



## USCOM LIMITED (Uscom or the Company)

### CONTINUOUS DISCLOSURE & EXTERNAL COMMUNICATIONS POLICY

Uscom is committed to:

- ensuring that all market participants have an equal opportunity to review and assess material information made available by the Company; and
- compliance with the continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 200(Cth)* (**the Corporations Act**).

This document sets out the Uscom Continuous Disclosure & External Communications Policy. The Policy outlines:

- The Company's continuous disclosure obligations under the ASX Listing Rules and Corporations Act;
- how Uscom Staff are required to deal with potentially price-sensitive information, and communications with external stakeholders such as the media, security holders and the community to ensure that the Company meets its continuous disclosure obligations; and
- the Company's shareholder communications policy generally.

The Policy applies to:

- all Directors of Uscom; and
- all employees, contractors and consultants of Uscom,

together referred to as **Staff**.

#### 1. Continuous Disclosure

##### 1.1 Uscom's Continuous Disclosure Obligation

ASX Listing Rule 3.1 requires Uscom to immediately disclose to the market any information concerning the Company of which it is or becomes aware that a reasonable person would expect to have a material effect on the price or value of the Company's securities (**Price Sensitive Information**), unless the information falls within the exceptions set out below.

For the purposes of Listing Rule 3.1:

- A reasonable person would expect information to have a material effect on the price or value of Uscom' securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether to subscribe for, acquire or dispose of Uscom' securities;



Two questions can be considered when determining whether information may be Price Sensitive Information:

- Would this information influence my decision to buy or sell securities in the Company at their current market price?
- Would I feel exposed to an action for insider trading if I were to buy or sell securities in the entity at their current market price, knowing this information had not been disclosed to the market?
- Uscom will be considered to have become aware of information where a director or officer of the Company has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or officer of Uscom; and
- “Immediately” means promptly and without delay, i.e. doing it as quickly as possible in the circumstances and not deferring, postponing or putting it off to a later time.

### **1.2 Exceptions to Listing Rule 3.1**

Uscom is not required to disclose Price Sensitive Information if:

- (a) One or more of the following situations applies:
  - It would be a breach of 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; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

If any of the three elements outlined above ceases to apply in relation to Price Sensitive Information, Uscom must disclose that information immediately.

### **1.3 False Market Obligation – Listing Rule 3.1B**

If ASX considers that there is, or is likely to be, a false market in the Company’s securities and asks Uscom to give it information to correct or prevent a false market, Uscom must immediately give that information to ASX. This obligation to give information to ASX arises even if the Company considers that the exception outlined in paragraph 1.2 applies.

### **1.4 Confidentiality**

If information is not disclosed in reliance on the confidentiality exceptions as outlined above, the confidentiality requirement must be maintained at all times. If information loses its confidentiality, Uscom will then need to consider and determine whether the information needs to be disclosed to the market. If a movement in the price of Uscom securities is related to the unauthorised disclosure of



confidential information, the Company may be required by ASX to take action to ensure Uscom is in compliance with its disclosure obligations, specifically to prevent a false market.

All employees and directors of Uscom have a duty not to disclose confidential information to any person other than with the express consent of the Company or in circumstances required by the law. This obligation is set out in the Uscom's Code of Conduct, directors' appointment letters and Staff employment contracts.

Where confidential information is to be provided to another party, measures must be put in place to ensure that the confidentiality of the information is maintained, such as a legally binding confidentiality agreement.

### **1.5 Is Disclosure Required?**

To ensure the Company complies with its continuous disclosure obligations, Staff must notify the Company Secretary of any information that may have a material effect on the price or value of Uscom securities as soon as they become aware of that information.

The senior management of Uscom will continuously consider potential disclosure issues and compliance with the Company's continuous disclosure obligations. At each Board meeting, attendees will consider whether they possess any information which may require disclosure to the market.

The Executive Chairman, acting in consultation with the Company Secretary, will consider whether information needs to be disclosed, taking into account the law, the ASX Listing Rules and market expectations.

If a disclosure is necessary, the disclosure must be approved by the Board, or in the case of a routine administrative matter, the Company Secretary.

### **1.6 Making a Disclosure**

If there is information that requires disclosure under Listing Rule 3.1, Uscom will immediately disclose that information to ASX.

The information will be provided to ASX first, and Uscom will not give it to anyone else until the information has been given to ASX and ASX acknowledges that it has been released to the market. Once the information has been released, Uscom can issue the information to other parties, such as the major investors or the media. The information will also be placed on the Company's website.

Information must not be given to third parties such as media or analysts before ASX, even on an embargoed basis.

### **1.7 Authorised Spokespersons**

The only persons authorised to speak to ASX or externally (such as analysts, investors, brokers or shareholders) in relation to the Company are:

- the Executive Chairman; and
- the Company Secretary.



Authorised spokespersons must comply with this Policy and any internal procedures regarding external communications about Uscom.

Only the Board has authority to approve the release of an announcement to be made to ASX to comply with the Company's Continuous Disclosure obligations, other than routine administrative announcements which may be made by the Company Secretary.

Where any other person receives a request for information or comment about Uscom from a third party, that person must advise the third party that they are not authorised to speak on behalf of the Company, and where appropriate they should refer the enquiry to an authorised spokesperson.

#### **1.8 Authority in relation to Material Announcements**

Material announcements regarding matters falling within the reserved powers of the Board and not delegated to Management, or which are otherwise clearly within the Board's responsibilities, must be considered and approved by the Board. This includes the following types of matters:

- Significant transactions such as a capital raising; and
- Any matters determined by the Chairman or the Board to be of fundamental significance to the Company.

Where an announcement is to be considered and approved by the Board, the Company Secretary will ensure that the Board is provided with an accurate summary of all relevant information necessary for it to fully appreciate and consider the matters dealt with in the announcement.

#### **1.9 Market Speculation & Rumours**

As a general policy, Uscom does not comment on speculation or rumours unless a response is required under the ASX Listing Rules or the law. If ASX forms the view that a false market has been created and requests the Company to provide information, the Company Secretary will proceed as if it were a continuous disclosure matter under paragraphs 1.5 and 1.6, and prepare a response to ASX.

#### **1.10 Trading Halts**

Uscom may request a trading halt or suspension of quotation of securities pending an announcement, to prevent trading in the Company's securities in an unfair or uninformed market. The Company Secretary will determine whether to apply for a trading halt, in consultation with the Executive Chairman.

#### **1.11 Inadvertent Disclosure**

If any Price Sensitive Information is inadvertently disclosed by Uscom Staff to a party outside the Company, the Company Secretary must be immediately notified so that the information can be considered in the context of Uscom's continuous disclosure obligations.



## **1.12 Specific Price-Sensitive Information**

To ensure that Price Sensitive Information is not disclosed during specific periods, including prior to the release of periodic results (Annual, Half-Year and Quarterly Reports), or during a significant corporate transaction such as a capital raising, Uscom Staff are required not to disclose any relevant information to third parties unless the information has previously been disclosed to ASX.

During the four-week period prior to the release of the half-year and annual results, the Company will not hold any briefings with the investment community to discuss the Company's financial information. Uscom Staff must comply with the Uscom Securities Trading Policy, which includes provision that Staff may not deal in the Company's securities in the four week period prior to the release of any periodic results (including quarterly reports).

Where the Company is undertaking a specific corporate transaction which constitutes Price Sensitive Information, the Company will obtain assurances from third parties to ensure that any Price Sensitive Information remains confidential, including where necessary requiring parties to enter into confidentiality agreements. The Company will use standardised sounding scripts and confirmation emails containing clear wording restricting recipients from disclosing the information attached to the email to any party external to the organisation and also from any recipient or the organisation using the information in breach of the insider trading provisions of the Corporations Act.

## **1.13 Briefings**

The Company communicates from time to time with members of the investment community including institutional and retail investors, analysts and investment banks. Uscom also makes presentations at investment and scientific/medical conferences. These communications are restricted to appropriately authorised Uscom spokespersons.

Material or Price Sensitive Information will not be provided to or discussed with members of the investment or scientific/medical community before it has been disclosed to ASX. If there is any possibility that material or Price Sensitive Information will be disclosed at a briefing for members of the investment or scientific/medical community, then the relevant material information will be disclosed to ASX prior to the briefing.

If a question is asked at a briefing that can only be answered by disclosing Price Sensitive Information, Staff must decline to answer the question or take the question on notice, and wait until the Company has announced the relevant information to ASX before responding.

With the exception of briefings that are open and have previously been disclosed to ASX, if any material or Price Sensitive Information that has not already been disclosed has been inadvertently disclosed, the information will be immediately disclosed to ASX and posted on the Uscom website.

All enquiries from the investment, scientific medical communities regarding Uscom should be referred to the Executive Chairman.



## **1.14 Media & Social Media**

Uscom provides information from time to time to the media and responds to their enquiries. All media enquiries must be referred to the Executive Chairman. The Company will not provide material information to the media, even on an embargo basis, before it has been disclosed to ASX.

The Company will monitor the media, including social media, to determine if there are any issues which may require the Company to make an announcement or take other action to manage its continuous disclosure obligations.

Staff are required to comply with Uscom's Code of Conduct, which includes the Company's policy regarding the use of social media.

## **2. Shareholder Communications**

### **2.1 Overarching Principles**

In accordance with Principle 6 of the ASX *Corporate Governance Council's Principles and Recommendations* (**the Recommendations**), Uscom is committed to providing shareholders with the necessary information and facilities to allow them to exercise their rights effectively, including:

- Providing shareholders with ready access to information about Uscom and its governance;
- Communicating openly and honestly with them; and
- Encouraging and facilitating shareholder participation in shareholder meetings.

### **2.2 Corporate Governance – Website**

In accordance with Recommendation 6.1, Uscom has a Governance section on its website to provide information to shareholders about its corporate governance practices.

The Corporate Governance section includes the Company's constitution, the Board Charter, key Company policies and its most recent annual Corporate Governance Statement. The Corporate Governance Statement is prepared in accordance with the ASX Listing Rules and is provided to ASX separately to the annual report, together with an Appendix 4G to ensure that the disclosures made regarding the Recommendations are readily identifiable and easily located by shareholders and other stakeholders.

### **2.3 Annual General Meetings**

The Uscom Annual General Meeting (**AGM**) is usually held in November each year. The date, time and location of the AGM are provided:

- In the Notice of Meeting sent to all shareholders; and
- In the Investor Centre of the Uscom website.



The Notice of Meeting is distributed to all shareholders in accordance with the timeframe provided in the Corporation Act. The documents are also made available in the Investor section of the Uscom website.

Uscom welcomes and encourages shareholder participation at the AGM, in person, by proxy or other legally appointed representative, or any other means that may be adopted by the Board. Shareholders who are unable to attend the AGM are given the opportunity to submit questions and comments ahead of the meeting, and where appropriate those questions will be answered at the meeting.

The practices outlined above also apply to any other general meetings which may be held.

The Company's external auditor attends each AGM and is available to answer shareholder questions about the conduct of the audit and preparation and conduct of the Independent Audit Report. Uscom believes this is important in both promoting and encouraging shareholder participation in the meeting and providing balanced and understandable information. The Company also considers that this reflects and underlines the role of the auditor and the auditor's accountability to shareholders.

#### **2.4 Reports**

The Company's financial results for each full year ended 30 June are reported in August each year, and the financial results for each half year ended 31 December are reported in February each year. These results are released to ASX in accordance with the Listing Rules and are available in the ASX announcements section of the Investor Section of the Company website.

Uscom's Annual Reports are sent in hard copy to those shareholders who have specifically requested a hard copy. Annual and Half Yearly Financial Reports in relation to at least the last five years are also made available in the Investor Centre of the Company website. Shareholders can elect to be notified by email when a new Report is available.

#### **2.5 Media Releases & Other Information**

Uscom's media releases are available on the Company's website, and are also released to the market if required under the ASX Listing Rules. The Company's newsletters, links to media reports about Uscom, and more detailed information about its products, including intellectual property and regulatory approvals, are also accessible on the Uscom website.

### **3. Policy Approval – Compliance – Review**

- 3.1 The Uscom Board has approved this Policy. The key principles of the Policy will be summarised in the Company's Corporate Governance Statement and other Company communications to ensure that key stakeholders are aware of them.
- 3.2 Breaches of this Policy may lead to disciplinary action, including dismissal and penalties under applicable legislation.



3.3 This Policy will be reviewed regularly and updated where it is considered necessary to ensure compliance with the Law and best practice.

**Approved by the Board:** 27 May 2015