

## **PROPERTY FOR INDUSTRY LIMITED CONTINUOUS DISCLOSURE POLICY**

### **1. Background**

PFI acknowledges, and is committed to, its obligation to inform market participants of all Material Information (as defined in Schedule 1) that might affect the price of its quoted financial products in accordance with the NZX Listing Rules and the Financial Markets Conduct Act 2013. It will discharge that obligation in a manner consistent with the best practice of New Zealand public issuers.

PFI recognises that the full and timely disclosure of material information by public issuers promotes efficiency, growth, and integrity of the capital markets in New Zealand. Ultimately this also promotes shareholder value.

This continuous disclosure policy (the *Policy*) was first adopted by PFI's Board of Directors (the *Board*) on 30 July 2010, was reviewed and updated in December 2013, April 2015, December 2017, and again in May 2019 and is to be reviewed by the Disclosure Officer, and reconfirmed by the Board, on an as required basis taking into account any changes in the law and NZX Listing Rules, or in the standards of disclosure generally expected of listed issuers in New Zealand or the outcome of any relevant legal proceedings.

### **2. Application**

The Policy applies to PFI, its subsidiaries (the *Group*) and their respective Directors, and all employees and contractors of PFI from time to time.

### **3. Disclosure Officer**

The Board has appointed the Chief Finance and Operating Officer to act as the Group's Disclosure Officer.

The Disclosure Officer is responsible for:

- monitoring the information held by the Group from time to time to determine whether a market update is required;
- making recommendations to the Board on a case by case basis as to the determination of whether particular information is Material Information and must be disclosed;
- making recommendations to the Board in respect of the timing of disclosure of any such information in accordance with the Policy (subject always to the NZX Listing Rules which compel immediate disclosure of Material Information except if the safe harbours to disclosure apply);
- ensuring that all Directors, employees and contractors receive a copy of this policy and appropriate training with respect to it;
- developing mechanisms designed to identify potential Material Information (e.g. agenda item on management meetings); and
- obtaining external legal advice as considered necessary.

In discharging these responsibilities the Disclosure Officer is encouraged to discuss disclosure decisions with the Chief Executive Officer, the Chairman and/or the Board generally.

The Board having considered a recommendation from the Disclosure Officer in respect of particular information is responsible for:

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Last reviewed: May 2019

- determining what information amounts to Material Information and must be disclosed; and
- determining the timing of disclosure of any such information in accordance with the Policy (subject always to NZX Listing Rules which compel immediate disclosure of Material Information except if the safe harbours to disclosure apply).

No person may release Material Information concerning the Group to any person who is not authorised to receive it without the approval of the Board.

#### **4. Identification and Disclosure of Material Information**

Without detracting from the above responsibilities of the Disclosure Officer, at each of its meetings, the Board will:

- receive a report from the Disclosure Officer of all information disclosed pursuant to this policy since the last meeting and (subject to the matters before the meeting) a confirmation that there is no information which should be disclosed; and
- consider whether there is any information either before the Board for that meeting, or otherwise held by any Director, which may require disclosure in accordance with the Policy.

Any Director, employee or contractor of PFI must inform the Disclosure Officer as soon as practicable after that person becomes aware of any potentially Material Information.

For the purposes of ascertaining whether information is Material Information, reference may be had to the non-exhaustive list of matters which may give rise to a disclosure obligation contained in Schedule 1 of this Policy.

If a person is unsure whether information is Material Information, that person must disclose the information to the Disclosure Officer in order for the Disclosure Officer to prepare a recommendation to the Board in respect of the information.

The Disclosure Officer must confer with such other persons (including external legal advisers) as he or she sees fit in order to prepare a recommendation for consideration by the Board on the question of whether disclosure is required and ensure that this recommendation is brought to the Board's attention as soon as possible.

The Board must consider any recommendation made by the Disclosure Officer as to whether particular information is Material Information and must be disclosed (i.e. is not subject to the 'safe harbours' to disclosure set out below) and, if so, the timing of disclosure of any such information (subject always to the NZX Listing Rules which compel immediate disclosure of Material Information except if the safe harbours to disclosure apply).

If the Board determines that the information is Material Information and must be released, the Disclosure Officer must coordinate disclosure of the information in a form specified by the NZX Listing Rules as soon as practicable after the Board's determination, unless the Board has determined that the 'safe harbours' to disclosure apply, being that:

- a reasonable person would not expect the information to be disclosed; and
- the information is confidential and its confidentiality is maintained; and
- one or more of the following applies:
  - the release of information would be a breach of law; or

- the information concerns an incomplete proposal or negotiation; or
- the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or
- the information is generated for internal management purposes of PFI or its subsidiaries; or
- the information is a trade secret.

Where it is determined by the Board that grounds for non-disclosure are made out, the Disclosure Officer shall monitor on an ongoing basis that those grounds continue to exist and in the event that he considers that they have ceased to exist prepare a recommendation to the Board in respect of the disclosure of the information.

A written record of all Board decisions (whether to disclose or not) and the reasons for non-disclosure shall be made, and copies of any legal advice obtained shall be retained with that record. In the case of any disclosure, the Disclosure Officer will retain a record that he or she is satisfied that the disclosure is not false or misleading in any material respect.

Care will be exercised in the use of headings, introductory paragraphs and layout generally to ensure the significance of the release can be quickly understood. Consideration will be given to the possible impacts on third parties, but not in a manner inconsistent with PFI's disclosure obligations.

#### **5. Media Speculation and Rumours**

The Disclosure Officer is responsible for PFI's obligations to release material information to NZX necessary to prevent development or subsistence of a market for its quoted securities which is materially influenced by false or misleading information from PFI or other persons or circumstances which would give such information substantial credibility.

Except as required above, PFI will generally not comment on media speculation and rumours. Should NZX or another regulator require a formal response from PFI or should the Disclosure Officer determine that previously undisclosed confidential information is no longer confidential, a statement may be released.

#### **6. Compliance**

PFI requires all of its Directors and all employees and contractors of PFI to comply with the Policy.

The Disclosure Officer is responsible for ensuring that the Policy is complied with and for investigating any breach of the Policy.

**SCHEDULE 1**  
**INDICATIVE LIST OF MATTERS WHICH MAY GIVE RISE TO A DISCLOSURE OBLIGATION**

“**Material Information**”, in relation to the Group, is information that:

- A. a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of quoted financial products of PFI; and
- B. relates to particular financial products, a particular listed issuer, or particular listed issuers, rather than to financial products generally or listed issuers generally.

For the purposes of ascertaining whether information is Material Information, reference may be had to the non-exhaustive list of incidents set out below.

The following list comprises matters which are likely to require consideration by the Disclosure Officer under the NZX Listing Rules and the Financial Markets Conduct Act 2013. All Directors of PFI and all employees and contractors of PFI should be aware of the contents of this list, and if an employee or contractor becomes aware of the existence or potential existence of a matter on this list then that employee or contractor must notify the Disclosure Officer of that fact as soon as practicable.

The list is not exhaustive and the Disclosure Officer must review the contents of the list periodically in order to mitigate the risk that PFI or one of its agents breaches any law or applicable NZX Listing Rule.

**Note** – Many of these matters automatically require disclosure under the NZX Listing Rules:

1. the financial performance of PFI;
2. the signing of a new tenant or the loss of a tenant;
3. the revaluation of PFI's property portfolio;
4. a possible change in the strategic direction of PFI;
5. a possible acquisition or sale of any assets;
6. changes in PFI's actual or anticipated financial condition or business performance;
7. a possible change in PFI's capital structure, including proposals to raise additional equity or borrowings;
8. a change in the historical pattern of dividends;
9. Board or senior management changes;
10. a possible change in the regulatory environment affecting PFI;
11. a material legal claim by or against PFI;
12. material asset acquisitions or disposals;
13. material changes in asset values;
14. material increases or decreases in rent revenues or expenses (actual or anticipated);
15. changes in financial forecasts or expectations;
16. completed proposals or negotiations of a material nature;
17. a material change in the business of PFI (including the nature of its properties);
18. appointment of a receiver or liquidator;
19. any under or oversubscription to a share issue;
20. notice of intention to make a takeover (whether given or received);
21. material agreements between PFI and its Directors;
22. material senior staff changes of PFI;
23. mergers;
24. material joint ventures;
25. material changes in management control;

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26. material legal proceedings (which may include threatened proceedings or the risk of such proceedings);
27. material industrial relations matters;
28. outcomes of significant shareholder votes; or
29. any material unexpected liability, which has not been released to the market.

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