



CONTINUOUS DISCLOSURE POLICY

9 December 2024 | Version 4

Any member of the Tyro Team who becomes aware of information about Tyro that could influence a reasonable person to buy or sell Tyro securities, should notify the Tyro Disclosure Committee in accordance with this Policy, without delay

Policy Owner: Company Secretary

Policy Approver: Board of Directors

Tyro payments Limited (Tyro) is committed to providing shareholders and the market with full and timely information about its activities, in compliance with its continuous disclosure obligations in order to assist investors to make informed decisions and help ensure market integrity and efficiency.

This Policy applies to the activities of all lines of business and subsidiaries of Tyro and is applicable to all employees, contractors, consultants and other staff (Tyro Staff) and Directors (together, the Tyro Team).

1. Purpose

The purpose of Tyro's Continuous Disclosure Policy (Policy) is to:

- ensure that Tyro complies with its continuous disclosure obligations under the Corporations Act 2001 (Cth) (Corporations Act) and the Australian Securities Exchange (ASX) Listing Rules and as much as possible seek to achieve best practice;
- provide shareholders and the market with timely, balanced, direct and equal access to information; and
- promote investor confidence in the integrity of Tyro and its securities.

2. Continuous Disclosure Obligations

ASX Listing Rule (LR) 3.1 requires that, subject to certain exceptions, Tyro must immediately (ie promptly and without delay) disclose to the market any information concerning Tyro that a reasonable person would expect to have a material effect on the price or value of the Tyro's securities.

A reasonable person is taken to expect information to have a material effect on the price or value of Tyro securities if it would or be likely to influence persons who commonly invest in securities in deciding whether to acquire or sell their securities (material price sensitive information).

The determination of whether certain information is material price sensitive information which is subject to continuous disclosure necessarily involves the use of judgment. There will inevitably be situations where the issue is less than clear. If a member of the Tyro Team becomes aware of information which potentially falls within the category of material price sensitive information, they should treat it as if it is material price sensitive information and immediately refer the matter to the Tyro Disclosure Committee (for Tyro Staff this should be via their People Leader and the Head of Investor Relations and for Directors this should be via the CEO & Managing Director and the Head of Investor Relations)..

Disclosure of information is not required to the market under LR3.1 if each of the following three conditions is and remains satisfied:

- a reasonable person would not expect the information to be disclosed; and
- the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- one or more of the following 5 situations applies:
 - it would be a breach of a law to disclose the information; 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 Tyro; or
 - the information is a trade secret.

As soon as one of these three conditions is no longer satisfied, Tyro must disclose the information to the ASX.

Tyro must not release information that is for release to the market to any person until it has given the information to the ASX and has received an acknowledgement that ASX has released the information to the market.

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

Tyro takes continuous disclosure very seriously. Non-compliance with continuous disclosure obligations may constitute a breach of the Corporations Act or the Listing Rules. This may result in fines for Tyro, personal liabilities for directors and employees, and damage to Tyro's reputation. Breaches of this Policy may result in disciplinary action including dismissal.

3. Disclosure Committee

The CEO & Managing Director is authorised by the Board to establish a Disclosure Committee consisting of:

- CEO & Managing Director;
- CFO;
- Head of Investor Relations;
- General Counsel; and
- Company Secretary.

The role of the Committee is described below.

The CEO & Managing Director will chair the Disclosure Committee and keep the Chair of the Board updated of all decisions made by the Committee. A quorum of two members of the Committee is required for the Committee to make a disclosure decision.

The Disclosure Committee may meet in person, by way of urgent telephone meeting or in any other way or provide approval by way of circular resolution where appropriate. The Committee has delegated authority from the Board to review and approve market announcements and associated regulator disclosure, in accordance with this Policy.

The Disclosure Committee may adopt a charter in relation to the Committee's day to day operations. Any such charter and any amendments to it must be approved by the CEO & Managing Director.

4. Disclosure Process

The following procedures will apply in relation to all ASX announcements, (except for non-material, routine or administrative disclosures). These steps should be taken promptly and without delay.

- **Identification and notification of material price sensitive information** - as soon as any member of the Tyro Team becomes aware of information that is or may potentially be material price sensitive information about Tyro which has not been previously released to the market, he or she should immediately notify the Disclosure Committee (for Tyro Staff this should be via their People Leader and the Head of Investor Relations and for Directors this should be via the CEO & Managing Director and the Head of Investor Relations).
- **Review of information** - after receiving any potentially material price sensitive information, the Disclosure Committee will determine whether the information is required to be disclosed to the market. A file note of the rationale for the determination, approved by members of the Disclosure Committee present at the relevant meeting will be kept.
- **Prepare announcement** - if the information is required to be disclosed to the market, the Head of Investor Relations or an appropriate delegate, will prepare a draft announcement for endorsement by the Disclosure Committee. Such announcements should be accurate, complete, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions. The use of emotive or intemperate language should be avoided.
- **Obtain sign off** - the draft announcement must be approved by the Board or its delegate before it is released to the ASX;
- **Lodge announcement** - the Head of Investor Relations, General Counsel or Company Secretary or their delegate, will lodge the announcement with ASX electronically and will ensure that the Board receives copies of the announcement promptly after it has been released to the market; and
- **Post announcement on the Tyro's website** - within 24 hours after receiving an acknowledgement from ASX that the announcement has been released to the market, post the announcement onto Tyro's website.

Non - material, routine or administrative disclosures (eg disclosures regarding quotation of shares following the exercise of options, notification of director's interests etc) can be authorised by the CEO & Managing Director or his delegate, with subsequent notice to Board members and do not require review by the Disclosure Committee or approval of the Board.

5. Delegations & Approval Processes

Board delegations and approval processes for these purposes operate as follows:

- **Material releases that result from Board decisions** (eg approval of financial results or announcements of strategic transactions) require Board approval by meeting or circular resolution (or approval from an appropriate delegate of the Board).
- **Other material releases** (eg third party actions that impact Tyro) require Board approval by meeting or circular resolution. Where a quorum is not available in a timeframe which is consistent with Tyro's continuous disclosure obligations, such material releases may be approved by the Disclosure Committee or other appropriate delegate of the Board.
- **Trading halt** – In certain circumstances, Tyro may need to request a trading halt from ASX to maintain the efficient trading of its securities. A trading halt may be approved by the Disclosure Committee.

6. Roles + Responsibilities

The responsibilities under this Policy are divided as follows and as otherwise described in this policy:

- **Board of Directors** - responsible for:
 - the review and approval of material ASX announcements and any subsequent material amendments to this Policy; and
 - referring potentially material price sensitive matters to the Disclosure Committee for assessment.
- **CEO & Managing Director** – responsible for:
 - establishing and chairing the Disclosure Committee;
 - referring relevant matters to the Disclosure Committee via the Head of Investor Relations; and approving non-material, routine or administrative disclosures to the ASX.
- **Disclosure Committee** - responsible for:
 - determining whether information referred to it should be disclosed to the market;
 - preparing announcements for release to the market;
 - advising the Board on and seeking approval for the release of information to the market;
 - approving the release of information to the market and seeking trading halts in accordance with and as authorised by this Policy;
 - overseeing and coordinating disclosure of information in accordance with this Policy; and
 - monitoring the effectiveness of the Policy, including the understanding by the Tyro Team of the principles and spirit of continuous disclosure.
- **Company Secretary** – responsible for:
 - making sure Tyro complies with continuous disclosure requirements
 - overseeing and coordinating the disclosure of information to the ASX, analysts, brokers, shareholders, the media and the public;
 - educating directors and staff on Tyro's continuous disclosure policies and procedures and raising awareness of the principles underlying continuous disclosure;
 - their role as a member of the Disclosure Committee;
 - all communications with ASX;
 - keeping a record of all ASX announcements that Tyro has made;
 - keeping a record of the decisions of the Disclosure Committee; and
 - regularly reviewing this Policy for legislative changes or development of best practice.
- **Head of Investor Relations** - responsible for:
 - their role as a member of the Disclosure Committee;
 - referring relevant matters to the Disclosure Committee;
 - supporting authorised spokespersons;
 - establishing and implementing the investor relations program;
 - reporting on continuous disclosure and investor relations issues regularly to the Board; and
 - implementing reporting processes and determining guidelines (financial or qualitative) for each individual business operation for determining what is material price sensitive information for that business operation, for example, in the form of quantitative ranges.

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- **XLT (ie all persons designated as XLT by the CEO& Managing Director at the relevant time) and People Leaders** – responsible for escalating and supporting their team members to escalate potentially material price sensitive information to the Disclosure Committee. CFO and General Counsel are also responsible for their roles as members of the Disclosure Committee.
- **All Tyro Team members** - referring potentially material price sensitive matters to the Disclosure Committee for assessment via their People Leader and the Head of Investor Relations.

7. Media

Authorised spokespersons

Authorised spokespersons are the only members of the Tyro Team who may speak to the media or other external parties in relation to matters subject to this Policy. The authorised spokespersons are the CEO & Managing Director, Head of Investor Relations and Chair (and their delegates).

Authorised spokespersons should be briefed by the Head of Investor Relations about prior disclosures by Tyro 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 Tyro has released to ASX but must not comment on material price sensitive information that has not previously been released to ASX;
- should limit any comments to his or her area of expertise as much as possible; and
- should report to the Head of Investor Relations after the external communication is made, to determine if any confidential information has been disclosed and whether as a consequence any disclosure to ASX is necessary. Where the Head of Investor Relations has acted as an authorised spokesperson, they will report those communications to the CFO.

Media + Market Speculation

Tyro has a general "no comment" policy in relation to market speculation and rumours, which must be observed by all members of the Tyro Team at all times. However, Tyro may issue an announcement or a trading halt in response to a 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.

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

Members of the Tyro Team who are approached by the media or any external parties for information should observe the "no comments" policy and notify the Head of Investor Relations as soon as possible. Tyro Team members can be 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, Tyro Team members 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 disclosed, or if in doubt as to whether or not certain information has already been disclosed, Tyro Team members should decline to answer the question and take the question on notice so that the formal process of releasing information can operate.

Social Media

Tyro Team members must not participate in social media discussions on the internet where the subject matter relates to Tyro unless authorised in writing to do so by the CEO & Managing Director, Chair or Head of Investor Relations. Any such authorised participation must clearly identify the participant by name and as a Company spokesperson. This requirement does not prohibit, "liking", "reposting" and engaging with Tyro social media posts in an immaterial manner.

8. Investor Relations Program

Briefings

Tyro has an investor relations program that facilitates effective two-way communication with investors and other financial market participants. As part of this program and to enhance analysts' understanding of its background and technical information, Tyro 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 Tyro and an analyst/investor);
- company briefings;
- conference calls; and
- participating or presenting at broker sponsored investor conferences (collectively referred to as briefings).

Protocols

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

- a copy of new and substantive investor or analyst presentation materials will be released on ASX market announcements platform ahead of the presentation;
- any written material to be used at a briefing must be provided in advance to the CEO & Managing Director or Head of Investor Relations to determine whether it contains any information that has not previously been disclosed;
- if possible, two Tyro Team members should be present at the briefing;
- if only one Tyro Team member attends the briefing, the briefing should, where possible, be recorded. Where recording is not possible, the relevant Tyro Team member must make an immediate note of the content of the briefing, which is to be provided to the Head of Investor Relations within one day after the briefing. Where the Head of Investor Relations has conducted the briefing on their own, they will report those communications to the CFO within one day after the briefing;
- 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 question must be declined and/or taken on notice;
- any Tyro Team members participating at a briefing should conduct a post-briefing review on the same day to identify whether any confidential information was disclosed. If it is determined that material price sensitive information that was not previously disclosed, was disclosed during the briefing, he or she must immediately notify the Disclosure Committee; and
- following the briefing and where appropriate, Tyro will post all material used or made available for the briefing on its website.

Responding to analyst reports and forecasts

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

However, Tyro is independent, and will do all things necessary to be seen as independent, to analysts. Tyro will not endorse any such reports, and will restrict its comments to factual matters and information which has been previously disclosed to ASX and the market generally.

In particular, Tyro:

- will not generally comment on analyst forecasts, however, it may comment on analyst reports by correcting factual errors or assumptions where relevant information has previously 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;
- will include a disclaimer that it is not responsible for, and does not endorse, the analyst report, in any response made to an analyst; and

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- may consider issuing a profit/warning statement if it becomes apparent that in general the market's earnings projections materially differ from its own estimates.

If a draft report has been sent to Tyro for comments, it should be forwarded immediately to the CEO & Managing Director.

Pre-results Periods

To prevent inadvertent disclosure of material price sensitive information, during the periods between the end of its financial reporting periods and the actual results release, Tyro 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.

Company Meetings

Tyro encourages attendance by all shareholders at, and participation in its general meetings.

A notice of a shareholder meeting will be sent to shareholders prior to meetings, including details of the time and place of the meeting, the business to be considered and proxy voting procedures.

To allow for the participation of shareholders who are unable to attend general meetings, Tyro will facilitate and encourage shareholders to forward their questions and comments to the Head of Investor Relations prior to each general meeting.

Tyro will regularly review its policies and procedures to facilitate and encourage participation in shareholder meetings where practicable, including in relation to providing shareholders with dial-in details, providing a link to a live audiocast, and by making available on its website a recording or transcript of the meeting as soon as reasonably possible. Tyro will provide direct voting facilities to allow shareholders to vote ahead of the meeting without having to attend or appoint a proxy.

In the case of private meetings between Tyro and analysts or investors, Tyro does not expect to provide shareholders with the opportunity to participate. Tyro will not in these meetings disclose any material price sensitive information that has not already been disclosed to the market.

Electronic communication + Website

Tyro recognises that it is often efficient to communicate electronically and accordingly shareholders will be given the option to receive communications from, and send communications to, Tyro and its share registry electronically.

Tyro's website is its primary means to provide all information to all stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner. It contains a range of information of relevance to stakeholders including:

- relevant corporate governance policies and codes;
- Tyro's statement of values;
- media and ASX announcements; and
- presentations to shareholders and institutional investors.

Stakeholders are encouraged to view the website on a regular basis so that they can keep up to date with Tyro information.

Handling of confidential market-sensitive information

In relation to the handling of confidential market-sensitive information, Tyro may:

- implement internal systems to protect confidential, market-sensitive information, including to ensure that Tyro Team members are aware of their confidentiality obligations;
- maintain an insider list when conducting a confidential, market-sensitive transaction; and
- request advisers and other service providers to enter into confidentiality agreements before passing on confidential, market-sensitive information and, if in doubt, seek confirmation from those advisers and other service providers that they have in place policies and practices relating to the handling and control of confidential, market-sensitive information that satisfy the terms of the confidentiality agreement.

Review

This Policy will be reviewed at least every two years to ensure that it is operating effectively and appropriately reflects how continuous disclosure is managed at Tyro.

This Policy is a Board policy, approved by the Board of Directors of Tyro. Any material amendments to the Policy will be submitted to the Board of Directors for approval.

This Policy can be amended by the policy owner, where amendments are immaterial in nature, without the express need for Board approval. Immaterial changes are defined as the correction of formatting, grammatical errors, and title changes. Any change can however be made to policy attachments by the policy owner and approved by the CEO & Managing Director, without requiring Board approval, provided the Board is advised of such amendments at the next meeting.

Related Policies

- Securities Trading Policy

Communication of this policy

A copy of this Policy, will be made available:

- on Tyro's website (tyro.com)
- to all Tyro Team Members

Attachment A – Disclosure Guide

The following provides a guide as to the type of information that is likely to require disclosure. This is not an exhaustive list. The determination of whether certain information is material price sensitive information which is subject to continuous disclosure necessarily involves the use of judgment. There will inevitably be situations where the issue is less than clear. If you come across information which potentially falls within the category of material price sensitive information, you should treat it as if it is material price sensitive information and refer the matter to the Head of Investor Relations to resolve.

Matters which generally require disclosure include:

- a material change in the Company's financial forecasts or expectations;
- a recommendation or declaration of a dividend or distribution, or a decision one will not be declared;
- a substantive investor or analyst presentation;
- changes in the Board of Directors (Board), key management personnel or auditors. In the case of the appointment of a new CEO disclosure of the key terms and conditions of the relevant contract entered into (eg components of pay package) will be necessary;
- a change in the Company's accounting policy;
- an agreement between the Company (or a related party or subsidiary) and a director (or a related party of the director);
- events regarding the Company's shares, securities, financing or any default on any securities (eg under or over subscriptions to an issue of securities, share repurchase program);
- material information about the beneficial ownership of shares obtained by Tyro;
- giving or receiving a notice of intention to make a takeover offer;
- a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets;
- significant mergers, acquisitions/divestments, joint ventures or changes in assets;
- significant developments in regard to new projects or ventures;
- major new contracts, orders, or changes in suppliers or customers;
- significant changes in products, product lines, supplies or inventory;
- industry issues that may have a material impact on Tyro;
- significant changes in technology or the application of technology which could affect business;
- significant legal proceedings against or allegation of any breach of the law, whether civil or criminal, by Tyro;
- decisions on significant issues affecting Tyro by regulatory bodies, including the Australian Competition and Consumer Commission and Takeovers Panel, or other bodies relevant to Tyro;
- natural disasters or accidents that have particular relevance to the businesses of Tyro or its suppliers;
- the appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by Tyro or any of its subsidiaries; or
- a copy of a document lodged with an overseas stock exchange or regulator containing market sensitive information not previously disclosed to the ASX.

Non-exhaustive examples of the type of information that, depending on the circumstances, could require disclosure by Tyro are also set out in the notes to ASX Listing Rule 3.1.

Attachment B – Trading Halt Letter Template

[Insert ASX addressee]
ASX Listings Compliance Advisor
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

By email: [Insert ASX addressee]@asx.com.au, tradinghaltssydney@asx.com.au

Dear [ASX addressee]

Tyro Payments Limited (ASX:TYR) – Trading Halt Request

Tyro Payments Limited (ASX:TYR) (ABN 49 103 575 042) (Tyro) requests that its securities be placed in a trading halt from the commencement of trading today pursuant to ASX Listing Rule 17.1.

The trading halt is requested pending an announcement by Tyro regarding [EVENT].

Tyro requests the trading halt to remain in place until the earlier of Tyro making an announcement regarding [EVENT] or commencement of trading on [DATE].

Tyro confirms that is not aware of any reason why the trading halt should not be granted or any other information necessary to inform the market about the trading halt.

Please contact me if you require any additional information.

Yours sincerely

Jairan Amigh

Company Secretary

Attachment C – Policy Governance

Version Control

Version No.	Date Approved	Reason for change
1.0	6 December 2019	Creation of Policy
2.0	24 June 2022	Biennial review
3.0	20 October 2022	To enable the application for a trading halt without Board approval.
4.0	9 December 2024	Biennial review