



Continuous Disclosure Policy

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Continuous Disclosure Policy

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1. Purpose

As an Australian public company, listed on the Australian Securities Exchange (**ASX**), Atomo Diagnostics Limited (**Atomo**) must comply with the Australian *Corporations Act 2001* (Cth) (**Act**) and the ASX Listing Rules. One of the most significant obligations imposed by the Act and the ASX Listing Rules is the requirement for Atomo to '**immediately disclose**' to the ASX information of which it is, or becomes, aware that 'a reasonable person would expect to have a material effect on the price or value' of Atomo securities (**material price sensitive information**). In this context, ASX has confirmed in Guidance Note 8 that the word 'immediately' means 'promptly and without delay'.

The purpose of this Policy is to:

- (a) ensure that all of Atomo Personnel are aware of Atomo's continuous disclosure obligations;
- (b) establish procedures for the central collection, control, assessment and if required, release to the ASX, of material price sensitive information about Atomo; and
- (c) reflect Atomo's commitment to meeting our shareholders' and other stakeholders' expectations for equal, timely, accurate and balanced disclosure of material price sensitive information about Atomo to ensure that the market is fully informed at all times.

2. Application

This Policy applies to the following persons no matter where they are located:

- all Directors of Atomo;
- all employees of Atomo, or any of its subsidiaries, whether full or part time or casual; and
- all persons working for Atomo under a contract or a consultancy agreement,

collectively referred to in this Policy as '**Atomo Personnel**'.

All Atomo Personnel must do everything necessary to ensure that Atomo complies with its continuous disclosure obligations.

3. Obligation to Report Information to the Disclosure Committee

If any person who is an Atomo Personnel becomes aware of information which they think may be material price sensitive information, they must report the information to a member of Atomo's Disclosure Committee **immediately**. See section 7 for details of the Disclosure Committee.

Breaching continuous disclosure rules may have serious consequences including fines or other penalties, imprisonment for Atomo officers and employees involved in the infringement, unwanted negative publicity, damage to Atomo's reputation, suspension of trading in Atomo shares, an investigation by the ASX or ASIC or a shareholder class action,

No Atomo Personnel should ever delay in reporting possible material price sensitive information.

4. The Obligation of 'Continuous Disclosure'

ASX Listing Rule 3.1 states as follows:

"Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information."

In addition, ASX Listing Rule 15.7 requires that an entity not release information intended for release to the market to anyone **until** it has given the information to the ASX, and has received an acknowledgement that ASX has released the information to the market.

When does Atomo become aware of information? Atomo is deemed to have become aware of information as soon as an officer of Atomo has, or ought reasonably to have, come into possession of the information in the course of performing their duties.

Once Atomo becomes aware of material price sensitive information, it must **immediately** disclose that information to the ASX.

What information will have a material effect on the price or value of Atomo's securities? The Act provides that a reasonable person is taken to expect information to have a material effect on the price or value of an entity's 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 those securities". The effect on the share price can be positive or negative.

In applying this test, ASX interprets the reference to “persons who commonly invest in securities” as a reference to persons who commonly buy and hold securities for a period of time based on their view of the inherent value of the security. In ASX’s view, it does not include traders who seek to take advantage of very short term (usually intraday) price fluctuations and who trade in and out of securities without reference to their inherent value and without any intention to hold them for any meaningful period of time.

Determining whether or not information would be likely to influence investor decisions, is always a matter of judgment. ASX has provided guidance which suggests that an officer of an entity who is faced with a decision on whether information needs to be disclosed may find it helpful to ask two questions:

1. Would this information influence my decision to buy or sell Atomo securities at its current market price?
2. Would I feel exposed to an insider trading allegation if I were to buy or sell securities at the current market price knowing this information had not been disclosed to the market?

It is well recognised that determining whether or not information is material price sensitive information can be difficult. It is the role of Atomo’s Board of Directors and Atomo’s Disclosure Committee to determine whether or not information is required to be disclosed to ASX.

5. Exceptions

There are some permitted exceptions to the obligation of continuous disclosure. The obligation does not apply to particular information while each of the following is satisfied:

1. One or more of the following 5 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
2. The information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
3. A reasonable person would not expect the information to be disclosed.

Whether an exception to disclosure applies in any specific circumstance will be decided by the Board of Directors or the Disclosure Committee, in consultation with the Chair of the Board or, in the Chair’s absence, the Chair of the Audit and Risk Committee.

The possible application of an exception to the obligation of continuous disclosure does not qualify or change the obligation on Atomo Personnel to immediately communicate or report material price sensitive information to a member of the Disclosure Committee.

6. The Importance of Confidentiality

It is vital that Atomo Personnel keep all material price sensitive information confidential until it is released on the ASX. If you become aware that material price sensitive information has leaked and is no longer confidential (for example, it is reported or referred to in the media or any information agency screens, or is discussed on social media platforms), Atomo Personnel must inform the Company Secretary **immediately** to allow Atomo to comply with its obligations under the ASX Listing Rules.

Loss of confidentiality (regardless of origin - media report, rumour, sudden bounce in Atomo's share price etc) may mean that Atomo is required to disclose particular information to ASX immediately, even though the information previously fell within one of the exceptions to disclosure eg the information related to an incomplete contract negotiation. A forced premature disclosure could be detrimental to Atomo.

7. Atomo's Disclosure Committee

For the purposes of ensuring compliance with Atomo's continuous disclosure obligations, Atomo's Managing Director, Chief Financial Officer and Company Secretary have been designated as Atomo's Disclosure Committee.

The **Disclosure Committee** is primarily responsible for:

- (a) making decisions on what is required to be disclosed publicly by Atomo;
- (b) ensuring that Atomo's announcements are accurate and balanced and expressed in a clear and objective manner that allows investors to assess the impact of information disclosed when making investment decisions; and
- (c) ensuring that this Policy is implemented and enforced and that all required material price sensitive information is disclosed to the ASX as required by the Act and the ASX Listing Rules;
- (d) monitoring Atomo's disclosure practices and making recommendations to the Board on updating this Policy as required; and
- (e) assisting Atomo Personnel to understand what information may require disclosure to ASX.

When information is reported to a Disclosure Committee member, that member must determine whether or not an immediate meeting of the Disclosure Committee is required. In some instances, the Disclosure

Committee may already be monitoring the information which has been reported. In these circumstances, a meeting of the Committee may not be required.

If a member of the Disclosure Committee is not available, the remaining members should meet without delay to consider the potential disclosure and may also invite the Chair of the Board or the Chair of the Audit and Risk Committee to join the meeting.

The Disclosure Committee will share all of its deliberations with the Chair of the Board or in their absence, the Chair of the Audit and Risk Committee.

The Annexure to this Policy sets out the role and responsibilities of the Board, the Disclosure Committee and the Company Secretary in relation to Atomo's continuous disclosure obligations.

8. Approval of Announcements

If the Disclosure Committee determines that information must be disclosed to ASX, the Committee must follow the approval procedure detailed in the Annexure.

9. Notifications to ASX

The Company Secretary has been designated as the person responsible for communication with the ASX in relation to ASX Listing Rule matters under Listing Rule 12.6.

Once an announcement has been approved in accordance with the procedure detailed in the Annexure, the Company Secretary will lodge the announcement on the ASX Market Announcements Platform (**MAP**) via the ASX Online facility.

The Directors receive copies of all announcements made to the ASX.

10. Responses to ASX and ASIC

From time to time, the ASX may query unexplained movements in Atomo's share price or trading volumes and may provide Atomo with a short period to respond to their questions. ASX will generally publish a query letter and Atomo's response on MAP.

In addition, from time to time, Atomo could be required to make a premature announcement of incomplete information due to a loss of confidentiality.

In order to be in a position to deal promptly and accurately with any ASX query and a possible loss of confidentiality:

- the Company Secretary will have a system in place for rapid discussion and review of Atomo's response to an ASX query;
- the Disclosure Committee will ensure that draft language is prepared in advance to address the possibility of confidentiality being lost in relation to specific information; and
- all of Atomo's responses must take account of likely future announcements so that Atomo's response does not appear, in hindsight, to have been less than clear and transparent.

11. Requests for Trading Halts

It may be necessary to request a trading halt from the ASX to ensure that orderly trading in Atomo's securities is maintained and to manage Atomo's disclosure obligations where, for example, confidentiality of price sensitive information is lost and Atomo is unable to make immediate disclosure.

The Disclosure Committee will consider and determine the need for a trading halt.

Upon the Disclosure Committee determining that there is a need to request a Trading Halt, the process for seeking approval to request a trading halt will be the Rapid Response Process detailed in the Annexure.

12. Market Speculation & Rumours

As a policy matter, Atomo will not comment on rumours unless a response is required to prevent or correct a false market occurring in Atomo securities or the ASX requires a response.

Whether a comment is to be made in response to market speculation or a rumour is a decision for the Board in consultation with the Disclosure Committee.

13. Communications with the Media and Investors

In addition to ASX announcements, Atomo may communicate with the market via group or one-on-one briefings with the investment community, including retail and institutional investors and investment banks and may give presentations at conferences.

Atomo will at all times observe the following guiding principles for market communications:

- Atomo must not disclose price sensitive information to an external party unless it has been previously disclosed to the market; and
- timely and accurate information must be provided equally to all shareholders and market participants.

Prior to giving a new and substantive investor or analyst presentation, Atomo will release a copy of the presentation materials to the market ahead of the presentation and the presentation materials will be made available to all shareholders via Atomo's website.

If an analyst asks a question at a private briefing which touches on a material price-sensitive area which has not been previously disclosed to the market, then Atomo's spokesperson will decline to answer the question or take it on notice and answer it after a general disclosure to the ASX has been made. If material price-sensitive information is inadvertently disclosed at a private briefing, then the information will be announced to the ASX as soon as practicable. As such, at any private briefing at least two executives or directors should be present and a detailed record of the meeting taken.

In respect of telephone conversations with investors, analysts and the media, a record should be made of the conversation.

Any information to be presented to a third party must be provided to the Managing Director for approval prior to the presentation.

14. Authorised Spokespersons

The only persons authorised to make public statements on behalf of Atomo are the Chair of the Board, the Managing Director and the Chief Financial Officer. If any other Atomo Personnel receive a request for comment from an investor, analyst or the media in relation to a matter relating to Atomo, they must advise the third party that they are not authorised to speak on behalf of Atomo and refer the inquiry to the Managing Director.

The Managing Director will keep the Chair informed of all communications with the media.

15. Responding to Analyst Reports

Stockbroking analysts frequently prepare reports on securities of listed entities which contain performance and financial forecasts.

It is Atomo's policy to be independent of analysts. Atomo will not endorse any analyst reports and will restrict its comments to analysts to factual matters and information which has been previously disclosed to the ASX and the market generally.

If a draft report has been sent to Atomo for comment, it should be forwarded immediately to the Chief Financial Officer.

16. Blackout Periods

In order to prevent inadvertent disclosure of information that is incomplete or uncertain, the Company has imposed a communication 'blackout' between the end of a half year or full year financial reporting period and the announcement of the financial results for that period. No Atomo Personnel will discuss financial information with third parties during these blackout periods unless the information has previously been disclosed to the ASX.

During these pre-result periods, Atomo will not hold one-on-one briefings with investment community representatives, analysts or the media unless the information to be discussed has been announced to the ASX.

17. Chatrooms

Atomo Personnel must not participate in chat room discussions on the internet, such as stock market forums, where the subject matter relates to Atomo unless authorised in writing to do so by the Managing Director, Chief Financial Officer or Company Secretary.

Atomo will monitor identified relevant social media platforms to ensure compliance with this Policy.

18. Inadvertent Disclosure

If any material price sensitive information is inadvertently disclosed by Atomo Personnel to a party outside Atomo, the Disclosure Committee must be immediately notified in order that the Committee can assess the need for an immediate ASX announcement.

19. Questions

Any questions about Atomo's continuous disclosure obligations or this Policy should be referred to the Company Secretary.

20. Review and Revision

This Policy will be reviewed at least annually by the Disclosure Committee to ensure that it remains effective and consistent with all relevant legal pronouncements and ASX corporate governance recommendations and the Disclosure Committee will make recommendations to the Board for updating of the Policy as required.

The Board may amend this Policy by resolution.

Annexure

Role of Atomo's Disclosure Committee

The Disclosure Committee is responsible for:

- reviewing information to determine if there is a disclosable information (including seeking external advice where required provided that disclosure cannot be delayed if the information is obviously material price sensitive information) and if so, whether or not a non-disclosure exception applies;
- determining whether or not information must be disclosed to the ASX and if so, whether or not Board approval of the announcement is required;
- overseeing and coordinating disclosure of information to ASX, shareholders, the media and the public;
- coordinating the actual form of disclosure;
- ensuring that all disclosures to ASX are approved either jointly by Atomo's Disclosure Committee and the Chair of the Board or by Atomo's Board, as applicable (see below under Role of Atomo's Board of Directors);
- establishing and maintaining Atomo's disclosure policies and procedures and ensuring that there is an adequate system in place for the disclosure of all material price sensitive information to the ASX in a timely fashion;
- considering whether a 'trading halt' is necessary to facilitate an orderly, fair and informed market for Atomo securities;
- considering any queries received from the ASX including any 'price query' or 'false market' letters; and
- educating management and staff on Atomo's disclosure policies and procedures.

Role of Atomo's Company Secretary

Atomo's Company Secretary has been designated as the person responsible for communication with the ASX in relation to ASX Listing Rule matters under Listing Rule 12.6. In particular, he/she is responsible for:

- liaising with the ASX about continuous disclosure and other disclosure obligations under Chapters 3 and 4 of the ASX Listing Rules;
- seeking approval of announcements from Atomo's Board in relation to periodic financial reports and specific matters as set out below;
- immediately lodging material investor presentation slides and any price sensitive information from public speeches given by Atomo Board members or senior management that relate to Atomo or its business prior to the investor briefing;
- lodging administrative, non-price sensitive announcements such as procedural appendices with the ASX;
- implementing procedures to ensure that his or her ASX login details are secure;
- ensuring Atomo's Board and senior management are aware of this Continuous Disclosure Policy and of the principles underlying continuous disclosure;

- advising Atomo's Disclosure Committee and Chair of any queries received from the ASX including any 'price query' or 'false market' letters;
- ensuring this Continuous Disclosure Policy is reviewed and updated as necessary;
- developing template ASX announcements and trading halt requests;
- submitting a 'trading halt' request to the ASX once such request is considered appropriate by the Disclosure Committee;
- forwarding to the Board all copies of material market announcements promptly after they have been made on MAP; and
- maintaining an accurate record of all announcements lodged on MAP and all correspondence with ASX or ASIC in relation to Atomo's continuous disclosure obligations.

Role of Atomo's Board of Directors

Board approval of ASX announcements is required for the matters listed below:

- quarterly, half year and full year reports;
- addresses to any Atomo general meeting;
- any statement relating to Atomo's future earnings performance;
- dividend policy or declarations;
- company transforming transactions or events; and
- any other matters that are determined by the Disclosure Committee or Chair of the Board to be of fundamental significance to and comprising material price sensitive information about Atomo.

Announcements which do not require Board approval will be approved by the Disclosure Committee and the Chair of the Board or in his or her absence, the Chair of the Audit and Risk Committee.

As a standing agenda item at each Board meeting, the Directors will raise and consider whether there is any information (including any matters reported to or discussed at the Board meeting) that may potentially need to be disclosed to the market pursuant to Atomo's continuous disclosure obligation.

If an announcement is to be approved by the Board, the Company Secretary or another member of the Disclosure Committee must provide the Board with all relevant information necessary to ensure that the Board is able to fully appreciate the matters dealt with in the announcement.

Rapid Response Process

If an announcement must be disclosed to the market immediately and it is not practicable to seek approval from the Board (recognising the requirement to immediately disclose material price sensitive information), a member of the Disclosure Committee (meaning the Managing Director or Chief Financial Officer or Company Secretary) may authorise disclosure in consultation with the Chair of the Board or, in the Chair's absence, the Chair of the Audit and Risk Committee.

Where it is not practicable to seek approval from the Board in relation to the release of periodic financial reports, a member of the Disclosure Committee may authorise lodgement with the ASX in consultation with the Chair of the Board or, in the Chair's absence, the Chair of the Audit and Risk Committee.