

MJ GLEESON PLC
Company No: 9268016

***Disclosure Committee Terms of Reference
and
Disclosure Policy***
authorised by resolution of the Board of Directors passed on 22 September 2016

References to ‘the Company’ shall mean MJ Gleeson PLC

References to ‘the Committee’ shall mean the Disclosure Committee.

References to ‘the Board’ shall mean the full Board of Directors.

1. Introduction

- 1.1 The Listing Rules of the London Stock Exchange (***Listing Rules***) require that companies must take reasonable steps to establish and maintain adequate procedures, systems and controls to comply with its obligations; and that it must communicate information to holders and potential holders of its shares in such a way as to avoid the creation of a false market in its shares.
- 1.2 The Market Abuse Regulation (***MAR***), effective from 3 July 2016, details the way in which inside information should be controlled and disclosed. The Disclosure Committee and Disclosure Policy have therefore been established to ensure that the Company complies with these obligations.

2. Disclosure Committee membership and Quorum

- 2.1 The Committee shall comprise of the CEO (or, in his absence, the Chairman or a non-executive Director), and the CFO (or, in his absence, the Chairman or a non-executive Director). Other Directors, executives and/or external advisors may attend by invitation as appropriate.
- 2.2 The quorum for meetings of the Committee will be two members. Other individuals and/or external advisors may be invited to attend for all or part of any meeting as and when appropriate and necessary

3. Frequency of Meetings

- 3.1 The Committee shall meet at such times as are necessary (including by telephone) in order to comply with its terms of reference and enable the Company’s Board to discharge its duty to make timely and accurate disclosure of all information that is required to be so disclosed to meet the Company’s legal and regulatory obligations and requirements arising from its listing on the Main Market of the London Stock Exchange.

4. *Notice of Meetings*

- 4.1 Meetings of the Committee shall be convened by the CFO or CEO or at the request of any members of the Board if they consider it necessary.
- 4.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend as soon as practically possible before the meeting. Supporting papers will be sent to Committee members and to other attendees as appropriate, at the same time.

5. *Minutes of Meetings*

- 5.1 The CFO shall ensure that the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance and the existence of any conflicts of interest, are accurately minuted.
- 5.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board, unless it would be inappropriate to do so, i.e. where a conflict of interests exists. Minutes should then be signed by the Chairman of the meeting.

6. *Role*

- 6.1 In accordance with the Listing Rules and MAR, the Company is required to disclose in the prescribed manner, as soon as possible, any inside information directly concerning the Company, unless an exemption from disclosure is available. For this purpose, 'inside information' is information which:
- Is precise;
 - Has not been made public;
 - Relates, directly or indirectly, to the Company; and
 - If made public would be likely to have a significant effect on the price of the Company's shares.
- 6.2 The Company is also subject to requirements relating to denying access to inside information and keeping insider lists.
- 6.3 In addition, the Company has a range of other announcement obligations under the Listing Rules Rules, including in relation to:
- Dealings by directors and other persons discharging managerial responsibilities (*PDMRs*);
 - Transactions;
 - Board changes; and
 - Financial reporting.
- 6.4 MAR also requires that the Company must take reasonable steps to establish and maintain

adequate procedures, systems and controls to enable it to comply with its obligations.

6.5 The role of the Committee is to oversee the Company's compliance with these obligations.

7. *Responsibilities*

The Committee has been established to:

7.1 Draw up and maintain procedures, systems and controls for the identification, treatment and disclosure of inside information and to comply with other disclosure obligations falling on the Company under the Listing Rules and MAR, referring to the Company's Advisors as appropriate.

7.2 Implement the Disclosure Policy, including where appropriate arranging for the dissemination of guidelines and training.

7.3 Keep the adequacy of the Disclosure Policy under review.

7.4 Monitor compliance with the Disclosure Policy.

7.5 Determine whether information that is submitted to it requires disclosure and determine any other issue relating to the application of the Disclosure Policy that is required to be submitted to it for determination.

7.6 Ensure that all regulatory announcements, shareholder circulars, prospectuses and other documents issued by the Company under any legal or regulatory requirement are scrutinised in order to ensure that they comply with applicable requirements.

The duties of the Committee will include, without limitation:

7.7 Overseeing the implementation and operation of appropriate procedures for the verification of financial statements, annual reports, circulars and other relevant documents which are to be publicly disclosed.

7.8 Maintaining a record of matters considered for disclosure but not disclosed.

7.9 Assessing whether it is permissible to delay disclosure of inside information.

7.10 Maintaining a record of any decision to delay disclosure of inside information.

7.11 Assessing whether inside information may be disclosed selectively to third parties when it is permissible to delay disclosure.

7.12 Preparing and monitoring leak announcements.

7.13 Assessing relevant and substantive market rumours or speculation concerning the Group and making recommendations as to what response, if any, should be made.

- 7.14 Monitoring analysts' expectations as to the Group's performance and recommending any necessary corrective action.
- 7.15 Supervising the verification process for regulatory announcements.
- 7.16 Recommending appropriate employee training in respect of the handling of inside information and the Disclosure Policy.
- 7.17 Periodically reviewing the Disclosure Policy and recommending changes to the Policy to the Board.

8. ***Reporting Responsibilities***

The Committee shall submit the results of its annual review of the operation, adequacy and effectiveness of the Disclosure Policy and its procedures to the Board.

9. ***Other Matters***

- 9.1 The Committee is authorised to take external professional advice as necessary and, in particular, will consult with the Company's corporate brokers, investment bankers and legal advisors when appropriate to assess whether information is inside information.
- 9.2 The Committee shall have full access to the Company's records and personnel.

Appendix 1 – Disclosure Policy

- 1. This policy** has been established by the Disclosure Committee of the Board to ensure that the Company, its Directors and employees, comply with the requirements of the Listing Rules of the London Stock Exchange and the Market Abuse Directive (MAR) in relation to the control and dissemination of inside information and prevents market abuse including insider dealing, unlawful disclosure of inside information, and market manipulation. Information regarding the operation of this policy must be provided to the Financial Conduct Authority (FCA) as required by these regulations on at their request.
- 2. Inside Information** will be identified as such by the Disclosure Committee who will make arrangements for it to be verified and authorised for immediate release to the market through the appropriate channels. Inside Information is defined as being information which:
 - Is of a precise nature;
 - Has not been made public;
 - Relates, directly or indirectly, to the Company; and
 - If made public would be likely to have a significant effect on the price of the Company's shares (i.e. information which a reasonable investor would be likely to use as part of the basis for an investment decision).

Anyone in possession of inside information must not disclose this until authorised to do so by the Disclosure Committee.

Anyone in possession of inside information will be included in the Insider List maintained by the CFO and must comply with the restrictions on dealing in the Company's shares contained in the Share dealing Policy.

- 3. Delaying disclosure of Inside Information** must be approved by the Disclosure Committee if:
 - Immediate disclosure is likely to prejudice the company's legitimate interests;
 - The delay is not likely to mislead the public; and
 - The Company can ensure the confidentiality of the information.

The Disclosure Committee must record any decisions taken to delay disclosure and the conditions met. Once such information has been announced, the FCA must be notified immediately that there was a delay and, if requested by the FCA, provide a written explanation for the delay of how the conditions for the delay were met.

- 4. Rumours** and speculation must be dealt with by making an immediate announcement if the confidentiality of inside information has been breached. Knowledge that press

speculation or market rumours are false is not likely to amount to inside information, and even if it is there may be appropriate circumstances to delay any announcement. The Disclosure Committee will record the reasons for its decisions if it does not make an immediate announcement in response to rumours.

5. Market Soundings, i.e. communications prior to the announcement of a transaction in order to gauge the interest of potential investors can be made, providing the following conditions are met:

- Obtaining the consent of the person to receiving the market sounding to receive inside information;
- Advising the person that they are prohibited from using the information to acquire or dispose of the Company's shares;
- Advising the person that they are obliged to keep the information confidential; and keeping a record of all information given to the person and the identity of the potential investors, which must be provided to the FCA on request.

6. Routine Announcements, such as those relating to issued share capital, major shareholdings, directors dealings etc. will be verified and authorised for release by the CFO, or in his absence, the CEO. A periodic summary of these announcements will be provided to the Disclosure Committee for noting.

Any enquiries regarding this Policy should be made to the CFO who will if necessary refer them to the Disclosure Committee.

22 September 2016