



# Disclosure Policy Corporate Manual

Approval Date:	August 25, 2017
Approved By:	Board of Directors
Effective Date:	August 25, 2017
Review Date:	Every two years or as required
Authority:	Board of Directors
Limitation:	Central 1 Credit Union policy materials are <b>CONFIDENTIAL/LIMITED</b> and are not to be distributed outside of Central 1 without the prior written permission of Central 1's Corporate Policy Manager.
Scope:	This policy applies to Central 1 Credit Union and its subsidiaries, collectively referred to herein as " <b>Central 1</b> ".
Responsibility:	Each individual of Central 1 is accountable for compliance with Central 1 policies. All executives and managers are responsible for ensuring appropriate behaviors, processes, procedures, documentation, and monitoring activities are in place within their departments to ensure compliance.
Audience:	All Central 1 employees, officers, contractors and members of the Board of Directors.
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## Purpose

Central 1 is committed to provide timely, accurate and balanced disclosure of material information consistent with statutory and regulatory requirements.

The purpose of this Disclosure Policy (the “**Policy**”) is to:

- ensure that material information about Central 1 is:
  - i. accumulated and promptly communicated to Central 1’s disclosure committee (the “**Disclosure Committee**”); and
  - ii. is recorded, summarized and reported by Central 1 to the public in a timely, factual and accurate manner as required by applicable laws;
- document and define key components of Central 1’s disclosure controls and procedures;
- outline the roles and responsibilities of Central 1 and its directors, officers and employees relating to the disclosure and use of material information; and
- ensure that directors, officers and employees of Central 1 are aware of and comply with Central 1’s disclosure practices.

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## Policy

### 1. Introduction

Central 1 is committed to ensure that material information about Central 1 is accumulated and promptly communicated to the Disclosure Committee and is recorded, summarized and reported by Central 1 on a timely basis in accordance with applicable laws.

This Policy covers disclosure of material information in:

- documents to be filed with the securities regulators on a periodic basis, including annual and interim financial statements and related Management’s Discussion & Analysis (the “**MD&A**”), annual and quarterly reports, statements of executive compensation, any associated press releases, and other periodic filings required by applicable law (collectively, “**Periodic Disclosure Documents**”);
- written, oral or other communications arising on event-driven basis, including press releases, material change reports, offering documents, oral presentations, such as interviews, speeches, statements made to media or to analysts, press conferences and conference calls and electronic communications on Central 1’s website and otherwise and other timely disclosure required by applicable laws (collectively, “**Event Driven Disclosure**”).

### 2. Material Information

Material information includes both “**material changes**” and “**material facts**”. A material change is a change in the business, operations or capital of Central 1 that would reasonably be expected to have a significant effect on the market price or value of any of the securities issued by Central 1. A material fact is a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of Central 1’s securities.

The materiality of information is dependent on the facts and circumstances of each situation. Determinations of materiality will be made by the Disclosure Committee having regard to applicable securities laws and in consultation with internal or external legal counsel and Central 1’s external auditors, as considered necessary. Generally, information is considered material if:

- there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision regarding Central 1’s securities; or
- the public disclosure of that information would reasonably be expected to result in a significant change in the market price or value of the securities of Central 1.

### 3. Disclosure of Material Information

Material information is required to be disclosed immediately, unless it is determined by the Disclosure Committee that such disclosure would be unduly detrimental to the interests of Central 1 and Central 1 complies with any applicable requirements under Canadian securities laws regarding any confidential filings. Disclosure must include any information which, if omitted, would make the rest of the disclosure misleading. Unfavourable material information must be disclosed as promptly and completely as favourable material information.

Once a decision is made by the Disclosure Committee that information is material it must be disclosed in a timely manner and broadly disseminated to the public. News releases disclosing material information will be transmitted to the relevant regulatory bodies and major news wire services that disseminate financial news to the financial press and to daily newspapers in Canada that provide regular coverage of financial news. Prior to dissemination of a news release, written or electronic authorization is required from the Disclosure Committee.

Any person who becomes aware of information that has the possibility of being material information must immediately disclose that information to the Chief Financial Officer (“**CFO**”), the General Counsel and Corporate Secretary.

### 4. Confidentiality of Undisclosed Material Information

Any person to whom this Policy applies and who has knowledge of material information which has not been widely disseminated must treat the material information as confidential until a reasonable period of time (usually 48 hours) after the material information has been widely disseminated.

Persons to whom this Policy applies with knowledge of confidential or material information about Central 1 are prohibited from:

- trading securities in Central 1 (referred to as “**insider trading**”); and
- communicating such information to anyone else, unless it is necessary to do so in the ordinary course of business (referred to as “**tipping**”) or required by law.

### 5. Disclosure Committee

The CFO serves as chair of the Disclosure Committee. The Disclosure Committee is responsible for making determinations regarding the materiality of information, and for preparing, or delegating the preparation of, the Periodic Disclosure Documents (other than the financial statements and related MD&A) and, where appropriate, the Event-Driven Disclosure. In addition, the Disclosure Committee is responsible for reviewing Periodic Disclosure Documents and for reviewing and approving the Event-Driven Disclosure, if deemed necessary. The Disclosure Committee will make recommendations for the development of the Management Standards and Procedures, if deemed necessary by the Disclosure Committee.

### 6. Disclosure Controls

Central 1 is a venture issuer under Canadian securities legislation and is required to comply with such legislation in the jurisdictions in which it reports. As such, Central 1 is required to disclose Period Disclosure Documents and Event Driven Disclosure. The Periodic Disclosure Documents and the Event Driven Disclosure includes a variety of information about Central 1 and its business, such as corporate governance, financial condition and future prospects, and director and executive compensation.

Central 1’s President and Chief Executive Officer (the “**CEO**”) and CFO are responsible for ensuring that appropriate disclosure controls and procedures are in place. Disclosure controls and procedures for the preparation, review, approval and release of such information are designed to provide reasonable assurance that the information required to be disclosed is recorded, summarized and reported by Central 1, as and when required. Central 1’s other internal controls and procedures are not affected by these disclosure controls and procedures, and they will continue to operate independent of the disclosure controls and procedures set out in this Policy.

These controls include:

- assigning key roles and responsibilities to employees who have the appropriate level of knowledge, skill, information and authority to carry them out in relation to the document;
- guiding authorized employees on how to review and document the materiality of information or events for disclosure purposes in accordance with this Policy;
- ensuring that information is kept confidential until it is released in accordance with this Policy;
- requiring appropriate supporting materials for the information contained in the document;
- obtaining approval of the document by the Board of Directors (the “**Board**”);
- ensuring that controls and procedures are modified to adapt to changes in Central 1’s operating environment;
- ensuring that controls and procedures are monitored and issues are promptly reported to the appropriate level of management for elevation and action; and
- developing Management Standards and Procedures, as necessary, to clarify the roles and responsibilities and timelines relating to the disclosure of material information.

## 7. Designated Spokespersons

The CEO, CFO and Chief Investment Officer (the “**CIO**”) or individuals designated by the Board or the CEO, are the only individuals authorized as spokespersons on material information for Central 1 and shall be responsible for the communication of the specific material information for which they are authorized to speak to the media on behalf of Central 1. The CEO may, from time to time, designate in writing other person(s), to speak on behalf of Central 1 as back-ups or to respond to specific inquiries.

Unless designated as an authorized spokesperson, all other persons, other than the CEO, CFO and CIO, are prohibited from publicly communicating material information about Central 1. Any person to whom this Policy applies who is approached by the media or any other member of the public to comment on the affairs of Central 1, must refer all inquiries to an authorized spokesperson and must immediately notify an authorized spokesperson that the approach was made.

## 8. Electronic Communications and Websites

The Disclosure Committee shall be responsible for all electronic communication of material information. All information posted on Central 1’s website must be factual, accurate, up to date and complete, as well as presented in a consistent manner. Any material changes in information must be updated immediately. Disclosure on the website does not constitute adequate disclosure of information that is considered material information; therefore, any material information must first be disseminated by a news release in accordance with this Policy before being posted to the website. News releases will be posted on Central 1’s website immediately after dissemination. Any supplemental information provided at briefings to analysts and institutional investors will also be posted on the web site.

Central 1’s website will clearly distinguish between investor relations information and promotional material. All data posted on the web site, including text and audiovisual material, must indicate the currency of such material.

Persons to whom this Policy applies are prohibited from using social media or other similar communications on matters pertaining to Central 1 securities.

## 9. Rumours

In general, Central 1 will not comment, affirmatively or negatively, on rumours. This also applies to rumours on the internet. Authorized spokespersons will respond consistently to those rumours, saying “it is our policy not to comment on market rumours or speculation.” No exceptions are permitted to this general rule, as inconsistent practices may constitute tipping, which is described in this Policy.

If a securities regulatory authority requests that Central 1 make a statement in response to a market rumour, the Disclosure Committee will consider the matter and make a recommendation to the CFO as to the nature and content of any response on behalf of Central 1.

## 10. Forward-Looking Information

Central 1 may from time to time provide forward-looking information through Periodic Disclosure Documents or Event Driven Disclosure. If forward-looking information is disclosed, the following rule applies:

- the information must be clearly stated to be forward-looking;
- the factors and assumptions that were used to arrive at the forward-looking information must be clearly described;
- the factors that could cause actual results to differ materially must be clearly stated, and should be presented with a reasonably possible range of outcomes, a sensitivity analysis or other qualitative analysis that will assist in assessing the related risks; and
- the information should clearly disclaim any obligation to update these forward-looking statements.

## Roles & Responsibilities

Oversight roles and responsibilities are detailed in the table below.

Role	Responsibility
Board of Directors	<ul style="list-style-type: none"> <li>• Review and approve the Periodic Disclosure Documents and, if deemed necessary by the Disclosure Committee, Event-Driven Disclosure</li> <li>• Review and approve the Disclosure Policy, every two years or as required</li> <li>• Review and approve Central 1's financial policies at least annually</li> </ul>
Audit and Finance Committee (the "AFC")	<ul style="list-style-type: none"> <li>• Review the Periodic Disclosure Documents and, if deemed necessary by the Disclosure Committee, Event-Driven Disclosure, and recommend approval of such disclosure to the Board</li> <li>• Review the Disclosure Policy and make recommendations to the Board regarding such Policy, every two years or as required</li> <li>• Review the financial policies of Central 1 and make recommendations to the Board regarding such policies</li> <li>• Engage external auditor to conduct examinations of Central 1's financial statements</li> <li>• Engage internal audit department to review the design of disclosure controls and design of internal controls and evaluate their effectiveness</li> <li>• Make recommendations to the Board Regarding the Periodic Disclosure Documents for the Boards' approval</li> </ul>
Disclosure Committee	<ul style="list-style-type: none"> <li>• Make determinations regarding the materiality of information and as to whether such information is required to be publicly disclosed, and if so, in what manner</li> <li>• Prepare, or delegate the preparation of, the Periodic Disclosure Documents (other than the financial statements and related MD&amp;A,) and, where appropriate, the Event-Driven Disclosure</li> <li>• Review all Periodic Disclosure Documents and, where appropriate, the Event-Driven Disclosure</li> <li>• Review the Disclosure Policy to ensure compliance with changing regulatory requirements and make recommendations to the AFC regarding such Policy, at least annually</li> <li>• Recommend the development of Management Standards and Procedures</li> </ul>

Role	Responsibility
	<ul style="list-style-type: none"> <li>Review any Disclosure Management Standards and Procedures and make recommendations to the Committee Chairperson regarding such Management Standards and procedures, at least annually</li> </ul>
President & Chief Executive Officer (the “CEO”)	<ul style="list-style-type: none"> <li>Delegate authority for the development of the Disclosure Policy and related Management Standards and Procedures, as deemed necessary by the Disclosure Committee, and the responsibility for performing the functions described in such documents</li> <li>Certify the Periodic Disclosure Documents as required pursuant to National Instrument 52-109 – <i>Certification of Disclosure in Issuer’s Annual and Interim Filings Act</i> as authorized spokesperson for Central 1 in accordance with this Policy</li> </ul>
Chief Financial Officer (the “CFO”)	<ul style="list-style-type: none"> <li>Serve as chair of the Disclosure Committee</li> <li>Certify the Periodic Disclosure Documents as required pursuant to National Instrument 52-109 – <i>Certification of Disclosure in Issuer’s Annual and Interim Filings</i></li> <li>Prepare or supervise the preparation of, Periodic Disclosure documents including Central 1’s financial statements and related MD&amp;A</li> <li>Act as authorized spokesperson for Central 1 in accordance with this Policy</li> </ul>
Chief Investment Officer (the “CIO”)	<ul style="list-style-type: none"> <li>Act as authorized spokesperson for Central 1 in accordance with this Policy</li> </ul>
Executive Management Team (the “EMT”)	<ul style="list-style-type: none"> <li>Review and provide input on this Policy as required</li> <li>Provide sub-certifications to the CEO and CFO that Periodic Disclosure Documents and any Event Driven Disclosure appropriately described their respective business activities and plans</li> </ul>
Director, External Communications	<ul style="list-style-type: none"> <li>Prepare and disseminate, the Periodic Disclosure Documents and the Event-Driven Disclosure to Central 1 website</li> <li>Ensure that Periodic Disclosure Documents and Event-Driven Disclosure is in alignment with Central 1’s culture and brand</li> </ul>
Legal & Corporate Secretary	<ul style="list-style-type: none"> <li>Ensure that the Periodic Disclosure Documents and the Event-Driven Disclosure adheres to applicable securities legislation</li> <li>File and disseminate as appropriate, the Periodic Disclosure Documents and the Event-Driven Disclosure</li> <li>Consult with the Disclosure Committee and the authorized spokespersons, as necessary, to assist such parties in carrying out their obligations hereunder</li> </ul>
Human Resources	<ul style="list-style-type: none"> <li>Prepare the Statement of Executive Compensation annually</li> </ul>
Internal Audit	<ul style="list-style-type: none"> <li>Audit internal controls, processes and activities per the risk-based Audit Plan approved by the Audit and Finance Committee.</li> <li>Review the effectiveness of internal controls and processes and assess compliance with this Policy</li> <li>Report findings to the Compliance department (as required), senior management and the Audit and Finance Committee.</li> </ul>

## Exceptions

Any proposed activity that does not comply with this Policy is an exception. Prior to proceeding, the activity must have the approval of the relevant business and operations executive member (i.e. SVP), be reported to the AFC, and be approved by the Board.

Any occurrence, event, or omission that occurs and does not comply with this Policy is an unauthorized variance. A corrective action plan with timelines must be prepared and approved by the appropriate management level, be reported to the AFC, and approved by the Board.

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## Consequences of Violation

Non-compliance with this Policy and related policies, management standards, and procedures may, without limitation to any legal action, result in disciplinary action up to and including termination of employment.

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## Related Risk

- Operational Risk

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## Related Legislation

- *Cooperative Credit Associations Act* (Canada)
- *Credit Union Incorporation Act* (British Columbia)
- *Financial Institutions Act* (British Columbia)

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## Related Materials

### a. Policies

- [Budget Policy](#)
- [Capital Policy](#)
- [Liquidity Risk Policy](#)

### b. Other

- Central 1's strategic plan
- Disclosure Committee Terms of Reference
- International Financial Reporting Standards
- Securities legislation and regulations
- Capital Plan

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## Amendment

The Board of Directors must authorize substantive amendments to this Policy. The Senior Vice President, General Counsel & Corporate Secretary, with the CFO may make administrative amendments to this Policy, including amendments related to formatting, organization, spelling, and similar matters.

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## Disclaimer

Central 1 may amend this Policy from time to time, without giving prior notice. All persons to whom this Policy applies are expected to continue to abide by the Policy as amended, and will be responsible for periodically reviewing the Policy for any updates.

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## Point of Contact

Questions about compliance with this Policy can be sent to the CFO.

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## Revision History

Date	Comments
August 25, 2017	Revised, supersedes the Disclosure Policy dated September 11, 2015
August 6, 2015	Revised Draft – Version 3
August 21, 2014	Audit and Finance Committee revisions
August 10, 2014	Revised Draft – Version 2
August 4, 2014	Initial Draft – Version 1