



# Magellan Global Fund Continuous Disclosure Policy

---

28 August 2023

**TABLE OF CONTENTS**

1. INTRODUCTION ..... 3

2. DISCLOSURE PRINCIPLE ..... 3

3. ROLES AND RESPONSIBILITIES ..... 5

4. FUND ANNOUNCEMENTS – THE DISCLOSURE PROCEDURES..... 6

5. JOINT ANNOUNCEMENTS..... 7

6. DISSEMINATING ANNOUNCEMENTS..... 7

7. PRE-RESULT PERIODS ..... 7

8. MEDIA AND MARKET SPECULATION..... 7

9. BRIEFINGS/MEETINGS/CONFERENCE CALLS WITH ANALYSTS OR INVESTORS..... 7

10. BROKER SPONSORED INVESTOR CONFERENCES ..... 8

11. RESPONDING TO ANALYST REPORTS AND FORECASTS ..... 8

12. CHATROOMS, BLOGS AND SOCIAL NETWORKING SITES ..... 8

13. RESPONDING TO UNEXPECTED QUESTIONS..... 8

14. INADVERTENT DISCLOSURE OF INFORMATION ..... 9

15. TRADING HALTS..... 9

16. ADVISERS AND CONSULTANTS..... 9

17. BREACH OF POLICY ..... 9

18. REVIEW ..... 9

19. FURTHER INFORMATION ..... 9

## 1. INTRODUCTION

Magellan Asset Management Limited (**'Responsible Entity'**) is the responsible entity for the Magellan Global Fund (**'MGF'** or the **'Fund'**). MGF is a registered managed investment scheme and under the Constitution of the Fund it has two classes of units, being a Closed Class and an Open Class.

- The **Closed Class** is quoted on the Australian Securities Exchange (**'ASX'**) and subject to the ASX Listing Rules (ASX: MGF).
- The **Open Class** is quoted on the ASX and subject to the AQUA Rules (ASX: MGOC).

The Board of the Responsible Entity is committed to complying with the Fund's disclosure obligation under the ASX Listing Rules (**'Listing Rules'**), the ASX AQUA Rules (**'AQUA Rules'**) and the Corporations Act (*Cth*) in order to:

- Provide unitholders and the market with timely, direct and equal access to information issued by the Fund; and
- Promote investor confidence in the integrity of the market for the Fund's securities.

All directors (executive and non-executive), officers, employees and contractors of the Responsible Entity as determined by the Chief Compliance Officer ("**CCO**") and of its related bodies corporate are subject to this Policy ("**Applicable Persons**").

## 2. DISCLOSURE PRINCIPLE

### Open Class disclosure requirements [AQUA Rule 10A 4.4]

The Open Class is not subject to the continuous disclosure requirements under section 674 of the Corporations Act and the Listing Rules. The Responsible Entity will comply with the disclosure requirements in section 675 of the Corporations Act and AQUA Rule 10A 4.4 in respect of the Open Class.

#### The Disclosure Requirement

The Responsible Entity will disclose information relating to the Open Class of the Fund which may not be generally available, and that a reasonable person would expect if the information were generally available, to have a material effect on the price or value of the Open Class units. The Responsible Entity will publish such information on the ASX announcements platform and its website at [www.magellangroup.com.au](http://www.magellangroup.com.au) at the same time as it is disclosed to ASIC.

Under AQUA Rule 10A 4.4, for the Open Class the Responsible Entity will disclose:

- information about the NAV of the Fund's underlying investments daily;
- information about redemptions from the Fund;
- information about dividends or distributions paid in relation to the Fund;
- any other information which is required to be disclosed to ASIC under section 675 of the Corporations Act; and
- any other information that would be required to be disclosed to the ASX under section 323DA of the Corporations Act if the Units were admitted under the ASX Listing Rules.

In addition, under the AQUA Rules the Responsible Entity must immediately notify the ASX of any information the non-disclosure of which may lead to the establishment of a false market in the Open Class units or which would be likely to materially affect the price or value of the Open Class units.

Under the AQUA Rules the Responsible Entity is not required to disclose half-yearly or annual financial information or reports in respect of the Fund to the ASX announcements platform. The Responsible Entity is required to lodge financial information and reports in respect of the Fund with ASIC under Chapter 2M of the Corporations Act.

### Closed Class disclosure requirements [ASX Listing Rule 3.1]

**Closed Class:** The Closed Class is subject to continuous disclosure requirements under the Corporations Act and the Listing Rules (which are given legislative force under section 674 of the Corporations Act), in addition to the periodic and specific disclosure requirements. This Policy therefore principally applies to the Closed Class.

#### Material price sensitive information

For the Closed Class, once the Responsible Entity becomes aware of any information concerning the Fund that a reasonable person would expect to have a *material* effect on the price or value of the Fund's securities (**'material price sensitive information'**) it will immediately notify ASX, unless exempted by the Listing Rules (refer 'Exceptions to Disclosure Principles' below).

A reasonable person is taken to expect that information would have a material effect on the price or value of the Fund if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Fund's units.

The following provides a non-exhaustive list of the type of information that may require disclosure by the Responsible Entity under this Policy:

- a) A change in the Fund's financial forecasts or expectations, (in the event that the Fund has released any forecasts) or from market expectations, including from the consensus view of sell side analysts covering the Fund;
- b) A recommendation or declaration of a dividend or distribution, or a decision one will not be declared;
- c) A matter that is likely to have a material effect on income, cash flow or profitability of the Fund;
- d) A change in the Fund's accounting policy that would have a material impact on profitability;
- e) An agreement between the Fund (or a related party) and a director (or a related party of the director);
- f) Under or over subscriptions to an issue of securities;
- g) the commissioning of an event of default under, or any other event entitling a financier to terminate, a material financing facility;
- h) Giving or receiving a notice of intention to make a takeover offer by or for the Fund;
- i) A transaction for which the consideration payable or receivable is a significant proportion of the value of the Fund's consolidated assets (an amount of 5% or more would normally be significant but a smaller amount may qualify in a particular case);
- j) Material mergers, acquisitions and divestments, joint ventures or changes in assets of the Fund;
- k) Significant developments in regard to new projects or ventures of the Fund;
- l) Industry issues that may have a material impact on the Fund's business;
- m) Material legal proceedings against or allegation of any material breach of the law, whether civil or criminal, by the Fund;
- n) Decisions on significant issues which have a material effect on the Fund by regulatory bodies in Australia or overseas;
- o) Natural disasters or accidents that have particular relevance to the business of the Fund or any of the companies or other organisations in which it invests;
- p) The appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by the Fund; or

### **When is the Fund aware of information?**

The Fund becomes aware of information if a director, secretary or other officer<sup>1</sup> of the Responsible Entity has, or ought reasonably to have, come into possession of information in the course of the performance of their duties.

### **The meaning of 'immediately'**

Material price sensitive information must be disclosed to ASX 'immediately' upon the Fund becoming aware. "Immediately" means "promptly and without delay" being "as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time".

The Responsible Entity Board will consider its process for the consideration and approval to release information to the market to determine whether it can make an announcement promptly and without delay. In the event that there would be a delay in considering the matter, the Responsible Entity on behalf of the Fund will consider whether it should request from ASX a trading halt (see section 15 on Trading Halts).

### **Disclosure to ASX first [Listing Rule 15.7]**

Importantly, the Responsible Entity must not release information that is for release to the ASX to anyone else unless and until it has disclosed it to ASX and received confirmation from ASX that the information has been released to the market.

### **Common disclosure across unit classes**

<sup>1</sup> An officer includes a person who makes or participates in making decisions that affect a substantial part of the business of the Fund or who has the capacity to affect significantly the Fund's financial standing or in accordance with whose instructions the directors are accustomed to act.

Notwithstanding the legal requirements of each Unit Class, where there is common disclosure across the rules, the Responsible Entity will disclose on the basis of the higher standard for either class.

### Exceptions to disclosure principle [ASX Listing Rule 3.1A]

The Responsible Entity is not required to disclose information where each of the three tests below are satisfied:

**Test One:** One or more of the following applies:

- i. it would be a breach of a law to disclose the information;
- ii. the information concerns an incomplete proposal or negotiation<sup>2</sup>;
- iii. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- iv. the information is generated for the internal management purposes of the entity; or
- v. the information is a trade secret.

**Test Two:** The information is confidential and ASX has not formed the view that the information has ceased to be confidential<sup>3</sup>.

**Test Three:** A reasonable person would not expect the information to be disclosed.

The Fund must meet its continuous disclosure obligation to ASX as soon as any one of Tests 1, 2 or 3 is no longer satisfied. This means that the availability of the exception must be assessed by the Responsible Entity on an ongoing basis in relation to any material price sensitive information that has not been disclosed to ASX.

### Correcting a false market [Listing Rule 3.1B]

The Responsible entity will immediately issue a statement if ASX considers that there is, or is likely to be, a false market in the Fund's securities, and asks the Fund to correct or prevent the false market

A 'false market' is a situation where there is material misinformation or materially incomplete information in the market which is compromising proper price discovery in relation to the Fund's securities.

## 3. ROLES AND RESPONSIBILITIES

### All Employees

All Magellan employees are responsible for reporting to the Company Secretary if they become aware of any information that may be material price sensitive information in relation to the Fund arising in their area of responsibility.

### Board of Directors

The Board of the Responsible Entity will be responsible for approving this Policy and for any subsequent amendments recommended by the Company Secretary. The Board will typically be involved in the review of significant ASX announcements.

### Company Secretary

The Company Secretary is responsible for:

- implementing and overseeing compliance with this Policy;
- all communications with ASX, including whether an announcement should be marked as "market sensitive";

<sup>2</sup>A proposal is incomplete unless and until the Fund has adopted it and is committed to proceeding with it. Negotiations are incomplete unless and until they result in a legally binding agreement or the Fund is otherwise committed to proceeding with the transaction being negotiated. An agreement (otherwise disclosable) subject to conditions precedent or subsequent should be disclosed on signing of the agreement and not the satisfaction of the conditions.

<sup>3</sup>Information is confidential if:

- it is known to only a limited number of people;
- the people who know the information understand that it is to be treated in confidence and only to be used for a permitted purpose; and
- those people abide by that understanding.

The ASX may consider confidentiality has been lost and require disclosure where a rumour or media or analyst report describes specific and reasonably accurate details or there is a spike in trading or significant movement in market price not explained by other events or circumstances.

- reviewing proposed external announcements, and consulting with appropriate members of the Board, officers and/or external advisers as necessary;
- reporting on continuous disclosure issues regularly to the Responsible Entity's Board;
- keeping a record of all ASX and other announcements that the Fund has made;
- monitoring the effectiveness of this Policy, including the understanding by Responsible Entity employees in general of the principles and spirit of continuous disclosure; and
- regularly reviewing this Policy for legislative changes and communicating any amendments to the Applicable Persons.

### Authorised Spokespersons

The authorised spokespersons of the Fund are the Chief Executive Officer ("CEO"), and other persons authorised by the Responsible Entity Board from time to time ('**Authorised Spokespersons**').

Authorised Spokespersons are the only Responsible Entity representatives who may speak to the media or other external parties in relation to matters subject to this Policy. The Responsible Entity has a Media and Communications Policy which explains who may speak to the media and communicate with external parties outside the remit of this Continuous Disclosure Policy.

Authorised Spokespersons should be briefed by the CEO, Chief Legal Officer ("CLO") or Company Secretary about prior disclosures by the Fund before speaking with external parties. When communicating with external parties, an Authorised Spokesperson:

- should ensure all comments relate to information within the public domain and/or are not material, as the disclosure of confidential information, even if inadvertent, may result in the information no longer falling within the exception to Listing Rule 3.1 and therefore becoming disclosable to ASX immediately;
- may clarify information that the Fund has released to ASX but must not comment on material price sensitive information that has not previously been released or approved for disclosure by the CEO or Board;
- should limit any comments to their area of expertise as much as possible; and
- should report to the CLO or Company Secretary after the external communication is made, to determine if any material price sensitive information has been disclosed and whether as a consequence any disclosure to ASX is necessary.

## 4. FUND ANNOUNCEMENTS – THE DISCLOSURE PROCEDURES

The following procedures will apply in relation to all external Fund announcements:

- Identification and notification of potentially material price sensitive information** - as soon as a director, officer or employee of the Responsible Entity becomes aware of potentially material price sensitive information, he or she should immediately notify the Company Secretary, Chief Legal Officer or their delegates. Applicable Persons must not attempt to assess whether information is material price sensitive information but instead must report all such information.
- Review of material price sensitive information** – after receiving any potentially material price sensitive information, the Company Secretary will review the information (in consultation with the Responsible Entity Chairman, the Responsible Entity Board and/or the CEO or CLO and/or external advisers if necessary), to determine whether disclosure is required.
- Prepare external announcement** - if the information is required to be disclosed, the Company Secretary or CLO will prepare a draft announcement. Such announcements should be factual, relevant, and expressed in an objective and clear manner.
- Obtain approval** - Fund announcements that are deemed to contain material price sensitive information must be approved by the Responsible Entity Board or by such other persons authorised by the Responsible Entity Board from time to time. Fund announcements that are not deemed to contain material price sensitive information must be approved by either the CEO and/or the Chairman or their delegates.
- Lodge announcement** - the Company Secretary (or authorised delegate) will lodge the announcement electronically on ASX's Market Announcements Platform ('**MAP**') and send a copy of the announcement to the directors promptly after release;
- Confirmation of announcement** – the Company Secretary receives an email confirmation from ASX that the announcement has been released.

- g) **Notification to internal stakeholders** - the Company Secretary provides email confirmation to the relevant internal stakeholders that the announcement has been released by ASX.
- h) **Post announcement** - AFTER receiving the email confirmations noted in f) and g) above, information can be provided to employees of the Responsible Entity (e.g. an employee-wide communication) or to external parties (such as an external media firm).
- i) **Post announcement on the Fund website** - AFTER receiving an acknowledgement from ASX that the announcement has been released to the market, post the announcement onto the Fund's website within 24 hours of receiving ASX's acknowledgement.

## 5. JOINT ANNOUNCEMENTS

In situations where the Fund needs to issue a joint announcement with a joint venture or project partner, the Fund will seek to give the partner the opportunity to review the announcement prior to its release, provided that it does not compromise the Fund's ability to comply with its disclosure obligations.

## 6. DISSEMINATING ANNOUNCEMENTS

After receiving ASX's confirmation that an announcement has been released to the market, the Fund will disseminate the information as soon as possible by posting the announcement on the Fund's website (within 24 hours after receiving ASX's confirmation), and broadcasting via email and/or fax to major stakeholders.

The Fund's website will contain relevant information on the Fund such as:

- Fund profile;
- ASX announcements;
- annual reports and other financial results;
- speeches and other information provided to analysts and investor groups; and
- annual general meetings information, as applicable.

## 7. PRE-RESULT PERIODS

To prevent inadvertent disclosure of material price sensitive information, during the periods between the end of its financial reporting periods (31 December and 30 June) and the actual results release, the Fund will not discuss any financial information, broker estimates and forecasts, with institutional investors, individual investors, stockbroking analysts, or the media unless the information being discussed has previously been disclosed to ASX.

## 8. MEDIA AND MARKET SPECULATION

The Fund has a general "no comments" policy in relation to market speculation and rumours, which must be observed at all times. However, the Fund may issue an announcement in response to market speculation or rumour where it is necessary to comply with the continuous disclosure obligations, for example, for the purpose of correcting factual errors or responding to a formal request from ASX for information.

The Fund will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing that information to ASX. It will also not provide any information "off the record".

The Fund will not disclose any information that is potentially material price sensitive information publicly under an embargo arrangement prior to release to ASX.

Applicable Persons on behalf of the Fund who are approached by the media or any external parties for information should observe the "no comments" policy and notify the Company Secretary as soon as possible.

As noted in Section 4 above, no external communication of a matter which is the subject of an ASX announcement can be communicated to the media until email confirmation has been received from the Company Secretary that the announcement has been released on MAP.

## 9. BRIEFINGS/MEETINGS/CONFERENCE CALLS WITH ANALYSTS OR INVESTORS

The Responsible Entity conducts briefings with analysts or investors from time to time, including:

- one-on-one discussions (for the purpose of this Policy, this includes any communications between the Responsible



Entity on behalf of the Fund and an analyst/investor);

- group briefings; and
- conference calls,

(collectively referred to as "**briefings**").

The Fund's policy for conducting these briefings is not to disclose any information which is, or potentially is, material price sensitive information, that has not been announced to ASX and the market generally. No briefing should be held during pre-results periods.

In addition, the following protocols will be followed in relation to such briefings:

- any written material to be used at a briefing must be provided in advance to the CLO or his delegate to determine whether it contains any material price sensitive information that has not previously been disclosed;
- if a question raised during the briefing can only be answered by disclosing material price sensitive information, which was not previously disclosed to ASX, the Authorised Spokesperson must decline to answer the question, but take the question on notice and wait until the Fund announces the information publically through ASX before responding;
- if an Authorised Spokesperson present at a briefing considers that any material price sensitive information that was not previously disclosed, was disclosed during the briefing, he or she must immediately notify the CLO or Company Secretary;
- the Fund will post all material used or made available for the briefing on the Fund's website.

## 10. BROKER SPONSORED INVESTOR CONFERENCES

Applicable Persons are from time to time invited to participate or present at broker sponsored investor conferences. The policy and protocols for the Fund's briefings apply to such conferences.

## 11. RESPONDING TO ANALYST REPORTS AND FORECASTS

Stockbroking analysts frequently prepare reports on securities of listed entities, including the Fund, which contain performance and financial forecasts. The Fund acknowledges the importance of analyst reports in facilitating the operation of the market in an informed and efficient manner.

The Responsible Entity will not endorse any such reports and will restrict its comments to factual matters and information which have been previously disclosed to ASX and the market generally.

In particular, the Responsible Entity:

- will not generally comment on analyst forecasts or disclose its own earnings projections, however, an Authorised Spokesperson may comment on analyst reports by correcting factual errors or assumptions where the relevant information has already been disclosed;
- will not include any analyst reports in its own corporate information, or post any analyst reports (including hyperlinks) on its website, but may use the reports internally; and
- will include a disclaimer that the Responsible Entity on behalf of the Fund is not responsible for, and does not endorse, the analyst report, in any response made to an analyst.

If a draft report has been sent to the Responsible Entity for comments, it should be forwarded immediately to the CLO or his delegate.

## 12. CHATROOMS, BLOGS AND SOCIAL NETWORKING SITES

Applicable Persons must not participate in chat room discussions on the internet where the subject matter relates to the Fund, unless that person is an Authorised Spokesperson and that person only does so in accordance with 'briefings' requirements set out in Section 9.

Applicable Persons must not discuss or post information on a blog, social networking or other internet site relating to the Fund without the prior approval of the CLO or Company Secretary.

## 13. RESPONDING TO UNEXPECTED QUESTIONS

Officers and employees of the Responsible Entity are often faced with unexpected questions from external parties - for



example, pre-arranged briefings sometimes move outside the scope of intended discussion, or they may be asked for information in situations other than formal briefings.

When faced with an unexpected question, and subject to the other terms of this Policy, the director, officer or employee concerned should respond only with information which has previously been disclosed to the market. If answering the question requires the disclosure of information that has not been previously disclosed, or if in doubt as to whether or not certain information has already been disclosed, the director, officer or employee should decline to answer the question and, if appropriate, take the question on notice so that the formal process of releasing information can operate.

## 14. INADVERTENT DISCLOSURE OF INFORMATION

If an Applicable Person becomes aware that:

- there may have been inadvertent disclosure of material price sensitive information (which has not been disclosed to ASX) during any communication with external parties;
- confidential Fund information may have been leaked (whatever its source); or
- there may be material price sensitive information that should be disclosed

they should immediately notify the CLO or Company Secretary. In such a situation, the Responsible Entity on behalf of the Fund will need to immediately issue a formal ASX announcement.

## 15. TRADING HALTS

In certain circumstances, the Responsible Entity on behalf of the Fund may need to request a trading halt from ASX to maintain the efficient trading of its securities. The Chairman and CEO in consultation with the Responsible Entity Board will make all decisions in relation to trading halts and the Company Secretary (or their authorised delegate) is the only person authorised to request a trading halt on behalf of the Fund.

## 16. ADVISERS AND CONSULTANTS

The Responsible Entity on behalf of the Fund will require consultants and professional advisers engaged by the Fund to adhere to this Policy. The Responsible Entity may ask such consultants and professional advisers to sign a confidentiality agreement.

## 17. BREACH OF POLICY

Non-compliance with this Policy may constitute a breach of the Corporations Act or the Listing Rules. This may result in fines for the Responsible Entity, personal liabilities for directors and other officers, and damage to the Responsible Entity's and the Fund's reputation.

Breaches of this Policy may also result in disciplinary action including dismissal.

## 18. REVIEW

The Company Secretary will review this Policy periodically or in response to changes in legislative requirements to determine whether it is operating effectively and whether any changes are required. Material amendments to this Policy are approved by the Responsible Entity's Board or by the Risk and Compliance Committee if the changes are not material.

## 19. FURTHER INFORMATION

All Applicable Persons should carefully read this Policy and familiarise themselves with the procedures detailed above.

Any questions on the Policy should be referred to the Company Secretary.