

# CONTINUOUS DISCLOSURE POLICY AND PROCEDURES

## 1. Introduction

ASX Listing Rule 3.1 requires that once a company 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 company's securities, the company must tell ASX that information.

Failure to comply can result in civil and criminal proceedings against both Cochlear Limited ("the Company") and any person involved in the contravention. Substantial damages and penalties apply under the Corporations Act.

This document sets out the policies and procedures which will operate to ensure that Cochlear Limited, as a listed company, meets its disclosure obligations under the ASX Listing Rules and Corporations Act.

This Policy was last revised by the Board of the Company on 6 June 2011.

## 2. Policy

### 2.1 Compliance with Disclosure Requirements

It is the policy of the Company to act at all times with integrity and in accordance with law, including the disclosure requirements of the ASX Listing Rules, ASX Guidance Notes, the ASX Corporate Governance Council Recommendations and the Corporations Act.

### 2.2 Continuous Disclosure Notification of ASX

The Company shall immediately notify the ASX if it becomes aware of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares or other securities.

The Company becomes aware of information if a director or member of the senior executive team has come into possession of the information in the course of the performance of their duties as a director or senior executive of the Company.

### 2.3 Exception

Paragraph 2.2 does not apply to particular information while the following apply:

- i. A reasonable person would not expect the information to be disclosed; and
- ii. The information is confidential and the ASX has not formed a view that the information has ceased to be confidential;
- iii. One or more of the following applies:
  - it would be a breach of a 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 the internal management purposes of the Company; or
- the information is a trade secret.

All of the above three requirements must be satisfied for material information to be exempt from disclosure.

## 2.4 Material Information

Information is material if it would or would be likely to influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the Company's securities. In assessing materiality, consideration is given to the Company's business activities, size and place in the market.

## 2.5 Avoiding a False Market

If the ASX considers that there is or is likely to be a false market in the Company's shares or other securities and asks the Company to provide it with information to correct or prevent a false market, the Company will give the ASX such information as is necessary to correct or prevent the false market, or if it is unable to do so, will request a trading halt. The extent of the information to be provided by the Company will depend on the nature of the false market and the information requested by the ASX, which must be determined in the particular circumstances of each case.

"False market": ASX may consider that there is or is likely to be a false market in the Company's shares or securities in different circumstances, including:

- if there is a reasonable specific rumour or media comment in relation to the Company that has not been clarified or confirmed by an announcement to the ASX and the Company's shares or securities are moving in a way referable to such a rumour or comment;
- if the Company does not have disclosable information, and a specific rumour or media comment is made about the Company which is completely inaccurate, and the Company's shares or securities are moving in a way referable to such a rumour or comment; or
- if the Company discovers that information disclosed to the market under this Policy is or has become materially incorrect due to subsequent information.

The ASX may require disclosure in these circumstances even when the three limbs of the exception under paragraph 2.3 are otherwise met.

## 2.6 Compliance with ASX requests

The Company must give the ASX any information, document or explanation that the ASX asks for to enable the ASX to be satisfied that the Company is, and has been complying with the Listing Rules.

## 3. Responsibilities

### 3.1 Board of Directors

The Board is responsible for ensuring the Company complies with its continuous disclosure obligations. To this end, the Board is responsible for implementing and overseeing this disclosure policy.

### 3.2 Company Secretary

The Company Secretary shall be responsible for:

- a. ensuring the Company complies with the continuous disclosure requirements; and
- b. communicating with the ASX in relation to Listing Rule matters including lodging disclosures with the ASX; and
- c. overseeing and co-ordinating disclosure of information to the ASX, analysts, brokers, shareholders, the media and the public;
- d. educating directors, officers and employees on the Company's disclosure obligations, policies and procedures and raising awareness of the principles underlying continuous disclosure; and
- e. co-ordination, preparation and approval of all media releases by the Company and its related corporations (not including paid advertising).

### 3.3 Authorised Company Spokespersons

Unless otherwise advised, the nominated Company spokespersons are the Chairperson, Chief Executive Officer/President, Chief Financial Officer, Company Secretary and any other persons authorised by the Chairperson or Chief Executive Officer/President.

- The spokespersons are entitled to clarify information publicly released through the ASX, but they should not add to or reveal material price sensitive matters. The Company Secretary will liaise with those persons about Company's disclosure history to reduce the likelihood of inadvertent disclosure of such price sensitive matters.
- The Company Secretary should be kept advised of all discussions with the media and consulted in relation to any significant briefings or disclosures.

## 4. Procedures

### 4.1 Potentially Disclosable Information

- Any director of the Company or its subsidiaries or related corporations or member of the senior executive team who becomes aware of any information concerning the Company that may be covered by paragraph 2.2 above, shall immediately provide such information to the Company Secretary.
- Any employee of the Company or its subsidiaries or related corporations who becomes aware of any information concerning the Company that may be covered by paragraph 2.2 above and has not been previously released by the Company to the ASX, shall immediately provide such information to the relevant senior executive team member for their business or function.
- Disclosure issues will be a standing item at meetings of the Board of Directors. All potential matters for disclosure should be brought to the attention of the Company Secretary and signed schedules by senior executives will be tabled at each Board of Directors meeting.
- Matters of strategic and/or operational importance that are likely to influence an investment decision may, depending on the special circumstances, be considered material information which should be released to the market (eg. the appointment of a key executive and any material terms of the relevant service agreement applicable). Such matters should be brought to the attention of the Company Secretary.
- Decisions regarding whether something is either price sensitive or of strategic or operational importance which should be released to the market shall be made after consultation with the

Chief Executive Officer/President, Company Secretary, General Counsel and any other relevant individuals.

#### **4.2 Communication of Disclosable Information**

- All information that would be expected to have a material effect on the price or value of the Company's securities will be released by the Company Secretary to the ASX before any other person.
- All information disclosed to the ASX in compliance with this policy will be promptly placed on the Company's website following receipt of confirmation from the ASX.
- If a Company employee becomes aware of an inadvertent disclosure of material price sensitive information (which has not been disclosed to the ASX) or that confidential Company information may have been leaked, he or she should immediately notify the Company Secretary.

#### **4.3 Managing Market Speculation and Rumours**

Market speculation and rumours, whether substantiated or not, have a potential to impact the Company. Speculation may result in the ASX formally requesting disclosure by the Company, may contain factual errors and could materially affect the Company.

The Company does not respond to speculation and market rumours. Employees must observe this policy at all times. Notwithstanding this, the Company may issue a statement where:

- the Company considers it has an obligation to make a statement; or
- the Company is required to respond to a formal request from the ASX (refer paragraph 2.5 above).

#### **4.4 Trading Halts**

It may be necessary to request a trading halt from the ASX to ensure orderly trading in the Company's securities. Such circumstances could include:

- if confidential information about the Company is inadvertently made public, to enable it to prepare an appropriate announcement to the market;
- if preparing for a major announcement, the Company may need to arrange briefings in advance of the formal announcement to avoid market uncertainty;
- to prevent an uninformed market pending announcement of a material matter.

The Chairperson and/or the Chief Executive Officer/President will make all decisions in relation to trading halts. No employee is authorised to seek a trading halt except with the approval of the Chairperson and/or Chief Executive Officer/President.

#### **4.5 Contact with the Market**

- The Company interacts regularly with the market in a variety of ways including result briefings, market announcements, formal addresses and one on one briefings. In addition, the Company provides background and technical information to institutional investors and stockbroking analysts to support announcements made to the ASX. In this section these types of contacts will be called "market discussions".

- The company recognises that it is important to have market discussions and that there should be no undisclosed price sensitive information communicated during these discussions. The authorised company spokespersons may clarify information that the Company has publicly released, but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.
- Where a question raised in a briefing can only be answered by disclosing material price or value sensitive information, employees must decline to answer the question or take the question on notice and wait until the Company announces the information publicly through the ASX before responding. If any employee participating in the briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to the Company Secretary.
- If any other employee (other than an authorised company spokesperson) receives a request for comment from an external investor analyst or the media in relation to any matter concerning the Company, they must advise that person that they are not authorised to speak on behalf of the Company and must refer inquiries to the Company Secretary.
- Slides and presentations used in market discussions should be given to the ASX for immediate release to the market and posted on the Company's website. These slides and presentations must have first been provided to the Company Secretary, before the relevant briefing, in order for the Company Secretary to determine whether all information has been previously disclosed to the market or may require disclosure.

#### **4.6 Review of Analyst Reports**

The Company recognises the important role performed by analysts in assisting the establishment of an efficient market with respect to the Company's securities. However, the Company is not responsible for, and does not endorse, analyst reports that contain commentary on the Company.

- Where analysts send draft reports to the Company to comment, they must immediately be referred to the Company Secretary.
- The Company will not provide non-disclosed material price or value sensitive information in response to such reports. The information may be reviewed only to correct factual inaccuracies on historical matters. Any correction of factual inaccuracies by the Company does not imply endorsement of the contents of these reports.

#### **4.7 Responding on Financial Projections and Reports**

Comments on the Company's financial projections and reports will only be made in relation to material that has already been publicly disclosed. Responses will be avoided which suggest that the Company or the market's current projections are incorrect. The Company will publicly announce any material change in expectations before commenting to anyone outside the Company.

#### **4.8 Disclosure of Corporate Governance Compliance**

The Company will include in the Corporate Governance section of its Annual Report, and/or make publicly available by posting to the Company's website in the Corporate Governance section, all such information as the Company is required to disclose as a consequence of the reporting requirements specified in the ASX Corporate Governance Council Recommendations.

#### **4.9 Breaches of This Policy**

Employees are expected to strictly comply with the continuous disclosure policy and breaches will be subject to disciplinary action, up to and including dismissal.

#### **4.10 Advisers and Consultants**

The Company will require consultants and professional advisers engaged by the Company or any of its subsidiaries to adhere to this Policy. The Company may ask such consultants and professional advisers to sign a confidentiality agreement.