

# Continuous Disclosure and Market Communication Policy

## 1. Continuous Disclosure

### 1.1 Principle

In accordance with legislative and regulatory requirements, we will immediately disclose information if either:

- a reasonable person would expect that information to have a material effect on the price of the company's securities; or
- there is a substantial likelihood that a reasonable person would expect that information to have a material effect on the price of the company's securities or such person's decision to invest in (or sell) the company's securities.

### 1.2 Interpretation of "material effect"

Our interpretation of this rule is based on the Corporations Act 2001 (s677) which states that "a reasonable person would be taken to expect information to have a material effect on the price or value of securities, if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, or buy or sell the securities."

In applying this test, we will consider the total mix of information currently available to the market on which investment decisions are made.

The types of information that will be routinely assessed for materiality and disclosed include:

- Financial performance;
- The composition and value of assets;
- Changes to the Board of directors and senior management;
- Mergers, acquisitions, reorganisations, divestments and joint ventures;
- Changes in strategy;
- Industry issues, including market developments that significantly affect business outcomes;
- Major litigation;

- Significant regulatory issues;
- Changes in auditors;
- Changes in accounting policy;
- Events related to the company's shares e.g. purchase plans, capital returns and dividends etc; and
- Changes to Cyclopharm's Articles of Association and the rights of shareholders.

### 1.3 **Exceptions to the principle**

We may not disclose material information where it would be in the best interests of the company not to do so and when all the following requirements are met and the information is not otherwise required to be disclosed by law or regulation:

- A reasonable person would not expect the information to be disclosed; and
- The information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- The information is of a kind exempted by Listing Rule 3.1A. These are:
  - o It would be a breach of law to disclose the information;
  - o It is, or is part of, an incomplete proposal or negotiations;
  - o It comprises matters of supposition or is insufficiently definite;
  - o It is generated for internal management purposes; or
  - o It is a trade secret.

### 1.4 **Disclosing and disseminating material information**

Subject to the exceptions listed in section 1.3, if we become aware of material information about Cyclopharm, we will disclose such material information to the market immediately i.e., on the same business day or before the start of trading on the next day. Material information will be disclosed by broad dissemination so that as many investors as possible will have access to the information at the same time. Broad dissemination means we will make a formal announcement to the ASX after the ASX has acknowledged receipt.

Exceptions to broad dissemination include where an announcement is required for compliance or 'housekeeping' reasons and where the matter is not determined to be "material news". All announcements and filings to the ASX will be posted on the Investor Relations section of the company website immediately after the ASX's acknowledgement of receipt, or if this is not possible, within 24 hours of release.

### 1.5 **Disclosure Committee and authority to disclose**

The members of the Disclosure Committee are:

- Chairman;
- Managing Director; and
- Company Secretary.

Members of the Disclosure Committee have the authority to publicly disclose material information about the Company. No other employee is to disclose material or commercially sensitive information about Cyclopharm to external parties (analysts, media, shareholders etc) without written authorisation from the Chairman or Managing Director.

In the event that an employee is contacted by external parties seeking information, the employee is to decline comment and defer the external party to a member of the Disclosure Committee. The employee is to immediately notify the referred Disclosure Committee member that contact was made by an external party.

This extends to Cyclopharm employees and Directors who participate in meetings or calls with market participants which includes brokers, analysts, shareholders, other investors and media.

### 1.6 **Reporting of material information**

All Cyclopharm directors, executive officers and senior managers must notify a member of the Disclosure Committee of any potentially price sensitive information as soon as they become aware of it, even if they believe the exceptions mentioned in section 1.3 are satisfied.

## 1.7 **Market speculation and rumours**

The market for Cyclopharm securities is influenced by information from many different sources and by many interpretations of that information. Not all of this information will be based on fact, and we may disagree with interpretations placed on information. We do not seek to control the market price for Cyclopharm securities, and we are often unaware of the underlying motivation for trading in our securities. It is our policy not to comment on market rumours or speculation. However, if it is in the best interest of shareholders, we reserve the right to comment or make an announcement if we believe that the market for Cyclopharm securities is being materially influenced by:

- Public information that is factually incorrect;
- Public information which is correct, but which has not been the subject of an announcement by Cyclopharm; and
- Public information which is correct, but which management believes has been misinterpreted with potentially material consequences.

Where we become aware that such information is circulating in the market or in the media, but which is not materially influencing the market for the company's securities, we may also make an announcement to correct the information, if we believe that this would also be in the best interests of shareholders, even though we are not obliged to do so. Additionally, we will comment on market speculation and rumours if the ASX asks us to do so, because it considers there is, or is likely to be, a false market in Cyclopharm securities. In these circumstances, a formal announcement will be made to the ASX.

In order to ensure that the company does not breach its disclosure obligations, authorized spokespersons will be kept informed of material developments so that they do not inadvertently deny developments that are, in fact, occurring.

## 1.8 **Correcting and updating information**

If the company discovers that a statement of material information it has made was and remains materially incorrect, or subsequent information renders it materially incorrect, an announcement to the ASX to correct or update the statement will be made immediately after the discovery.

## 1.9 **Embargo of information**

No price-sensitive information is to be disclosed publicly e.g. to analysts or journalists under an embargo arrangement, unless by prior agreement with the ASX. Consideration may be given to releasing information to the media on an embargoed basis, in a controlled 'lock-up' situation, and with the approval of the ASX. Such situations may include when a trading halt is in place or when the company is making a major announcement of complex information that requires detailed explanation.

## 1.10 **Trading halts**

A trading halt from the ASX may be sought for the purpose of managing disclosure issues or to ensure that complex information can be released and explained without prejudicing the orderly trading in Cyclopharm's securities.

## 1.11 **Breaches to this policy**

In the event that a breach of this policy has occurred, the disclosing party must notify a member of the Disclosure Committee immediately.

## 2. Communication

Cyclopharm's program for communicating with shareholders, the financial markets and media throughout the fiscal year includes:

- Half year and year to date results announcements;
- Annual reports;
- Shareholder meetings;
- Management presentations, roadshows and briefings to groups and individuals;
- Responses to ad hoc telephone calls from journalists;
- Mailed and emailed correspondence;
- E-mail alerts of forthcoming events and e-mails of announcements; and
- Webcasts.

The following practices for communication with financial markets operate in conjunction with the continuous disclosure policies.

### 2.1 **Equity, access and timeliness**

We will treat all legitimate requests for information equally, regardless of whether the request is from an institutional investor, a private individual investor, or a buy-side or sell-side analyst. In general, requests for information from business journalists will be treated equally on a reasonableness basis.

We will attempt to respond to requests on the same business day as the request, or within 24 hours if a same business day response is not possible. Professional investors and business media will have equal access to presentations and briefings organised by the company and will be entitled to attend the same briefings and question management on an equal basis, such as at quarterly result briefings and presentations.

### 2.2 **No selective or differential disclosure**

There will be no selective or differential disclosure of material information, in, for example, one-on-one meetings or briefings. Material information will be disclosed in accordance with this policy, before it can be discussed in one-on-one meetings. Disclosure of non-material information will be managed fairly and equitably. This means that we will disclose non-material information in one-on-one meetings, that is available generally or that we would be prepared to make available generally to any party that requests it, either verbally or in writing, either informally or as part of a formal announcement to the exchange. Professional analysts and portfolio managers may receive more detailed information than private individual investors, on request, provided that this information is generally available and is not material.

### 2.3 **Webcasts in connection with results announcements and other briefings**

Our results briefings, including the Q & A, are to be webcast. This enables access by a broad audience. The conduct of the results announcement will follow the same protocol as that for group briefings. The notice will be provided via the company website and we will make a company statement to the ASX. A link to the recording of the webcast of results announcements and other briefings will be posted on the company website.

### 2.4 **Investor conferences and roadshows**

The company will announce to the ASX its involvement in investor conferences and roadshows with an announcement to the ASX before the conference or roadshow commences. Slides and other presentation material used at conferences or on roadshows will also be lodged with the ASX for immediate release to the market, before the presentation commences. The slides and presentation material will also be posted on the company website.

### 2.5 **Review of draft analysts' reports and earnings estimates Draft analysts' reports**

When reviewing analysts' financial models or draft research reports, we will confine comments to information the company has publicly issued and that is in the public domain, as well as non-material, non-public information.

It may be appropriate to provide comment on an analyst report where the analyst has overlooked certain previously disclosed facts, factors or trends related to historical performance or public information. We may question assumptions that lead the analyst to reach the conclusions, based on previously disclosed information, but not the conclusions themselves. Comments provided on factual information or assumptions in their reports, and equally our decision to withhold comments, do not constitute an explicit, implicit or tacit endorsement by the company of part or all the report. We will not endorse or approve any such report.

## 2.6 **Updating information**

We will maintain the accuracy of non-material information which is generally made available to the market. Accuracy is to be maintained on a regular cycle consistent with the regularity with which the information is distributed e.g. annually, half yearly, quarterly.

## 2.7 **Enabling comparisons**

If there are any changes in accounting policies, segmental reporting disclosures or the manner in which statistics or performance indicators are compiled or published, these changes will be presented so that investors can readily draw valid comparisons with historical information or information previously provided in a different format.

## 2.8 **The company website**

We will maintain an Investor Relations section on the company website that will include at a minimum:

- Annual reports;
- Shareholder meetings;
- Access to share price and related information;
- Results information;
- Presentations and presentation materials;
- Company announcements;
- Contact details;
- Corporate disclosure policy;
- Corporate governance information; and
- Shareholder services.

Information on the website will be updated regularly and in accordance with relevant ASX.

## 2.9 **Earnings estimates**

If we provide earnings estimates, we will ensure that recipients of the information are provided with a meaningful cautionary statement which states that there is a risk the information can change materially.

In making oral earnings estimates we will refer to readily available written information that describes the factors which could lead to a material change in the future. Formal disclosure to the ASX will be made when changes to earnings estimates are material.