



# MARKET DISCLOSURE POLICY

1. PURPOSE .....	1
2. DISCLOSURE COMMITTEE.....	1
3. REVIEW OF COMMUNICATIONS FOR DISCLOSURE.....	2
4. AUTHORISED SPOKESPERSONS.....	3
5. MAKING AND DISSEMINATING ANNOUNCEMENTS .....	4
6. THE MEDIA AND SPECULATION .....	4
7. TRADING HALTS .....	4
8. ANALYST AND INVESTOR BRIEFINGS.....	4
9. ANALYSTS' REPORTS AND FORECASTS .....	5
10. CONSEQUENCES OF BREACH .....	5
11. REVIEW .....	6
12. ADDITIONAL INFORMATION .....	6

## 1. Purpose

1.1 Sims Metal Management Limited ("Sims MM" or the "Company") is committed to complying with the continuous disclosure obligations imposed by the Australian Securities Exchange ("ASX"). Accordingly, Sims MM will ensure that it prevents the selective or inadvertent disclosure of material price sensitive information by:

- issuing relevant Company information to its shareholders and the market in accordance with its obligations to the public and the ASX; and
- doing so in a way that allows all interested parties equal opportunity to access that information.

1.2 This policy should be read in conjunction with the *Procedures for Complying with the Market Disclosure Policy of Sims Metal Management Limited*.

## 2. Disclosure Committee

2.1 Sims MM has formed a Disclosure Committee, comprising the Group Chief Executive Officer, any executive director, the Group Chief Financial Officer and the Group Company Secretary, to assume responsibility for administering this policy and in

accordance with its Charter. The Group Company Secretary has been appointed as the person responsible for communications with the ASX, which includes overseeing and co-ordinating information disclosure to the ASX.

- 2.2 The Disclosure Committee is responsible for making the decisions regarding the information that should be disclosed publicly under this policy.
- 2.3 The Disclosure Committee is responsible for developing and maintaining relevant guidelines to help employees understand what information may be price sensitive.
- 2.4 The Disclosure Committee is responsible for monitoring all Company disclosure practices and for making recommendations to the board of directors of Sims MM ("Board") regarding updating this policy in response to changes in the Company's internal structure, legislative and regulatory developments, and technology developments.

### **3. Review of communications for disclosure**

3.1 The Disclosure Committee will review all significant communications to the market to ensure they do not cause any unintended breaches of this policy or Sims MM's obligations under the law. Such communications may include:

- media releases,
- analyst, investor, or other presentations,
- annual reports and accounts,
- bidder's or target's statements;
- prospectuses; and
- other corporate publications.

The Disclosure Committee will adopt a method for signifying its approval of communications for disclosure, which must be evident before information can be released.

3.2 Sims MM will immediately notify the market, by announcing to the ASX, of any information or any major development related to the business of Sims MM which a reasonable person would expect to have a material effect on, or lead to a substantial movement in, the price or value of its securities.

A proposed disclosure statement which contains financial results or similar financial information must first be approved by the Chairperson of the Company's Risk, Audit & Compliance Committee ("RAC") or, in his or her absence, another qualified

member of RAC, or the Chairperson of the Board, before it is released.

Wherever possible, a proposed disclosure statement will deal only with facts, and not include forward-looking statements.

In certain circumstances, the ASX Listing Rules permit Sims MM not to disclose material information.

- 3.3 When there is doubt over whether an issue might materially affect the price or value of Sims MM's shares, the Disclosure Committee will assess the situation with Board members and/or senior executives and, where needed, seek external advice.
- 3.4 Any director or employee who believes that, or who is unsure whether, information ought to be disclosed to the market should immediately contact the Group Company Secretary.
- 3.5 The ASX has indicated that the continuous disclosure obligations may operate to require a company to disclose a director's margin loan (or similar funding arrangement) if the loan relates to a material number of the company's securities. In view of this, it is the Company's policy that any director who enters into a margin loan or similar funding arrangement in relation to Sims MM securities, must immediately notify the Group Company Secretary, so that the Disclosure Committee can determine whether disclosure is required.
- 3.6 Any director whose direct or indirect interest in any Sims MM securities changes must immediately notify the Group Company Secretary so that appropriate disclosure can be submitted to the ASX.

#### **4. Authorised spokespersons**

- 4.1 Sims MM's authorised spokespersons are the Chairperson of the Board, the Group Chief Executive Officer, any executive director, the Group Chief Financial Officer and the Group Company Secretary and any senior Sims MM executives authorised by the Group Chief Executive Officer.
- 4.2 No employee or associated party (such as consultants, advisers, lawyers, accountants, auditors, investment bankers, etc) is permitted to comment publicly on matters confidential to Sims MM. Any information which is not public should be treated by employees as confidential until publicly released.
- 4.3 Authorised spokespersons will liaise closely with the Disclosure Committee to ensure all proposed public comments satisfy this policy.

## **5. Making and disseminating announcements**

5.1 Once the requirement to disclose information has been determined, the Group Company Secretary or, in his or her absence, such other person authorised by the Company, will be the only person authorised to release that information to the ASX.

5.2 Information to be disclosed will be lodged immediately with the ASX and, following confirmation of release, posted as soon as practicable on Sims MM's website. It may also be:

- issued to news outlets and major news wire services; and
- broadcast via email and/or fax to shareholders and other interested persons.

## **6. The media and speculation**

6.1 Sims MM has a 'no comment' policy on media speculation and rumours, which must be observed by all employees. However, where necessary to comply with Sims MM's continuous disclosure obligations, the Disclosure Committee may authorize a statement to be made in relation to market speculation or rumour or where a response is required to a formal request from the ASX.

6.2 Sims MM will not provide the media with exclusive interviews, stories or information that contain material price sensitive information before disclosing that information to the market.

## **7. Trading halts**

7.1 In exceptional circumstances, Sims MM may request a trading halt where necessary to ensure that efficient trading in Sims MM shares is maintained. The Disclosure Committee will make all decisions relating to a trading halt.

7.2 The Chairperson of the Board, Group Chief Executive Officer or Group Company Secretary are the only Sims MM employees authorised to seek a trading halt.

## **8. Analyst and investor briefings**

8.1 Sims MM recognises the importance of the relationship between the Company and investors and analysts.

8.2 From time to time, Sims MM conducts analyst and investor briefings. In these cases the following protocols will apply:

- No information of the kind outlined in paragraph 3.2 will be disclosed at these briefings unless it has been previously or is simultaneously released to the market.
- If material information of the kind outlined in paragraph 3.2 is inadvertently released, it will immediately be released to the

market via the ASX and posted on Sims MM's website.

- Questions at briefings that deal with material information not previously disclosed will not be answered.
- Presentations containing material new information will be posted on Sims MM's website.

## **9. Analysts' reports and forecasts**

9.1 Where requested to do so, Sims MM may review analysts' research reports but will confine its comments to factual matters and material it has previously disclosed.

9.2 Sims MM may comment on analysts' earnings' estimates to the extent of:

- acknowledging the current range of estimates;
- questioning an analyst's assumptions or sensitivities if the analyst's estimate is significantly at variance to current market range estimates; and
- advising factual errors where data is already in the public domain.

9.3 Forecast information will not be provided by Sims MM unless it has already been disclosed to the market.

## **10. Consequences of breach**

Failure to comply with this policy may lead to a breach of the Corporations Act or the ASX Listing Rules, particularly in relation to continuous disclosure. This may in turn lead to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken, including dismissal in serious cases.

## **11. Review**

The Disclosure Committee and the Board will evaluate this policy on a periodic basis to determine whether the policy is effective in ensuring accurate and timely disclosure in accordance with Sims MM's disclosure obligations.

## **12. Additional Information**

If you have any questions arising from this policy, you should contact the Group Company Secretary, located in Sydney, Australia.