

Primary Health Care Limited

Communication (including Continuous Disclosure) Policy

1. Introduction

1.1 Purpose of this Policy

The Primary Group is committed to a culture of corporate compliance and ethical behaviour generally. This includes:

- effective communication with Primary shareholders;
- effective communication with other stakeholders, including regulators and the media; and
- compliance with the requirements of the Corporations Act and the ASX Listing Rules regarding disclosure to the market.

1.2 Who does this Policy apply to?

This Policy applies to

- all officers, employees and temporary staff of Primary Health Care Limited (**Primary**), and its related bodies corporate (together, the **Primary Group**) (**Staff Members**);
- persons engaged by the Primary Group, for example professional services providers, and their employees (**Contractors**).

1.3 Background to this Policy

The Corporations Act and the ASX Listing Rules require that a company disclose to the market matters which could reasonably be expected to have a material effect on the price or value of the company's securities.

Management processes are in place throughout the Primary Group to ensure that all material matters which may potentially require disclosure are promptly reported to the Chief Executive Officer (CEO), through established reporting lines, or as a part of the deliberations of the Primary Group's Executive Committee.

The Primary Group communicates with shareholders and the investment community in a variety of ways. For the purpose of this document, references to shareholders and the investment community include all existing and potential shareholders of the Primary Group's shares, as well as stockbroking analyst teams which research the stock.

1.4 Relationship of this Policy to the Primary Group's Code of Conduct

The Primary Group's Code of Conduct sets out the principles by which Primary Directors and employees will conduct business.

The Primary Group also has a policy on trading in Primary's securities by Staff Members. This Policy should be read in conjunction with the Code of Conduct and the Policy on Trading in Primary Securities. All documents are available under the Corporate Governance section on the Primary website: www.primaryhealthcare.com.au

2. Disclosure Committee

2.1 Purpose of Committee

The purpose of the Disclosure Committee is to advise the CEO and Primary's Board on matters which may require disclosure to the market in accordance with the Primary Group's disclosure obligations.

2.2 Disclosure, not form or procedure, takes priority

In carrying out its duties, the Committee is not limited by the terms of this Policy and is to maintain effective disclosure pursuant to the ASX Listing Rules as its primary objective.

2.3 Committee Structure and members

The Disclosure Committee is comprised of the following members:

- Chief Executive Officer (CEO);
- Chief Financial Officer (CFO);
- Group Company Secretary;
- Group Executive Corporate Affairs; and
- Group Executive People & Legal.

Each Committee member may nominate a delegate act in their place in relation to the Committee, including attendance at meetings and exchange of communications.

2.4 Responsibility for communications with ASX

The Group Company Secretary is responsible for communications with the ASX and for ensuring that market sensitive information is not released to any person until the ASX has confirmed its release to the market.

2.5 Disclosure Committee Procedure

A quorum of the Disclosure Committee is three members or their delegates.

The Disclosure Committee may determine its own procedure as necessary from time to time. Meetings may take place with the assistance of technology and not all attendees need be physically present.

The Committee may determine matters through the exchange of communications without a meeting being held (for example, by e-mail).

2.6 Reference to Primary's Board

The Disclosure Committee may refer a matter to the Chairman of Primary to determine whether or not the full Board should be contacted to determine a disclosure issue.

The Disclosure Committee may resolve to recommend that the CEO authorise the Group Company Secretary to request a trading halt while this process occurs. See section 6 below for more detail.

3. Communication with the Shareholder and Investment Community

3.1 How the Primary Group communicates with its shareholders and the investment community

Material information will be lodged with the ASX prior to it being provided to shareholders, investors and analysts. Once ASX receipt is confirmed the same information will be posted on Primary's website at www.primaryhealthcare.com.au. Copies will also be available on the ASX website at www.asx.com.au.

3.2 Authorised persons

Any executive briefings to analysts, investors or any section of the market can only be given by the CEO, CFO, Group Executive - Corporate Affairs and those executives specifically authorised by the CEO.

3.3 Types of investor communication used by the Primary Group

Information is communicated to shareholders and the investment community through:

- release of half year and full year financial statements;
- release of details of important strategic and financial initiatives;
- publication of full annual report;
- conduct of an Annual General Meeting;
- live webcasts of results briefings and Annual General Meetings;
- shareholder newsletter and reviews;
- letters from the Chairman and CEO to inform shareholders of key matters of interest;
- Primary's website which has a dedicated investor relations section;
- investor briefings, principally with the communication of the half year and full year financial results;
- roadshows, both domestic and international;
- media interviews;
- specialist industry forums; and
- one-on-one meetings with stockbroking analysts and investors.

3.4 Market and media speculation and rumours

Market speculation and rumours, whether substantiated or not, have the potential to impact on the Primary Group. Speculation may result in the ASX formally requesting disclosure by Primary on the matter.

Primary's general policy on responding to market speculation and rumours is that "the Primary Health Care Group does not comment on market speculation or rumour".

In circumstances where Primary wishes to comment on information that is material or price sensitive a release is first lodged with the ASX.

3.5 Conduct in one-on-one meetings and small group meetings

Corporate Affairs is the key contact for the arrangement of meetings between institutional investors, stockbroking analysts, individual investors and senior management. Meetings occur in various formats but the protocol is the same for all.

Primary's disclosure will be subject to the ASX Listing Rules and Corporations Act requirements at the time.

The Group Executive Corporate Affairs (or Delegate) will normally, unless it is impracticable, be involved in all discussions and meetings with stockbroking analysts and investors.

One-on-one discussions and small group meetings, with investors and stockbroking analysts, are opportunities for Primary's senior management to provide background or to clarify previously disclosed information, including:

- company strategy
- company history, vision and goals
- management philosophy and the strength and depth of management
- competitive advantages and risks
- industry trends and issues.

If material non-publicly available information is inadvertently disclosed during any such discussions, Corporate Affairs, following appropriate sign off, will immediately arrange with the Group Company Secretary for release of the information to the ASX.

3.6 Group briefings

In addition to a physical presentation, group briefings (including profit announcements and some specialist topic briefings) are also communicated by teleconference.

Journalists are invited to attend group briefings or have access to the teleconference.

At major presentations such as profit announcements, Primary facilitates the discussion of shareholder issues through submission of questions via live webcast.

If material non-publicly available information is inadvertently disclosed during any such Group briefing, Corporate Affairs, following appropriate sign off, will immediately arrange with the Group Company Secretary for release of the information to the ASX.

3.7 Roadshows – international and domestic

The CEO and/or the CFO and the Group Executive Corporate Affairs meet institutional investors on roadshows, both domestically and offshore.

Roadshows or offshore conferences may be conducted and attended by other Primary Group executives from time to time.

Roadshow presentations are lodged with the ASX prior to the start of the roadshow and then posted on Primary's website.

3.8 Sponsored investor conferences and other external presentations

Primary's senior management team are frequently asked to give presentations to, or participate in, a variety of forums for investors. Invitations are extended from brokers via Corporate Affairs to members of Primary's senior management team.

The same protocols apply for these presentations as for presentations to stockbroking analysts, institutional investors or individual investors, that is, ASX lodgement and website posting.

3.9 Analyst reports

Stockbroking analysts frequently prepare reports on Primary, which typically detail strategies, performance and financial forecasts. Primary does not endorse stockbroking analyst reports or the information they contain. Accordingly Primary does not:

- externally distribute stockbroking analyst projections or reports, but may do so for internal Board or management purposes;
- post stockbroking analyst research on Primary's website, nor refer to stockbroking analyst recommendations on its website; or
- selectively refer to specific stockbroking analysts, or as a general rule publicly comment on stockbroking analyst's research or recommendations; or
- provide comment or feedback to analysts on draft or final versions of forecasts.

Refer to the Group Executive Corporate Affairs for the procedure if Primary receives and reviews an analyst report that has been issued to the market and becomes aware that the report contains information that is materially misleading, or non-material information which Primary may wish to clarify.

3.10 Earnings guidance provided by Primary to the market

If Primary has not issued external guidance and becomes aware that the market's consensus earnings projection materially differs from Primary's internal forecast, whether this is due to incorrect facts in stockbroking analyst reports or whether stockbroking analysts have changed their views, Primary will act in line with the relevant Guidance Note to the ASX Listing Rules (currently GN 8) relating to whether or not it should issue a statement to the ASX. This statement might provide reasons as to why the market's projections differ significantly from Primary's internal forecast rather than detailing actual earnings estimates.

3.11 Communications in periods before half-year and full-year results

The Policy on Trading in Primary Securities contains certain closed periods and also contains Trading Windows.

During the period leading up to the opening of a Trading Window, investment community briefings should generally be avoided unless there is a compelling reason to undertake such activity, in which case it should be made clear that discussion on current trading is outside the parameters of the meeting. Where there is no such compelling reason, meeting requests from investment community representatives should be declined.

Generally the following periods should be regarded as "blackout periods", during which no investment community communications should occur unless expressly authorised by the CEO:

- the period commencing on 1 January and ending at the time of the communication to the market of Primary's half-year results (typically around 15 February); and
- the period commencing on 1 July and ending at the time of the communication to the market of Primary's full-year results (typically around 15 August).

4. Communication with the media

4.1 Authorised Persons

Only the CEO, CFO, Group Executives, Chief Executives of business divisions or persons authorised by the CEO or Group Executive Corporate Affairs are authorised to speak to the media on behalf of the Primary Group.

4.2 Disciplinary action

Unauthorised communication with media organisations by Staff Members has the potential to lead to disclosure of matters which may then become liable to be disclosed to the ASX (for example, an incomplete acquisition proposal). Any unauthorised disclosure to the media by a Staff Member may result in disciplinary action being taken against that Staff Member, up to and including termination of employment.

5. Communication with Regulators and Government

5.1 Authorised Persons

Subject to the exceptions set out below, only the CEO, CFO, Group Executive Government Affairs, Chief Executives of business divisions or persons authorised by the CEO are authorised to speak to regulatory or government organisations on behalf of the Primary Group.

5.2 Exceptions

The above restrictions do not apply to:

- Staff Members who are legally required to disclose information – for example if they receive a statutory notice requiring disclosure of information; or
- Staff Members or Contractors who are exercising their legal rights under whistleblower protection provisions of legislation, for example the Corporations Act. Please refer to the Primary Group's Whistleblower Protection Policy for more detail.

6. Trading halts

In some circumstances a trading halt is an effective way of ensuring that efficient trading in Primary's securities is maintained.

Circumstances where a trading halt could occur include:

- if there were to be an unauthorised public release of confidential information about Primary (such as a control transaction), Primary may need to consider a trading halt to enable it to prepare an appropriate announcement to the market; or
- if planning to make a major announcement to the market, Primary may wish to allow time for press conferences and briefings after the announcement so that the information can be fully disseminated to the market and thereby avoid ill-informed speculation and consequential market uncertainty.

Trading halts should only be used in exceptional circumstances, to manage disclosure issues. The decision to request a trading halt is made by the CEO. The request for the trading halt is to be communicated to the ASX by the Group Company Secretary.

7. Types of communications

7.1 Web-based communications

Primary's website is constantly updated with information about Primary. This information can be classified generally into two categories:

- topical information including price sensitive information (that is, information that when released would have been expected to have a material impact on the price or value of Primary's shares) that has been released to the market through the ASX; and
- other useful information which provides easy access to Primary's historic information.

Topical information on Primary's website includes:

- results announcements

- relevant press releases
- management presentations at specialist industry forums, at broker conferences and to domestic or overseas investors during roadshows;
- Annual General Meeting information; and
- Annual Reports.

All such price or value sensitive information must be lodged with the ASX prior to uploading to the Primary Group website. Contact the Group Company Secretary to arrange for the lodgement of such information with the ASX.

Other useful information available on Primary's website includes:

- Primary's share price (20 minute delay);
- a share price calculator for Primary's shares;
- Primary's profile and strategy;
- biographies of Primary's Board of Directors and management team;
- the history of Primary;
- Primary's Corporate Governance Policy and Code of Conduct;
- Primary's financial calendar;
- Link to Primary's share registry (Computershare Ltd); and
- Dividend - payment information and history, dividend reinvestment plan information.

7.2 Webcasts

In order to allow broader and immediate access by shareholders and the investment community to Primary's information, access to Primary's half year and full year results briefings and AGM are made available to the public via live webcast.

Webcast details are announced to the market via ASX announcements and publicised on Primary's website so all interested parties may participate.

Within a short period after the conclusion of each webcast briefing, an archived version of the webcast is available on Primary's website for access by those who could not join the live webcast.

7.3 Teleconferences

Corporate Affairs runs teleconferences in conjunction with Primary's result briefings and other major presentations. The conduct of teleconferences is governed by the protocols for Group Briefings, refer section 3.6 above.

7.4 E-mail alerts

Shareholders or interested parties who choose to be informed of Primary's upcoming events and newly released information can subscribe to the email alert system available via Primary's website. An email will be sent to subscribers informing them of the date and nature of the upcoming event. An email will also be sent alerting them that updated information about Primary is available on the website for viewing or downloading.

This email alert function also extends to shareholders who wish to receive annual reports electronically.

7.5 Electronic communications

The Primary Group will continue to monitor the development and effectiveness of electronic communications and, where appropriate, suggest and effect processes for improving communications using new methods.

7.6 Social media

The Primary Group does not communicate with:

- individuals or organisations in their capacity as shareholders or investors;
- media organisations; or
- regulatory or government organisations;

using social media.

8. **No embargo of information**

As materially price or value sensitive information must be released to the market via the ASX before it becomes known to any party outside the Primary Group, the Primary Group does not disclose information publicly, for example to stockbroking analysts or journalists, under an embargo arrangement.

9. **Review and updates**

The Primary Group will review this Policy regularly for effectiveness.

This Policy may be updated or revised from time to time. Updated or revised versions of this Policy will be made available on the Primary Group's intranet site, PRIME. It is the responsibility of each Staff Member to access PRIME on a regular basis to ensure that he or she is familiar with the most recent version of this Policy.

Approved

Peter Gregg

26 June 2015

Chief Executive Officer

Version History

Version	Date	Comment
1.0	26 June 2015	Original
1.1	5 April 2016	Minor amendments to accommodate Group Director, Corporate Affairs and updates to Securities Trading Policy
1.2	12 December 2016	Minor amendments to accommodate updates to position titles and organisational structure
1.3	4 September 2017	Minor amendments to accommodate updates to position titles and organisational structure
1.4	23 March 2018	Minor amendments to remove a role from 3.2 Authorised persons as well as removing hyperlinks and replacing with reference to corporate website and the Intranet – PRIME for reference documents