



## **CORPORATE GOVERNANCE POLICIES**

### **Continuous Disclosure Policy**

#### **1 General Principles**

This policy outlines the disclosure obligations of the Company as required under the Corporations Act 2001 and the ASX Listing Rules. The policy is designed to ensure that procedures are in place so that stock markets in which the Company's securities are listed are properly informed of matters which may have a material impact on the price at which the securities are traded.

The Company is committed to:

- complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing rules;
- preventing the selective or inadvertent disclosure of material price sensitive information;
- ensuring shareholders and the market are provided with full and timely information about the Company's activities; and
- ensuring that all market participants have equal opportunity to receive externally available information issued by the Company.

#### **2 Disclosure Officers**

The Chairman, Managing Director and Company Secretary act as the Company's Disclosure Officers who are responsible for implementing and administering this policy. The Disclosure Officers are responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy.

In the absence of a Managing Director and the Company Secretary, any matters regarding disclosure issues are to be referred to the Chairman.

#### **3 Material Information**

In accordance with the ASX Listing Rules, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person with experience in the regenerative medicine industry would expect to have a material effect on the price or value of the Company's securities.

Information need not be disclosed if:

- a reasonable person would not expect the information to be disclosed;
- 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 applies:
  - it would breach the 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; or
- the information is a trade secret.

If an employee possesses inside information, the person must not:

- trade in the Company's securities;
- advise others or procure others to trade in the Company's securities; or
- pass on the inside information to others – including colleagues, family or friends – knowing (or where the employee or Director should have reasonably known) that the other persons will use that information to trade in, or procure someone else to trade in, the Company's securities.

This prohibition applies regardless of how the employee or Director learns the information (eg. even if the employee or Director overhears it or is told in a social setting).

In addition to the above, Directors must notify the Company Secretary as soon as practicable, but not later than 5 business days, after they have bought or sold the Company's securities or exercised options. In accordance with the provisions of the Corporations Act and the Listing Rules of ASX, the Company on behalf of the Directors must advise ASX of any transactions conducted by them in the securities of the Company.

Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

The Company is also required to disclose information if asked to do so by ASX, to correct or prevent a false market.

Note that the Company is deemed to have become aware of information where a director or executive officer has, or ought to have, come into possession of the information in the course of the performance of his duties as a director or executive officer.

The Corporations Act defines material effect on price or value as being where 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 to acquire or dispose of the securities.

#### **4 Review of Communications for Disclosure**

Once the requirement to disclose information has been determined it must be lodged immediately with the ASX.

ASX announcements, including periodic corporate reports that are not audited or reviewed by the auditor, are to be circulated to members of the Board at the discretion of the Managing Director prior to release for comment. Board members may provide the Managing Director (or in his/her absence, the Company Secretary) with verbal or written contribution into each announcement circulated, prior to its release. It is acknowledged that where a continuous disclosure obligation arises, disclosure cannot be delayed to accommodate the availability of all Board members circulated to make comment.

The Company Secretary will circulate a copy of announcements lodged on ASX to all directors after release and maintain a copy of all announcements released.

All information disclosed to the ASX in compliance with this policy must be promptly placed on the Company's website.

## **5 Authorised Spokespersons**

The Company's authorised spokespersons are the Disclosure Officers appointed by the Board.

No employees or consultants are permitted to comment publicly on matters confidential to the Company unless delegated by the Chairman or Managing Director. Any information which is not public must be treated by employees and consultants as confidential until publicly released.

## **6 Market Speculation and Rumors**

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by ASX to comment upon a market report or rumour.

## **7 Trading Halts**

The Company may, in exceptional circumstances, request a trading halt to maintain orderly trading in the Company's securities and to manage any disclosure issues.

## **8 Meetings and Group Briefings with Investors and Analysts**

The Chairman and Managing Director are primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contacts for those parties.

Any written materials containing new price-sensitive information to be used in briefing media, institutional investors and analysts are to be circulated to the Board and lodged with ASX prior to the briefing commencing.

Upon confirmation of receipt by ASX, the briefing material is posted to the Company's website.

The Company will not disclose price sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market. The Company considers that one-on-one discussions and meeting with investors and stockbroking analysts are an important part of pro-active investor relations. However, the Company will only discuss previously disclosed information in such meetings.

## **9 Periods Prior to Release of Financial Results**

During the time between the end of the financial year or half year and the actual results release, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to ASX.

## **10 Website**

The Company's website will feature discrete sections for shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include:

- The Company's profile, information about its activities and contact details;
- Profiles of Directors and Management
- all company announcements made to ASX;
- quarterly activities and cashflow reports;
- annual reports and half year financial statements; and
- Investor presentations.

Announcements lodged with ASX will be placed on the Company's website as soon as practicable after ASX confirms receipt of that information.

Shareholders will be offered the option of receiving information via email instead of post.