

## 1. INTRODUCTION

As a public and a proposed listed company, Calix Limited will be required to disclose certain information to the market, to ensure that investors are properly informed about the company. The purpose of this policy is to ensure that Calix directors and staff (including employees and contractors) — at all of Calix's premises - understand and comply with the legal constraints on disclosing information. This policy does not address the broader aims of developing and protecting Calix's brand, identity or reputation.

1.1. In summary:

- a) Calix must comply with the rules requiring disclosure of price sensitive information to the Australian Securities Exchange (ASX) (if listed);
- b) Calix's Managing Director or Company Secretary will manage disclosures to investors and the media.

## 2. MANDATORY DISCLOSURE

There is certain information that Calix must disclose to the market:

2.1. Price sensitive information

Under ASX Listing Rule 3.1, Calix (if listed on the ASX) must immediately disclose information about Calix if a reasonable person would expect that information to have a material effect on the price or value of Calix's securities unless the materially price sensitive information falls within one of the exemptions set out in ASX Listing Rule 3.1A.

(A reasonable person would expect information to have a "material effect" on the price or value of Calix securities if the information would, or would be likely to, influence persons who commonly invest in Calix securities in making a decision to buy, hold or sell the Calix securities.)

It is important to note that it is not relevant where the information is disclosed — e.g. information disclosed by Calix outside Australia may still need to be disclosed to the ASX.

Annexure I sets out examples of "price-sensitive" information that Calix may be required to disclose.

Under ASX Listing Rule 3.1A (if listed), Calix is not obliged to disclose price-sensitive information if each of the following conditions applies:

- a) a reasonable person would not expect it to be disclosed (because, for example, disclosure would be unreasonably prejudicial to Calix);
- b) the information is confidential (i.e. not in the public domain); and
- c) one or more of the following conditions apply:
  - I. it would be a breach of a law to disclose the information;
  - II. the information concerns an incomplete proposal or negotiation (for example, a negotiation to enter into a new contract);
  - III. the information comprised matters of supposition or is insufficiently definite to warrant disclosure;
  - IV. the information is generated for internal management purposes of Calix; and/or
  - V. the information is a trade secret.

### 2.2. Information required to correct a false market

Under ASX Listing Rule 3.1 B, Calix must disclose information requested by the ASX, if the ASX considers that there is or is likely to be a false market in Calix's securities. A false market means a market in which Calix's securities are traded:

- a) in the absence of material price-sensitive information having been disclosed; or
- b) on the basis of information that is inaccurate or misleading.

In order to ensure that there is at all times a fair and balanced market in Calix's shares and other securities, Calix should:

- c) release to the market information required to correct a false market, whether or not a request has been received from the ASX; and
- d) provide the market with balanced and factual commentary on Calix's financial results to ensure that the Company's investors are able to make an informed assessment of the Company's activities and results.

### 2.3. Periodic disclosure

After listing on the ASX, Calix must also disclose certain information during the year, including information as required under the Corporations Act and the following:

Half yearly	Report in a form as set out at Appendix 4D of the ASX Listing Rules and in accordance with Rule 18 of the AIM Rules.
Annual financial reports	Report in form as set out at Appendix 4E of the ASX Listing Rules (Preliminary Annual Report) and in accordance with Rule 19 of the AIM Rules. Annual Report.
Quarterly cash flow reports	Calix has obligations to give quarterly cash flow reports in accordance with Appendix 4C of ASX Listing Rules if it is listed on the ASX pursuant to listing criteria which requires quarterly reports to so be issued.
Trading halts and related events	Entities must disclose all relevant information in relation to a request for a trading halt, suspension of quotation of an entity's securities or removal of an entity from the official list
Information relating to equity securities	Entities must disclose detailed information relating to the issue, ownership and attached rights of securities.

To operate efficiently, the Board of Calix intends to delegate aspects of continuous disclosure activities to other Calix employees, including the Managing Director and Company Secretary. The Company Secretary or his nominated delegate is authorised to disclose information to ASX, and/or other markets where such disclosure is properly required.

### 2.4. Reporting information to the Company Secretary or Managing Director

Once a director or employee of Calix becomes aware of information that is, or may be, price-sensitive, they should immediately refer that information to the Managing Director or Company Secretary.

## 3. DISCLOSING INFORMATION TO THE MARKETS

### 3.1. General Principles

After listing, Calix must immediately notify the ASX of any undisclosed price-sensitive information in accordance with Calix's legislative and regulatory disclosure obligations.

If Calix becomes aware that price-sensitive information that should be released to the ASX has become generally available or is available to a sector of the market, and that information has not been given to the ASX, Calix must immediately give the information to the ASX.

Calix will disclose information to the ASX through the Managing Director or Company Secretary (or a delegate) in accordance with the methods of disclosure prescribed by the ASX. An individual non-executive or independent director, shareholder of, or third party to, Calix cannot disclose price-sensitive information to the ASX on behalf of Calix.

### 3.2. Releasing information to two markets

Disclosing information to markets in different time zones presents some potential challenges —investors in one time zone may receive information earlier than other investors.

The Managing Director and/or Company Secretary will manage the logistics of disclosing to two or more markets, and will attempt to release when ASX, and/or any other market (if Calix is listed on these markets) are either both open or both closed for trading (i.e. so that traders in one market do not have an advantage over traders in another market).

If this is not feasible:

- a) Calix may release information to any other market outside ASX hours, if the Company releases to ASX at the same time. (It may be possible to release to other markets with an embargo until the ASX Announcements Platform is next open.)
- b) Conversely, the Company may disclose to other markets outside of their trading hours, if the Company discloses to the ASX at the same time.

If the information requires immediate release Calix will disclose to ASX as soon as possible, regardless of trading hours.

## 4. DISCLOSING INFORMATION TO THE PUBLIC

### 4.1. General Principles

Calix must not publicly disclose price-sensitive information until it has given that information to the ASX and has received an acknowledgment from the ASX that the information has been released to the market. Note that this includes the media, even on an embargoed basis - ASX does not recognize embargoes.

Apart from information which must be disclosed, there will be a range of information that Calix may wish to disclose to the market or broader community through numerous avenues, such as media interviews, technical publications, brochures, publication on Calix's website etc. The information distributed through these channels will generally be information that is already in the public domain and is not new or price-sensitive (or if it is, it has already been disclosed to ASX).

### 4.2. Media

Information that is not price-sensitive, or has already been disclosed to the market, may be released to the public (media, brokers, shareholders etc) by an authorised delegate of Calix.

Media releases should be honest, fair and consistent with this Policy.

Calix must not provide "exclusive" interviews, briefings, stories or information to the media that contains material or price-sensitive information before that information has been disclosed to the market.

Interviews or other dealings with the media should be handled by the Managing Director or other approved delegate and managed by the Company Secretary. If an employee receives a request for interview or other statement he or she should immediately contact the Company Secretary.

### 4.3. Publications

Employees wishing to issue publications (including review articles or invited articles) or give presentations should:

- a) Ask the Company Secretary for guidance and assistance; and
- b) Get prior written approval from the Managing Director.

To avoid delays, authors are encouraged to consult with either the Managing Director or Company Secretary before preparing a paper.

To ensure information relevant to Calix is readily available to shareholders, investors and stakeholders, Calix will provide the following information (or links to the information) on its website:

- c) company announcements made to the ASX;
- d) annual reports and result announcements; and
- e) significant speeches and support material (including slides) given at investor conferences, briefings or presentations.

## 5. ANALYSTS

### 5.1. One-on-one and group briefings

Calix should treat all investors and brokers in a balanced and fair fashion and avoid selectively disclosing material information. One-on-one and group briefings between Calix and investors or analysts must be restricted to previously disclosed information.

Where practicable, Managing Director or Company Secretary should be present at all one-on-one and group briefings. Where this is not practicable, the Calix representative who is present must ensure that no undisclosed price-sensitive information is discussed. If the Managing Director or Company Secretary considers that price-sensitive information was inadvertently disclosed at a briefing, Calix must immediately release that information to the ASX (if listed).

Any new information provided to analysts and investors during a one-on-one or group briefing should be disclosed to the ASX (if listed) and posted on Calix's website as soon as practical to ensure all shareholders and investors have equal access to Calix information.

### 5.2. Dealing with analyst, shareholder and investor queries

In responding to analyst, shareholder and investor queries, a Calix spokesperson must:

- a) only discuss information that has been publicly released;
- b) ensure all responses are balanced, factual and truthful; and
- c) confine comments on market analyst's financial projections to errors in factual information or underlying assumptions.

It is important to note that it is the mere fact of conveying material non-public information that gives rise to liability, not the manner in which it is conveyed. For example, confirming an analyst's educated guess about a situation not known to the general public may be just as much a violation as directly giving information to the analyst.

It may also be a breach of this policy and the Corporations Act to express subjective attitudes about Calix's performance or to call attention to disparate bits of information not available as an aggregate to the general public.

If during the course of a discussion with an analyst, journalist or other outsider, material non-public information concerning Calix is disclosed, inadvertently or otherwise, the recipient of the information should be informed of its non-public nature and cautioned against its use unless and until Calix has made full public disclosure of that information. The Company Secretary should be notified of the situation immediately so that the Managing Director can make a decision regarding disclosure of the information.

In view of the pitfalls inherent in responding to analyst's projections and questions regarding previously undisclosed operating results or other developments, no comment at all should be made on these matters except to correct serious factual errors in situations in which the facts are in the public domain.

### 5.3. Analyst reports and forecasts

Where the Managing Director or Company Secretary considers that Calix should comment on a report prepared by an analyst, Calix's comment must be restricted to information that Calix has publicly disclosed or information that is in the public domain.

Calix must not comment on analyst forecasts regarding earnings projections for Calix except: where the forecast differs significantly from Calix's published earnings projections (if relevant); or to correct any factual errors relating to publicly issued information and company statements.

Calix should not endorse, or be seen to endorse, analyst reports or the information they contain.

### 5.4. Market speculation

Calix should not comment on market speculation and rumour unless:

there are factual errors contained in the speculation or rumour that could materially affect Calix; there is a move in the price of Calix securities which is reasonably referable (in the opinion of the Committee) to the speculation or rumour; or

Calix receives a formal request from the ASX or a similar approved regulator.

Any comments made by Calix in response to market speculation and rumour must be authorised by the Managing Director or Company Secretary and must be limited to correcting factual errors.

## 6. TRADING HALTS

In order to maintain a fully informed, fair and transparent market for Calix's securities, Calix may request a trading halt from the ASX (if listed) where:

- a) confidential information about Calix is inadvertently made public and further time is required to enable Calix to prepare an appropriate public announcement; or
- b) Calix is preparing to make a major company announcement and is concerned to prevent speculative or insider trading.

The Managing Director or Company Secretary must authorise any request for a trading halt or suspension.

## 7. MAINTAINING THIS POLICY

Calix must keep accurate records of all information, price-sensitive or otherwise, released by Calix to ASX, (if listed).

## CONTINUOUS DISCLOSURE POLICY



The Company's policy is that all directors, executives, officers and employees of the Calix group will be given access to, and properly informed of this policy when they join the Company.

Failure to comply with this policy may result in serious civil or criminal liability for the Calix and its officers and could damage the reputation of Calix — and may lead to disciplinary action being taken, including dismissal or removal in serious cases. Also, the Australian Corporations Act and similar laws in other jurisdictions makes it unlawful to deal in the shares of Calix while in possession of undisclosed price-sensitive information. Calix's Securities Trading Policy governs the trading of its shares and other securities by Calix directors, executives, officers and employees.

Calix employees or directors who are involved in a breach of continuous disclosure or insider trading laws may also be personally liable.

If you have any questions whatsoever about this policy or Calix's disclosure obligations, please immediately contact the Company Secretary who will be able to assist you.

This policy will be renewed regularly by the Board having regard to the changing circumstances of the Company and any applicable laws. Any changes shall be notified to affected persons in writing.

A handwritten signature in blue ink, appearing to read "Peter Turnbull", is positioned above a dotted line.

.....  
Peter Turnbull  
Chair

Version adopted by the board on 28 April 2018

## ANNEXURE 1

### Guidelines — material information

Examples of information that might need to be disclosed include the following:

- results (anticipated or otherwise) from the activities of Calix;
- a new contract that has been entered into or a variation to an existing contract. In certain circumstances it may even be necessary to disclose the existence of negotiations surrounding the entry into or variation of a contract, should these negotiations no longer be confidential;
- any event which could affect Calix's earnings or profitability such as:
  - litigation being commenced by or against Calix (e.g. because of an alleged breach of contract);
  - industrial action being threatened or commenced;
  - significant unbudgeted capital expenditure commitments arising;
  - policy decisions of governments in jurisdictions relevant to Calix's operations.
- a change in Calix's financial forecast or expectation. As a general policy, a 10% to 15% change may be considered material. Further, if Calix has not made a forecast, a similar variation from the previous corresponding period will need to be disclosed;
- the appointment of a receiver, manager, liquidator or administrator;
- a transaction for which the consideration is a significant proportion of the written down value of Calix's consolidated assets. Normally, an amount of 5% or more would be significant, but a small amount may be significant in a particular case;
- a recommendation or declaration to declare (or not to declare) a dividend or distribution;
- under subscriptions or over subscriptions to an issue;
- a copy of a document containing market sensitive information that is lodged with an overseas stock exchange or other regulator which is available to the public. The copy given to ASX must be in English;
- information about the beneficial ownership of shares obtained under Part 6C.2 of the Corporations Act;
- giving or receiving a notice of intention to make a takeover;
- an agreement between Calix (or a related party) and a director of Calix (or a related party of the director).

The above examples are indicative only and not exhaustive. Where any person is unsure whether information is or could be materially price sensitive information, they should take a conservative view and discuss with the Company Secretary or Managing Director of Calix.

### 1. DIVISION OF RESPONSIBILITY

#### 1.1. Board of directors

The Company's board of directors (Board) bears the primary responsibility for the Company's compliance with its disclosure obligations and is therefore responsible for overseeing and implementing this continuous disclosure policy. The ultimate decision on whether material information needs to be

disclosed to ASX rests with the Board. It is a standing agenda item at all Board meetings to consider any information that must be disclosed in accordance with the Company's continuous disclosure obligations.

Although the Company will appoint reporting officers (Reporting Officers) in order to streamline the day-to-day compliance with its continuous disclosure obligations, all directors are required to notify the Company Secretary or one of the Reporting Officers if they believe there is material information which requires disclosure. All directors are encouraged to approach the Company Secretary or one of the Reporting Officers if they have any queries about what information should be disclosed to ASX.

[Where a director serves as an officer of another company that the Company has a financial interest in, that director is responsible for providing copies of all material announcements or releases by that company to the Company Secretary as soon as practicable.]

### 1.2. Company Secretary

The Company has appointed the Company Secretary to serve as its ASX liaison officer, being the person responsible for communicating with ASX with respect to all Listing Rule matters. The Company Secretary plays an important role in the Company's disclosure compliance program and is responsible for:

- a) maintaining, and monitoring compliance with, the continuous disclosure policy;
- b) liaising between the Reporting Officers, the Board and ASX;
- c) overseeing and coordinating disclosure of information to ASX, analysts, brokers, shareholders, the media and the public; and
- d) coordinating education within the Company about its disclosure obligations and the Company's disclosure compliance program.

### 1.3. Authorised Company spokesperson

The Company has appointed the Managing Director as its authorised spokesperson. The Managing Director, or a person authorised by the Managing Director, is the only person who is permitted to make any public statement on behalf of or in relation to the Company. Such public statements extend to all responses by the Company to enquiries by the media, analysts or shareholders. All enquiries by regulators should be passed on to the Company Secretary.

There must be no selective disclosure of material information. The spokesperson should not disclose any material price sensitive information through public statements which has not already been released to the market through ASX but may clarify material information which has already been disclosed to ASX. Prior to making any public statement, the spokesperson should liaise with the Company Secretary regarding the Company's disclosure history to avoid the inadvertent release of price sensitive information.

The Company may authorise other persons from time to time to make public statements in particular circumstances.

In the event of inadvertent selective disclosure of undisclosed material information, the person or persons involved should immediately contact the Company Secretary or a Reporting Officer. The Company will determine as soon as practicable whether there is a need (based on who received the unintentional selective disclosure and the probability of dissemination) to disclose the material information to ASX or to require that the party to whom the information was disclosed enter into a written confidentiality agreement.

### 1.4. Reporting Officers

The responsibilities of a Reporting Officer are to:

- a) seek to ensure that management promptly provide the Reporting Officers with all material information and otherwise comply with this policy;
- b) review information provided to and otherwise obtained by the Reporting Officer from the Company's reporting systems to determine whether the information is material;
- c) immediately report material information to the Company Secretary who will in turn provide a report to the Board.

### 1.5. Employees

All employees are required to comply with this policy and the Company's continuous disclosure obligations. Breaches of this policy will be viewed seriously and may lead to disciplinary action being taken against the relevant employee. In serious cases, such action may include dismissal. Employees should report all breaches of this policy by any person to the Company Secretary.