



truscreen
a world without
cervical cancer

TruScreen Group Limited

Market Disclosure Policy

1. Introduction

TruScreen Group Limited (the “Company”) has shares quoted on the New Zealand Stock Exchange’s NZX Market and is committed to keeping the market and its shareholders informed of all information relating to the company as required by the NZX Listing Rules, NZX Guidance Notes and the Financial Markets Conduct Act 2013. The Company is also listed as a Foreign Exempt Listing on the Australian Securities Exchange (ASX).

2. Purpose

The purpose of this policy is to promote the timely and balanced disclosure of all matters to ensure:

- The Capital Markets are informed at all times of relevant information to promote transparency, efficiency and fairness;
- Equality of information so that no investor is disadvantaged against another and all investors are able to make informed investment decisions; and
- Promote effective, balanced and understandable communication with shareholders.

3. Scope

This policy applies to the Board of Directors (“**Board**”), senior management and all employees, secondees, contractors and consultants of TruScreen and its subsidiaries (“**TRU person, TRU people**”).

4. Key Principles of Disclosure

TruScreen is subject to the disclosure obligations of Section 3 of the NZX listing rules which requires that once TruScreen becomes aware of any Material Information concerning it, the Company immediately releases that Material Information to the NZX.

The disclosure of this information to any other parties before it has been released to the NZX is prohibited.

Material Information is information that:

- A reasonable person would expect, if it were generally available to the market, to have a material effect on the price of TruScreen’s listed securities; and
- Relates to particular securities of TruScreen, or to TruScreen itself (rather than to securities generally or issuers generally).

Some examples of what constitutes Material Information can be found in Appendix A of this policy.

5. Disclosure Reporting

The Chairman and CEO, or a Disclosure Committee, will be responsible for ensuring the company complies with its disclosure obligations and this Policy.

As soon as a TRU person becomes aware of information that is or may be material, they must either consult with the Chairman and CEO, or the Disclosure Committee, with all relevant information which, depending on the circumstances, may include:

- A general description of the matter;
 - Details of the parties involved;
 - The relevant date of the event or transaction;
 - The status of the matter (e.g final, negotiations still in progress, preliminary negotiations only);
 - The term or value of the transaction; and
 - The estimated effect on TruScreen's financial position.

Following receipt of the information, the Board will be advised immediately and a meeting convened to consider the matter. If there is likely to be any delay in releasing any Material Information, a Trading Halt may need to be requested until such time as the Material Information can be released.

6. Trading Halt

If necessary, the Chairman and CEO, or Disclosure Committee, may consider requesting a trading halt (refer NZX Trading Halts & Suspensions Guidance Notes) to ensure orderly trading of the Company's securities and to manage disclosure issues.

7. Measures to Prevent a False Market

The Company will monitor conventional media for speculation and rumours about the company. It will not generally comment on this unless the speculation or rumours indicate that previously undisclosed confidential information is no longer confidential. In this case, the board may authorize a statement to be released through an Interim Update.

8. Accountabilities

TruScreen people

It is the responsibility of all TRU people to discuss with the Chairman and CEO, or Disclosure Committee, whether any information they hold requires disclosure in accordance with this policy.

Chairman and CEO, or Disclosure Committee

They are accountable for:

- Promptly considering any **Material Information** from a TRU person;
- Determining what is **Material Information** and what information needs to be disclosed to the market through the NZX's market announcement platform in the required form as prescribed by the NZAX Listing Rules;
- Reviewing and approving announcements prior to release to the capital markets or media;
- Liaising with the Board on disclosure matters; and
- Immediately disclosing **Material Information** in accordance with this policy.

TRU Senior Management

The Company's senior management will consider on a regular basis if there is any information that may require disclosure in accordance with this policy and are responsible for identifying and reporting any matters that may need to be disclosed.

Board of Directors

The Board will consider at each Board meeting if there is any information that may require disclosure in accordance with this policy.

9. Confidential Discussions or Negotiations

Before entering into any confidential discussions or negotiations that may result in the release or disclosure of any information not generally available to the market or public in general, all TRU people must first have approval of the Chairman, Board or Disclosure Committee.

If approval is given, the Chairman, Board or Disclosure Committee will approve all information to be released and will ensure that before any discussions or negotiations take place, a binding Deed of Confidentiality (“**DOC**”) is signed by all parties involved.

Those involved in the discussions will always be responsible for ensuring that no information is released outside the parties’ subject to the DOC and if there is a suspected breach, the Chairman, Board or Disclosure Committee must be advised immediately.

10. Review

The Board is accountable for approving this policy and any amendments to it. The policy will be reviewed every 24 months or earlier if determined by the Board.

Appendix A

The following information is likely to be considered Material Information under the NZX Continuous Disclosure rules:

- Appointment of a receiver, manager, liquidator in respect of any loan, trade credit, trade debt, borrowing or securities held by the Issuer or any of its Subsidiaries.
- A transaction for which the consideration payable or receivable is a significant proportion of the written down value of the entity's consolidated assets. Normally, an amount of 5% or more would be significant, but a smaller amount may be significant in a particular case.
- A recommendation or declaration of a dividend or distribution.
- A recommendation or decision that a dividend or distribution will not be declared.
- Intention to undertake a capital raising.
- Undersubscription or oversubscription to an issue.
- A copy of a document containing market sensitive information that the entity lodges with an overseas stock exchange or other regulator which is available to the public. The copy given to NZX must be in English.
- Giving or receiving a notice of intention to make a takeover.
- Any proposed change in the general nature of the business of an Issuer or its group.
- A disposal or acquisition (including entering into any agreement or option to do so) of Quoted Securities of another Issuer carrying 5% or more of the Votes attaching to any Class of Securities of that Issuer.
- The acquisition or disposition of Securities in the Issuer carrying 5% or more of the Votes attaching to any Class of Securities of that Issuer.
- Acquisition or disposition, by whatever means of assets of any nature (including entering into any agreement or option to do so) where the gross value of those assets, or the consideration paid or received by the Issuer, represents more than 10% of the Average Market Capitalisation of the Issuer.