information that could be materially price sensitive) is reported to Senior Management immediately for on forwarding in accordance with this Policy.

4.6. It is important for management to understand that just because information is reported to the Board, that does not mean that it will be disclosed to ASX. It is for the Board to determine whether information is material and requires disclosure. Accordingly, the Policy is for all potentially material information to be reported to the Board 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 Board but will not be determinative.

4.7. The Company Secretary and Chief Legal Officer are responsible for:

- a. liaising with ASX in relation to continuous disclosure issues;
- b. the lodging of announcements with ASX in relation to continuous disclosure matters;
- c. implementing procedures to ensure that the Company's ASX passwords and other security measures are secure;
- d. ensuring Senior Management are aware of the Policy and related procedures, and of the principles underlying continuous disclosure;
- e. ensuring this Policy is reviewed and updated periodically as necessary;
- f. developing template ASX announcements and trading halt requests; and
- g. maintaining an accurate record of all announcements sent to the ASX and all correspondence with ASIC in relation to the Company's continuous disclosure obligations.

4.8. Other disclosure obligations

4.8.1. The Company Secretary and Senior Management will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:

- a. media releases;
- b. analyst, investor or other presentations;

- c. prospectuses; and
- d. other corporate publications.

4.8.2. Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the Company Secretary and Chief Legal Officer will assess the circumstances with appropriate Senior Management and if necessary, seek external professional advice.

4.8.3. All presentations containing new information to analysts and investors will be released to the ASX ahead of the presentation and will then be included on the Company's website.

4.8.4. The Company has numerous other disclosure obligations under Chapter 3 and Chapter 4 of the Listing Rules, including in relation to:

- a. periodic disclosure;
- b. making a takeover bid;
- c. undertaking a buy back;
- d. agreements between the Company (or a related party or subsidiary) and its directors (or a related party of the director);
- e. recommendations or decisions in relation to the declaration or payment of dividends;
- f. changes to the Company's share capital;
- g. changes to the beneficial ownership of the Company's share capital;
- h. options over shares;
- i. general meetings of the Company;
- j. the Company's registered office and share register;
- k. changes in officeholders;
- l. documents sent to shareholders;
- m. loan assets;
- n. ownership limits;
- o. media or market speculation
- p. analyst or media reports based on inaccurate or out of date information;
- q. directors' interests; and
- r. record dates and timetables.

4.9. The Company Secretary and Chief Legal Officer are responsible for ensuring that necessary disclosures are made as and when required.

5. Assessment Process

5.1. Where any information is reported as referred to in Section 4, the Board will (as appropriate):

- a. review the information in question;

- b. promptly seek advice that is needed to assist the Board to interpret the information (provided that disclosure of the information cannot be delayed if the information is clearly materially price sensitive on its face);
- c. determine whether any of the information is required to be disclosed to ASX;
- d. consider whether it is necessary to seek a trading halt to facilitate an orderly, fair and informed market in the Company's securities;
- e. coordinate the actual form of disclosure with the relevant members of management; and
- f. confirm the CEO approval for the proposed disclosure.

6. Draft Announcements Pending Disclosure

- 6.1.** Where information is reported to the Board in accordance with Section 4, and the Board determines that the circumstances are developing but the information is not presently disclosable, the Board must oversee the preparation of an appropriate draft announcement to facilitate immediate disclosure of the information if it later becomes disclosable (for example, as a result of confidentiality being lost through a "leak").

7. Misleading Information

- 7.1.** The Company is also subject to a duty not to disclose information in a way that could mislead the market. Appropriate care must therefore be taken to ensure that the content of any announcement clearly discloses the material information.
- 7.2.** It is paramount that the Company's market announcements are accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.
- 7.3.** All announcements under Listing Rule 3.1 or 3.1B must be approved by the Board before the announcement is made or disclosure is released through the Company Secretary.

8. Rapid Response Process

- 8.1.** If an announcement that would ordinarily require Board approval requires immediate disclosure to the market in order for the Company to comply with its disclosure obligations, all reasonable efforts must be made to have the announcement urgently considered and approved by the Board prior to release. However, if such approval cannot be obtained, the CEO or Chairman may authorise the disclosure to ensure compliance with continuous disclosure laws following consultation with the Company Secretary and Chief Legal Officer. If the CEO or Chairman are unavailable, the Chair of the Audit & Risk Committee may authorise disclosure. If the Chair of the Audit & Risk Committee is unavailable, any member of the Board may authorise disclosure. The announcement must then be considered by the Board at the first possible opportunity following its release to determine what, if any, further steps need to be taken by the Company.

9. Announcement Protocol

- 9.1.** All announcements to ASX must be made through the Company Secretary and in accordance with the procedure set out in Section 4.
- 9.2.** Where open briefings or public speeches are to be made and, in accordance with this Policy, relevant presentation materials and speeches are to be lodged with ASX for release, prior approval must be obtained from the Chairman and/or the CEO.

- 9.3. The Board, through the ASX Markets Announcements Office platform, will be promptly provided with copies of all information disclosed to ASX.
- 9.4. It is a standing agenda item at all Board meetings to consider whether any matters reported or discussed at a Board meeting should be disclosed to the market pursuant to the Company's continuous disclosure obligation.
- 9.5. Continuous disclosure is also a standing agenda items at senior management meetings for the purpose of monitoring compliance with the Company's obligations.

10. Market Speculation and Rumours

- 10.1. As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.
- 10.2. If an Employee becomes aware of any market speculation or rumours of which the Company Secretary may not be aware, these should be reported to Senior Management or Directors, and then onto the Company Secretary in a prompt manner.

11. Trading Halts

- 11.1. The Company may request a trading halt to maintain fair, orderly and informed trading in its securities and to manage disclosure issues.
- 11.2. If the market is or will be trading at any time after the Company becomes aware of an obligation to disclose information but where the Company is not in a position to make immediate disclosure to the market, the Board will consider whether to request a halt or, in exceptional circumstances, a voluntary suspension.
- 11.3. As a matter of general guidance, a trading halt may be necessary in the following circumstances:
 - a. if media comment about the Company is sufficiently specific and detailed to warrant a response;
 - b. if the Company experiences an unexplained price and/or volume change;
 - c. if a confidentiality leak has occurred and it is having a material effect on the market price and/or traded volumes of the Company's securities; or
 - d. if ASX forms the view that a false market exists and asks the Company to release information to correct a false market and the Company is not able to make a release immediately,and in each scenario,
 - a. where the market is trading, the Company is not in a position to give an announcement to ASX straight away; or
 - b. where the market is not trading, the Company will not be in a position to give an announcement to ASX before trading next resumes.
- 11.4. The Chairman or the CEO can call a trading halt and will alert and keep the Board informed of any request for a trading halt.
- 11.5. If neither the Chairman nor the CEO is unavailable to call a trading halt, the Chair of the Audit & Risk Committee may call a trading halt. If the Chair of the Audit & Risk Committee is also unavailable, any member of the Board is authorised to call a trading halt.

12. Policy Breaches

12.1. The Company takes its continuous disclosure obligations very seriously. Breaches of this Policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

13. Infringement Notices and Statement of Reasons

13.1. If ASIC has reasonable grounds to believe that the Company has contravened its continuous disclosure obligations, ASIC may issue an infringement notice.

13.2. The receipt by the Company of any written statement of reasons or infringement notice issued to it by ASIC must be reported immediately to the CEO, the Board, the Company Secretary and the Chief Legal Officer.

13.3. If the Company receives an infringement notice, the Board must oversee the Company's response to the infringement notice.

14. Review

14.1. The Company Secretary and Chief Legal Officer will be responsible for drafting, reviewing and making recommendations to the Board with respect to this Policy. Any changes (other than administrative matters) must be approved by the Board. The code will be reviewed at least once every 2 years or as often as necessary to ensure it remains effective and relevant.