1. *Purpose*

This policy outlines the mandatory disclosure obligation of Genetic Technologies Limited (GTG or the Company) as required under the Corporations Act 2001 and the ASX Listing Rules. The policy is designed to ensure that procedures are in place so that stock markets in which the Company's securities are listed are properly informed of matters which may have a material impact on the price at which the securities are traded.

The Company is required to immediately notify ASX once it becomes aware of any information which a reasonable person would expect to have a material effect on the price or value of the Company's securities, unless an exception applies at that time.

This policy outlines corporate governance measures adopted by the Company to further its commitment to disclosure and communication of information. It seeks to incorporate:

- disclosure obligations in the ASX Listing Rules;
- Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of shareholders) of ASX Corporate Governance Council's Corporate Governance Principles and Recommendations; and
- the principles in ASX's Guidance Note 8 and the 10 principles set out in ASIC's Regulatory Guide 62: *Better disclosure for investors*.

2. *Scope*

This scope of this policy applies to all GTG employees including the Board, Directors and Officers and GTG consultants.

3. *Responsibilities*

It is the responsibility of all GTG employees, including Directors, to have read and understood this policy.

3.1 **Disclosure Officers**

The Chief Executive Officer and the Company Secretary have been appointed as the Company's Disclosure Officers responsible for implementing and administering this policy. The Disclosure Officers are responsible for all communication with ASX and for making decisions on what should be disclosed publicly under this policy. When time allows other directors or executives may be consulted about the material to be disclosed provided that such consultation does not involve significant delay. The Disclosure Officers ensure the Board receive copies of all material market announcements promptly after they have been made.

3.2 **Authorised spokespersons**

The Company's authorised spokespersons are the Chief Executive Officer and Company Secretary. In appropriate circumstances, the Chief Executive Officer may from time to time authorise other spokespersons on particular issues within their area of expertise.

No directors, employees or consultants are permitted to comment publicly on matters confidential to the Company. Any information which is not public must be treated by directors, employees and consultants as confidential until publicly released.

3.3 **Obligations of officers and employees**

Officers and employees of the Company have the following obligations:

a) if they have a question regarding any aspect of this Policy, they should direct their inquiries to the Disclosure Officers;

b) as soon as they become aware of any information that is not generally available and which may be considered market sensitive, they must immediately notify the Chair, the Chief Executive Officer or, in their absence, the Company Secretary;

c) if unsure as to whether the information may be "market sensitive" or may influence an investor's decision to buy or sell the Company's securities, the information must be referred to the Chair or, in his or her absence, the Disclosure Officers for determination;

d) if they inadvertently leak information to the media or public or become aware that information has been leaked, they must make no comment in relation to the information and must notify the Chair or, in his or her absence, the Disclosure Officers immediately;

e) they must not make any comments in respect to market speculation and rumours. If approached by the media or an external party for information, they must not make any comment and must notify the Chair or, in his or her absence, the Disclosure Officers immediately; and

f) senior managers are responsible for reporting any material matter arising in their areas of responsibility that could potentially require disclosure to the Chair or, is his or her absence, the Disclosure Officers.

4. References

- Corporations Act 2001
- ASX Listing Rules

5. Definitions

Securities: Fully paid ordinary shares in the capital of GTG and options

ASX: Australian Securities Exchange

6. Policy

This policy has been adopted by the Board of Directors of the Company including the Chief Executive Officer and Company Secretary.

The Company is committed to the objective of promoting investor confidence and the rights of shareholders by:

a) complying with the general and continuous disclosure principles contained in the Corporations Act and the ASX Listing rules;

b) preventing the selective or inadvertent disclosure of market sensitive information;

c) ensuring shareholders, stakeholders and the market are provided with timely disclosure of information concerning the Company which may have a material effect on the price or value of the Company's securities;

d) ensuring that all market participants have equal opportunity to receive externally available information issued by the Company; and

e) market announcements being accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

6.1 Material Information

In accordance with the ASX Listing Rules, the Company must immediately notify the market (via an announcement to the ASX) of any information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Information need not be disclosed if:

a) a reasonable person would not expect the information to be disclosed; and

b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and

c) one or more of the following applies:

- it would breach 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.

The Company is also required to disclose information if asked to do so by the ASX, to correct or prevent a false market.

The *Corporations Act 2001* defines material effect on price or value as being where a reasonable person would be taken to expect information to have a material effect on the price or value of 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 the securities

6.2 "Aware" of information

The Company is taken to be aware of information if any of its directors, Company Secretary or senior managers has, or ought reasonably to have, come into possession of that information in the course of the performance of their duties as an officer of the Company.

6.3 Review of Communication for Disclosure

The Disclosure Officers will review all communications to the market to ensure that they are full and accurate and comply with the Company's obligations. Such communications may include:

a) media releases;
b) analyst, investor or other presentations;
c) prospectuses; and
d) other corporate publications.

Examples of information or events that are likely to require disclosure include:

a) financial performance and material changes in financial performance or projected financial performance;
b) changes in relation to directors and senior executives, including changes in the terms of employment of the Chief Executive Officer and the independence of directors;
c) mergers, acquisitions, divestments, joint ventures or material changes in assets;

d) significant patent developments;

e) material changes to the Company's security position;

f) material information affecting joint venture partners, customers or non-wholly owned subsidiary companies;

g) media or market speculation;

h) analyst or media reports based on inaccurate or out of date information;

i) industry issues which have, or which may have, a material impact on the Company; and

j) decisions on significant issues affecting the Company by regulatory authorities.

Where there is any doubt as to whether an issue might materially affect the price or value of the Company's securities, the Disclosure Officers will assess the circumstances with appropriate senior executives and if necessary, seek external professional advice.

All presentations to analysts and investors will be released to the ASX and then loaded onto the Company's website.

6.4 Review by the Board

As a matter of law, not every announcement of information needs to be referred to the Board. However, matters affecting fundamental aspects of the business or structure of the Company should be approved by the Board. Those matters would include major corporate events such as capital raisings, structural changes and takeover proposals. The Board may also elect to approve certain announcements.

The Disclosure Officers may also, at their discretion, refer such disclosure matters to the Board for review as the Disclosure Officers determines as appropriate.

6.5 Reporting of Disclosable information

Once the requirement to disclose information has been determined, the Disclosure Officers are the only persons authorised to release that information to the ASX.

Information to be disclosed must be lodged as soon as possible with the ASX. Any such information must not be released to the general public until the Company has received formal confirmation of lodgement by the ASX.

All information disclosed to the ASX in compliance with this policy must be promptly loaded onto the Company's website.

6.6 Confidentiality

Confidential information is information that is confidential as a matter of fact.

There may be a loss of confidentiality even if the Company has entered into confidentiality agreements. For example, where there is rumour circulating in relation to, or the media is commenting on such information, this will generally indicate that confidentiality has been lost.

Officers and employees of the Company owe a duty of confidentiality to the Company and must ensure that the confidentiality of any information concerning the Company that comes into their possession is protected, by:

a) refraining from discussing or divulging the information to any person except in accordance with this Policy; and
b) ensuring that any material within their possession relating to that information is properly and securely stored and is not disclosed to an unauthorised person.

It is important all officers and employees safeguard the confidentiality of corporate information to avoid premature disclosure.

6.7 Market Speculation and Rumours

As a guiding principle, the Company has a "no comment" policy on market speculation and rumours, which must be observed by all employees. However, the Company will comply with any request by the ASX to comment upon a market report or rumour.

6.8 False market

If ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market.

6.9 Trading Halts

The Company may, in exceptional circumstances, request a trading halt to maintain orderly trading in the Company's securities and to manage any disclosure issues.

No employee of the Company is authorised to seek a trading halt except for the Disclosure Officers.

6.10 Media relations

Media relations and communications are the responsibility of the Chief Executive Officer who is the spokesperson of the Company.

Any inquiry that refers to market share, financials or any matter which the recipient considers may have a material effect on the price of Company's securities must be referred to the Chief Executive Officer.

No information is to be given to the media on matters which are of general public interest or which may materially affect the price of the Company's securities without the approval of the Chief Executive Officer.

The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

6.11 Meeting and Group Briefings with Investors & Analysts

The Chief Executive Officer is primarily responsible for the Company's relationship with major shareholders, institutional investors and analysts and shall be the primary contact for those parties.

If the Company gives a new and substantive investor or analyst presentation it will release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. Upon confirmation of receipt by ASX, the briefing material is loaded onto the Company's website. Briefing materials may also include information that may not strictly be required under continuous disclosure requirements.

The Company will not disclose market sensitive information in any meeting with an investor or stockbroking analyst before formally disclosing it to the market. The Company considers that one-on-one discussions and meetings with investors and stockbroking analysts are an important part of pro-active investor relations. However, only previously disclosed Company information will be discussed in such meetings and any questions raised in relation to market sensitive issues not already disclosed to the market will not be answered or will be taken on notice. If a question is taken on notice and the answer would involve the release of market sensitive information, the information must be released through ASX before responding.

6.12 Periods Prior to Release of Financial Results

During the time between the end of the financial year or half year and the actual results release, the Company will not discuss financial performance, broker estimates and forecasts and particularly, any pre-result analysis with stockbroking analysts, investors or the media, unless the information to be discussed has already been disclosed to the ASX. Refer to the Company's Securities Trading Policy for further information.

6.13 Web Based Communication

The Company's website enables shareholders and investors to ensure that such information can be accessed by interested parties. Such information will include:

a) annual reports and results announcements;

b) all other company announcements made to the ASX;

c) speeches and support material given at investor conferences or presentations;

d) company profile and company contact details; and

e) all written information provided to investors or stockbroking analysts.

Announcements lodged with the ASX will be placed on the Company's website as soon as practicable after ASX confirms receipt of that information.

Shareholders may be offered the option of receiving information via e-mail instead of post.

6.14 Analysts Reports & Forecasts

Stockbroking analysts frequently prepare reports on listed companies that typically detail their opinion on strategies, performance and financial forecasts. To avoid inadvertent disclosure of information that may affect the Company's value or share price the Company's comments on analyst reports will be restricted to:

a) information the Company has issued publicly; and

b) other information that is in the public domain.

Given the level of market sensitivity to earnings projections, the Company will only make comment to correct factual errors in relation to information publicly issued by other parties and Company statements

7. Review

The Policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to the Policy. This policy may be amended by resolution of the Board.

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