

1. Purpose

Altium Limited (Altium) is committed to the objective of promoting investor confidence. Altium has established written policies and procedures on information disclosure to support this objective and to ensure it complies with continuous disclosure obligations.

The continuous disclosure provisions of the *Corporations Act 2001*(Cth) ("**Corporations Act**") and the ASX Listing Rules ("**Listing Rules**") mean that criminal and civil liabilities could be imposed on Altium and its officers if Altium does not release certain information to the market in accordance with Listing Rule 3.1.

The purpose of this policy is to outline:

- a) the roles and responsibilities for ensuring compliance with Altium's continuous disclosure obligations;
- b) Listing Rule requirements and Altium's obligations;
- c) types of information that needs to be publicly disclosed;
- d) procedures for internal notification and external disclosure;
- e) procedures for promoting understanding of compliance with disclosure requirements; and
- f) procedures for monitoring compliance.¹

This policy applies to Altium Board members as well as Altium's officers, employees and consultants, whether full or part time or casual, and all persons working for the Altium Group under a contract or a consultancy agreement, wherever located (collectively referred to as 'employees' in this policy).

2. Disclosure Committee

The Board is responsible for compliance with Altium's continuous disclosure obligations and has established a Disclosure Committee to support this primary responsibility and provide assurance to the Board. At the date of adoption of this policy, the members are:

- the Company Secretary;
- the Chief Executive Officer ("**CEO**");
- the Chief Financial Officer ("**CFO**"); and
- the VP Investor Relations & Chief of Staff

The members of the Disclosure Committee may vary from time to time, but will consist of at least two members of senior management and the Company Secretary.

Employees of Altium must notify a member of the Disclosure Committee when they become

¹ This policy seeks to incorporate:

- Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the ASX Corporate Governance Council's: Corporate Governance Principles and Recommendations;
- the principles in ASX's Guidance Note 8 Continuous Disclosure: Listing Rules 3.1- 3.1B ("**Guidance Note 8**") and to the 10 principles set out in ASIC's Regulatory Guide 62 Better disclosure for investors; and
- disclosure obligations in the Listing Rules.

aware of previously undisclosed information which may require market disclosure under Listing Rule 3.1. The Disclosure Committee may seek advice on the matter and must decide whether or not an announcement or other action is required and initiate the Chair and Board's consideration of an announcement or other action as required.

The Altium Board will consider whether there are any matters requiring disclosure in respect of items of business that it considers. The below table sets out further details of the roles and responsibilities for managing Altium's compliance with its disclosure obligations and this document (subject to any directions given by the Altium Board, either generally or in a particular instance):

ROLES	RESPONSIBILITIES
Disclosure Committee	<ul style="list-style-type: none">• Ensure that the Company complies with its disclosure obligations including having relevant procedures in place.• Assess the possible materiality of information which is potentially price sensitive.• Make recommendations on information to be disclosed to the market.• Ensure that announcements are made in a timely manner, are not misleading, do not omit material information and are presented in a clear, balanced and objective way.• Refer any announcement which the Disclosure Committee believes should be released to the ASX to the Chair and Board for consideration.• Authorise the release of any announcement that the Disclosure Committee believes should be released to the ASX in the event the Chair and Board are unavailable to consider it in the timeframe required to make an announcement in accordance with the Listing Rules.• Review the Company's periodic disclosure documents and media announcements before release to the market.• Monitor disclosure processes and reporting.
Company Secretary	<ul style="list-style-type: none">• Communicate with the ASX in relation to Listing Rule disclosures.• Lodge announcements with the ASX Company Announcements Office.• Maintain a register of announcements made to ASX.• Consult with the CEO/Board regarding matters for

	<p>announcement to the market.</p> <ul style="list-style-type: none"> • Distribute relevant announcements to the Board and any members of senior management as required following release to the ASX. • Review board papers and other information referred to the Company Secretary for the purposes of assessing disclosure obligations.
Chair and Board	<ul style="list-style-type: none"> • Promptly advise the Company Secretary if there are any matters required to be announced to the market. • Consider disclosure decisions referred to the Board by the Disclosure Committee • Approve and authorise market announcements of significance. • The Chair and CEO are respectively responsible for educating directors and staff on Altium's disclosure policies and procedures and raising awareness of the principles underlying continuous disclosure. • The Chair and Board are ultimately responsible for the disclosure of information under this Policy.
VP Investor Relations & Chief of Staff	<ul style="list-style-type: none"> • Continuous monitoring of the media and share price. • Notify and consult with the Company Secretary on potential Listing Rule 3.1 matters. • Receive approval from the Disclosure Committee, Chair and Board, as applicable, for release of all documents to the market.
Other officers and employees	<p>All staff will receive education periodically in relation to this policy and understand its requirements. New starters should read this policy and the guidelines to gain an appreciation of what type of information may be price sensitive and when to immediately refer any matter to the Disclosure Committee.</p>

(a) Continuous Disclosure obligations

Altium must comply with the continuous disclosure obligations in the Listing Rules. These obligations have the force of law under the Australian Corporations Act.

(b) Immediate notification of information which may have a material effect on price or value

Listing Rule 3.1 requires Altium, subject to certain exceptions, to "immediately" (meaning "promptly and without delay") disclose any information concerning Altium, of which Altium

is or becomes aware, which a reasonable person would expect to have a material effect on the price or value of Altium shares and/or other Altium securities. Section 674 of the Corporations Act reinforces Listing Rule 3.1 by creating criminal and civil penalties for non-compliance.

Exceptions to the continuous disclosure rule

Not all market sensitive information must be disclosed by Altium. The Listing Rules provide that disclosure is not required where each of the following three conditions is and remains satisfied:

- (i) A reasonable person would not expect the information to be disclosed;
- (ii) The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (iii) One or more of the following 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 internal management purposes of the entity.
 - The information is a trade secret.

If one or more of these elements ceases to be satisfied, the exception no longer applies and Altium must immediately disclose that information to ASX.

If the ASX considers that there is or, is likely to be, a false market in Altium's securities and asks Altium to give it information to correct or prevent a false market, then Altium must give ASX the information needed to correct or prevent the false market – regardless of whether or not the exception above is otherwise satisfied.

(c) Materiality

Altium must disclose information if a reasonable person would expect that information to have a material effect on the price or value of the securities of Altium. A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell, those securities.

Neither the Listing Rules nor the Corporations Act define when information will be taken to have a "material" effect. In practice, a monetary test is commonly adopted using thresholds from the accounting standards relevant to preparation of financial statements. However, other concepts of materiality are also adopted in addition to a monetary threshold. For example:

- whether a matter will significantly damage Altium's image or reputation;
- whether a matter will significantly affect Altium's ability to carry on business in the ordinary course; or
- whether the matter involves a breach of any law or regulation.

(d) Types of information that may need disclosure

ASX lists the following examples of the types of information which are required to be disclosed in Listing Rule 3.1 and Guidance Note 8 – Continuous Disclosure: Listing Rule 3.1, which Altium will reference when making disclosure decisions:

- A change in Altium's financial forecast or expectation.
- The appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or securities held by it or any of its child entities.
- A transaction for which the consideration payable or receivable is a significant proportion of the written down value of the entity's consolidated assets. Normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case.
- A recommendation or declaration of a dividend or distribution.
- A recommendation or decision that a dividend or distribution will not be declared.
- Giving or receiving a notice of intention to make a takeover.
- An agreement between Altium (or a related party or subsidiary) and a director (or a related party of the director).
- A change in accounting policy adopted by Altium which would have a material effect on Altium's financial results presentation.
- A proposal to change Altium's auditor.

There are other types of information that could give rise to a disclosure obligation. If any material information disclosed to the market becomes incorrect, Altium must release an announcement correcting or updating the information.

If there is any doubt about the importance of information and whether it should be disclosed, the Disclosure Committee should be notified immediately so that advice may be given and a formal decision may be made as to whether or not to release the information.

3. Disclosure matters generally

(a) How does Altium become aware of information?

Altium will be deemed to have become aware of information where a director or an executive who is a member of the key management personnel of Altium ("**Executive Officer**") has, or ought reasonably to have, come into possession of the information in the course of performance of his/her duties as a director or Executive Officer of Altium. A director or Executive Officer who comes into possession of potentially relevant information should immediately bring this information to the attention of the Disclosure Committee.

(b) Inform ASX first

Altium will not release any information publicly that is required to be disclosed through the ASX until Altium has received formal confirmation of its release to the market by the ASX, unless otherwise permitted by the Listing Rules.

Information must not be given to the media before it is given to ASX, even on an embargoed

basis.

(c) Speculation and rumours

Generally, Altium will not respond to market speculation or rumours unless a response is required by law, the Listing Rules or the ASX, including for the purposes of correcting or preventing a false market. Listed entities must disclose information needed to prevent a false market. Accordingly, it may be necessary for Altium to correct a rumour or to respond to speculation, including media speculation.

Care must be taken not to make comments to the media or others which could result in rumours or speculation about Altium.

(d) False market

If the ASX considers that there is, or is likely to be, a false market in Altium securities and asks Altium to give it information to correct or prevent a false market, Altium must give the ASX the information needed to correct or prevent the false market.

(e) Inadvertent disclosure and correcting mistaken non-disclosure

If price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, the Company Secretary must be contacted immediately and appropriate action taken including, if required, announcing the information through the ASX and posting it on the Company's website. It is far better to correct mistaken non-disclosure and lodge an announcement late than to continue to ignore the omission and fail to comply with Listing Rule 3.1.

(f) Trading halts and voluntary suspension

If necessary, the Disclosure Committee may consider and request a trading halt from the ASX to prevent trading in Altium securities on an uninformed basis, and to manage disclosure issues.

(g) Breaches

Failure to comply with the disclosure obligations in this document may lead to a breach of the Corporations Act or Listing Rules and to personal penalties for directors and officers. Breaches of this document may lead to disciplinary action being taken.

4. Disclosure Procedures

The Altium Board is ultimately responsible for ensuring that Altium complies with its continuous disclosure obligations under the Listing Rules and Corporations Act.

If any information comes to light about Altium which may require disclosure under the Listing Rules or Corporations Act, all Executive Officers and directors are obliged to immediately bring that information to the attention of the Disclosure Committee. In the case of directors, an initial verbal notification should be given directly to the CEO and/or the Company Secretary.

The Disclosure Committee will:

- a) recommend whether disclosure to the ASX is required;
- b) review the form, substance and timing of any announcement to the market;

- c) take any necessary steps to protect the confidentiality of the information; and
- d) refer any announcement which the Disclosure Committee considers necessary to the Chair and Board for consideration and in the event of the unavailability of the Chair and Board authorize the release of an announcement to ensure Altium's compliance with its continuous disclosure obligations.

Until a decision as to whether or not to disclose information has been made, directors, employees and any others in possession of the information must treat the information as strictly confidential.

If a decision is made by the Disclosure Committee or the Chair or Board not to disclose information, the reasons for that decision must be documented at the time the decision is made and retained by the Company Secretary.

5. Confidential information

In determining whether any information that comes to light about Altium requires disclosure under the Listing Rules or Corporations Act, it will be necessary to determine whether the conditions permitting non-disclosure set out in section 3 apply. In particular, a determination may need to be made as to whether the information is confidential. For that purpose, the Board and Executive Officers should seek guidance from the Company Secretary. If a determination is made that the information is confidential, the Company Secretary will notify anyone in possession of the information that it is confidential.

The VP Investor Relations & Chief of Staff will ensure the Altium share price is monitored on a continuous basis. If there are any unexpected movements in the share price, the VP Investor Relations & Chief of Staff must determine whether the cause of that movement relates to the unauthorised release of any confidential information. If the share price movement relates to the unauthorised disclosure of confidential information, the VP Investor Relations & Chief of Staff must refer the matter to the Disclosure Committee to ensure Altium is in compliance with its disclosure obligations, in particular, preventing false markets.

6. Relationship with investors

(a) Investor relations program

Altium implements a range of investor relations strategies to facilitate effective two-way communication with investors. Altium also recognises the importance of general stakeholder engagement and maintains a calendar for stakeholder engagement.

(b) Periodic reporting

Altium produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information to investors about Altium's financial results and operational activities during the reporting period.

(c) Altium website

The Altium website provides investors with information about Altium and its governance. Investor information will be posted in a separate part of the website from other material about Altium. The website will include information relating to the following (as recommended in the ASX Corporate Governance Council's: Corporate Governance Principles and

Recommendations):

- (a) corporate governance;
- (b) communications;
- (c) corporate information; and
- (d) Altium and registry contact details.

(d) Use of electronic communication and other technology

Shareholders may elect to receive information electronically as it is posted on the Altium website. The website provides information about how to make this election. Shareholders may also communicate electronically with Altium and its registry as provided for on the website.

Altium will communicate by post with shareholders who have not elected to receive information electronically.

Altium may consider the use of other technologies as they become widely available.

(e) General meetings

General meetings are used to communicate with shareholders and encourage informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting. All resolutions voted at Altium's AGM and any other general meeting of Altium are decided by a poll. Altium conducts its general meetings in accordance with the Company's constitution, the Corporations Act and the Listing Rules. The Board will consider the use of technology and other means to facilitate shareholder participation as appropriate.

(f) Notices of meetings

Altium seeks to ensure that the form, content and delivery of notices of general meetings will comply with Altium's constitution, the Corporations Act and Listing Rules. Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting. Altium will place notices of general meetings and accompanying explanatory material on its website.

(g) Auditor to attend AGM

The external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

(h) Shareholder privacy

Altium recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.

7. Media and other external communications

Generally, media relations and communications are the responsibility of the VP Investor Relations & Chief of Staff and the Company Secretary. These officers will monitor the media to detect issues which may require Altium to make an announcement or take other action under the disclosure rules. Relevant information for release to the market must be provided to ASX under Listing Rule 3.1 and released to the market before it is provided to the media (even on an embargoed basis).

Following confirmation of release to the market by the ASX, Altium will post relevant announcements made to the market and related information on its website. Information may also be provided from time to time to the media on behalf of Altium but not before disclosure to the ASX, even on an embargoed basis.

. Media contacts for Altium include the CEO, VP Investor Relations & Chief of Staff, the CFO and Chair. Other officers and employees may only confer with the media in relation to a particular matter concerning Altium if they have obtained the prior express approval of the Chair, CEO and VP Investor Relations & Chief of Staff.

Any inquiry that refers to market share, financials or any matter which the recipient considers may be price sensitive must be referred to the Company Secretary.

Care must be taken not to make comments to the media or others which could result in rumours or speculation about Altium. It is also important to ensure that any speeches or external addresses given do not result in rumours or speculation about Altium or unauthorised disclosure.

Where appropriate the VP Investor Relations & Chief of Staff (in consultation with the Company Secretary) may prepare a public relations/media strategy, which must be approved by the CEO. The formulation of that strategy must not delay release of any announcement.

8. Analysts and institutional investors

All new and substantive investor or analyst materials used in external presentations are released to the stock exchange ahead of the presentation. Copies will also be placed on the Company's website.

(a) Briefings

Altium may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning the company. Only the CEO, VP Investor Relations & Chief of Staff, CFO, Chair and Directors or approved representatives of Altium are authorised to speak with analysts and institutional investors.

Before each reporting period, the CEO, VP Investor Relations & Chief of Staff and CFO will formulate guidelines for briefings for that period. Altium's policy at these briefings is that:

- (a) Altium will not comment on price sensitive issues not already disclosed to the market; and
- (b) any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.

If a question is taken on notice and the answer would involve the release of price sensitive information, the information must be released through ASX before responding.

Meetings and briefings with investors or analysts may be webcast or teleconferenced after which a recording or transcript will be added to the Altium website.

After briefings, the CEO, VP Investor Relations & Chief of Staff and CFO will consider the matters discussed at the briefings to ascertain whether any price sensitive information was inadvertently disclosed. If so, the information must be communicated to the market.

(b) Analyst reports

If requested, Altium may review analyst reports. Altium's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has already been disclosed to the market.

No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. Altium will communicate this policy whenever asked to review an analyst report.

9. Board consideration of disclosure

The Board will consider whether there are any matters requiring disclosure in respect of each and every item of business that it considers. The Altium Board will also note all matters which were disclosed since the last Board meeting.

10. Share dealings by employees and directors

Any director or employee of Altium proposing to trade in Altium shares must comply with the Share Trading Policy and Corporations Act regarding insider trading (as amended from time to time). A copy of the Share Trading Policy is available on the Altium website.

11. Compliance

Compliance with this policy is important. Failure to comply could lead to civil or criminal liabilities for Altium, the Altium Board and employees and could have a damaging impact on the perception of Altium within the investment community. Any director or employee of Altium who willfully or negligently causes Altium to breach its continuous disclosure obligations will be considered to have engaged in serious misconduct which may result in the termination of their engagement by Altium.

12. Reporting and Review

The Board and Audit & Risk management Committee will be informed of any material breaches of this policy.

The Audit & Risk Management Committee will review this policy annually and make recommendations for any amendments to the Board. This policy is available on the Altium website www.altium.com.

APPROVED BY THE ALTUM BOARD JULY 2023