

Overview

The board of directors (“Board”) continuously reviews current trends and practice in relation to corporate governance. Accordingly, the Board recognises the importance of timely and balanced disclosure of all material matters concerning the company. It also respects the rights of shareholders, to be fully informed and wishes to facilitate the effective exercise of those rights.

This policy sets out Cytopia’s corporate reporting and communication policies designed to ensure:

- Compliance with ASX Listing Rule requirements such that:
 - all investors have equal and timely access to material information concerning the company
 - all disclosed information is full and factual and presented in a clear and balanced way
- Effective communication with shareholders, analysts, brokers, the media and the public.

Responsibilities and Authorities

Responsibilities

The managing director and the chief financial officer have been delegated responsibility by the board for:

- administering this policy;
- all communications with the ASX including compliance with continuous disclosure and periodic disclosure requirements;
- overseeing and co-ordinating disclosure of information to ASX, analysts, brokers, shareholders, the media and the public;
- informing directors and employees on the company’s disclosure policies and procedures and raising awareness of the principles underlying continuous disclosure;
- updating periodically the policy and practices in response to internal structure, legislative and regulatory developments and technology developments; and
- reviewing all external communications to ensure that there are no breaches of statutory and regulatory requirements.

The company’s audit and risk committee has been delegated responsibility to monitor disclosure practices and compliance with this policy, and reports directly to the board.

Authorised spokespersons

The chair, managing director and chief financial officer have been authorised to speak on behalf of the company at media interviews, investor briefings, meetings with stockbroking analysts or institutional fund managers and at industry forums. Other directors may become spokespersons for the company. However, no external communications may occur without the authorisation of the managing director or chair, or in their absence, the chief financial officer.

No employee or associated party (such as consultants, advisers, lawyers, accountants, auditors, investment bankers) are permitted to comment publicly on matters that are confidential to the company. Employees and associated parties are required to sign confidentiality agreements to prevent the unauthorised disclosure of confidential information.

As part of its regular specialty reporting requirements, the Board reviews all ASX releases, media coverage and presentations that have been made to external parties and the managing director and chief financial officer are required to report on these activities at each board meeting.

ASX Disclosure obligations

Continuous disclosure

All material information (not the subject of the specific exclusions detailed in ASX Listing Rules 3.1A) is to be lodged immediately with the ASX.

Whether information is considered “material” or excepted from the requirement of disclosure, will vary according to the circumstances. The managing director and chief financial officer are responsible for exercising judgement in this regard. The following information is not exhaustive but is illustrative of what is usually considered to be material:

- significant changes in financial performance and financial position;
- changes in board directors and senior executives;
- investments, mergers, acquisitions or divestments;
- fund raisings or the issue of securities; and
- significant developments in regard to investee or subsidiary companies including the achievement of research and commercial milestones.

If there is any uncertainty, the managing director and chief financial officer discuss the matter with the chair and may seek external advice if necessary and then approach the ASX to seek its position on whether the information should be disclosed to the market.

All information, once disclosed to ASX and confirmation of that disclosure received, is:

- posted on the company’s website under the investor centre (as soon as possible) in a separate area from promotional material about the company;
- broadcast to shareholders and interested parties via email (where details are available); and
- when appropriate, issued to major news services and other media outlets.

Cytopia’s investee companies may have other listed companies as shareholders. Prior to disclosure of information by such investee companies, all relevant listed parties affected by disclosure have an opportunity to review the content of disclosure to consider if they are required to make a separate announcement to ASX. If so, all relevant listed parties should make their disclosures to ASX at the same time.

Trading halts

Trading halts are only used in exceptional circumstances to manage disclosure issues efficiently. Such circumstances may include:

- if confidential information about Cytopia or its investee companies is inadvertently disclosed and where an immediate release cannot be made which would fully inform the market; and
- if in preparing a major announcement, press conferences and briefings are required in advance of a formal announcement.

Periodic disclosure

As an ASX-listed company, Cytopia prepares an annual report and audited financial statements for each financial year and reviewed financial statements for the half-years ending 31 December.

The Board has delegated responsibility for the preparation of the annual report and these financial statements to the managing director and chief financial officer. They are responsible for ensuring that the financial statements comply with Australian equivalents to International Financial Reporting Standards, the Corporations Act 2001 and other mandatory professional reporting requirements and give a true and fair view of the company's financial position, performance, changes in equity, and cash flows.

They are also responsible for ensuring the annual reports provide a review of operations and activities and financial condition of the company. The annual reports should:

- provide explanation and analysis;
- be succinct and written in a narrative, clear style avoiding the use of technical language where possible;
- contain analytical description; and
- be balanced and objective.

The board has established an audit and risk committee that is responsible, among other things, for monitoring compliance with relevant laws and regulatory requirements and review of the annual report and financial statements.

Contact with analysts, investors, and the media

Analyst and investor briefings

Cytopia will not disclose price sensitive information at any meetings with external parties before formally disclosing it to the market..

The managing director and chief financial officer, as part of the company's pro-active investor relations program, regularly hold meetings and discussions with broker analysts and investors. Material used by the managing director and chief financial officer in such presentations is released to ASX and posted on the company's website.

Records are kept of all meetings and briefings with analysts and investors.

Any employee at a meeting or briefing, who considers that price sensitive information has been raised that previously has not been disclosed, must immediately refer that matter to the company secretary. All inadvertently disclosed material information must be immediately released to ASX.

Analysts Reports

To avoid inadvertent disclosure, company comments on analyst reports is restricted to information the company has publicly issued and information that is in the public domain.

A record is kept by the company of all publicly disseminated information about the company, including reports by analysts. This material is provided to directors as part of Cytopia's regular speciality reporting procedures.

The company will not endorse, or be seen to endorse analyst reports or the information they contain. The company will not post analyst research on its website, or externally distribute individual analyst projections or reports, but may identify the analysts and their firm by name.

The Media

The company will not comment on media speculation and rumours unless there are factual errors that could materially affect the company or as a result of a formal request from ASX.

The managing director and chief financial officer are responsible for determining whether a response is required and if so, the nature of that response. The managing director and chief financial officer also liaise with other directors in this regard.

Exclusive interviews should not be provided to the media that contain material information.

Shareholder communications

Newsletters

In addition to the above, the company sends shareholders, a newsletter that is designed to keep them and the investment community updated on the latest developments in Cytopia's business.

The managing director and chief financial officer are responsible for its production. The company newsletter is released to ASX prior to its dissemination to shareholders, and posted on the company's website.

Annual General Meetings

The Board has the opportunity to present to shareholders at least annually. This will usually involve:

- a presentation by the managing director regarding the company's performance to date and its outlook for the immediate future
- a presentation by the chief financial officer regarding the company's financial performance and position
- a presentation by the chief scientific officer regarding the company's scientific progress and results.

These presentations are released to the ASX prior to the general meeting and posted on the company's website as soon as possible thereafter.

The chair is required to allow shareholders a reasonable opportunity to ask questions or make comments on the management of the company. The company encourages the attendance of its auditor and allows reasonable opportunity to shareholders to ask the auditors questions relevant to the conduct of the audit and the preparation and contents of the auditor's report.

The company's secretary is responsible for notices of general meetings which comply in all material respects with ASX Corporate Governance Council Guidelines for notices of meetings.

The outcomes of resolutions brought before a general meeting are released to the ASX as soon as possible after the meeting and posted on the company's website thereafter.

Web-based Communications

The Cytopia website features a discrete section for shareholders and investors, which is regularly updated to ensure all parties have access to the most recent information. The website contains (among other things):

- annual reports and results announcements,
- all other company announcements to the ASX,
- speeches and support material given at investor presentations,
- company and directors profiles,
- company profile and company contact details.

Information lodged with the ASX will be available as soon as practical after the ASX confirms release of that information.

All information is clearly dated and archived to ensure users are aware that it may be out of date.

Shareholders and other interested parties are given the opportunity to receive information directly via email. Email messages generally advise the website has been updated, with an appropriate link directly to the information.