

## Sample Disclosure Policy

**Most public companies have a disclosure policy and this is only one of the many available. The Heights doesn't have the legal education, experience or appropriate licensing to provide this as anything more than a starting point for your discussions with legal counsel.**

### Overview

ABC Company endorses a comprehensive investor relations effort and actively participates in ongoing communications with analysts, stockholders, potential investors and other members of the financial community in accordance with this Disclosure Policy and applicable regulations, including Regulation FD.

### Purpose

This policy exists to assure that information disclosed by ABC Company to the financial community is timely, accurate, comprehensive, authoritative and relevant to all aspects of ABC Company operations while at the same time consistent with all legal requirements. Adherence to this policy is intended to provide an effective and efficient framework to facilitate the timely dissemination of material information to the investing public in the spirit of full disclosure and in compliance with SEC regulations.

### Scope

This disclosure policy applies to all employees of ABC Company and its subsidiaries and divisions as well as members of its Board of Directors ("Directors"). It covers all disclosures to members of the financial community, including disclosures in documents filed with the Securities and Exchange Commission ("SEC") and statements made in news and earnings releases, letters to stockholders and on the ABC Company Investor Relations web site. It also covers oral statements made in speeches and meetings with members of the financial community, regardless of the size of the group.

The financial community is defined to include brokerage house representatives, (research analysts, brokers and institutional sales representatives) and institutional and individual investors (including prospective investors).

### Disclosure Policy Participants

Disclosure Policy Participants include the:

- Chairman, President and Chief Executive Officer;
- Executive Vice President and Chief Financial Officer;
- Senior Vice President and General Counsel; and
- Vice President of Investor Relations.

The Disclosure Policy Participants will, with assistance from others as needed, determine the materiality of information or events and determine the timing of the release of such information.

### Designation of Company Spokespersons

The following individuals are designated spokespersons for ABC Company and are authorized to talk with the financial community on behalf of the Company:

- Chairman, President and Chief Executive Officer;
- Executive Vice President and Chief Financial Officer; and
- Vice President of Investor Relations.

Others may be designated to talk with the financial community for a specific event or events upon the recommendation of one or more Disclosure Policy Participants.

Employees or Directors who are not authorized spokespersons or designated as a spokesperson for a specific event shall refer all inquiries from the media and financial community to the Vice President of Investor Relations. In situations where inadvertent contact occurs, the employee or director shall immediately report the contact and the matters discussed directly to the Vice President of Investor Relations to determine, in consultation with the other Disclosure Policy Participants as appropriate, whether any inadvertent disclosure of material non-public information was made.

In the event that a Company representative inadvertently discloses material non-public information, the Company will publicly disclose this information as soon as reasonably practicable after discovery (but in any event no later than 24 hours after discovery and before the market opens the next trading day).

### Process for Talking with the Financial Community

The Vice President of Investor Relations has been assigned the responsibility of primary investor contact for the Company. This office will, upon occasion and with the approval of the Chairman, President and Chief Executive Officer and/or the Executive Vice President and Chief Financial Officer, authorize specific individuals to speak on behalf of the Company for a specific event or events. Unless authorized by investor relations or designated as an authorized spokesperson, no employee or director should speak to the financial community on behalf of ABC Company.

All telephone calls, electronic messages and written correspondence from the financial community should be directed to the Vice President of Investor Relations who shall determine who will respond and the content of the response.

Contact with the financial community will be noted in a log with the names of the participants, their company affiliations, and the approximate date of contact as well as the general content of the call. The primary investor contact will maintain the Company's log of all contact with the financial community. Therefore, when authorized spokespersons speak with members of the financial community, this information should be forwarded to the primary investor contact as soon as possible.

### Prevention of Selective Disclosure of Material Nonpublic Information

ABC Company is sensitive to the issues of selective disclosure and seeks to treat all members of the financial community fairly and equally. The Company believes its current policies with respect to disclosures, including conference calls and management outlook practices described below, help to prevent selective disclosure.

Except as permitted by law, ABC Company shall only disclose nonpublic, material information through a public news release, current report on Form 8-K or such other means reasonably designed to provide broad, non-exclusionary distribution of information to the public. Information concerning the Company is considered material if there is a substantial likelihood that a reasonable investor would consider it important in determining whether to buy, sell or hold the Company's stock (or other securities).

#### **Earnings Release and Conference Calls**

Quarterly conference calls are held in conjunction with ABC Company quarterly earnings releases after the release is issued and filed on Form 8-K at the close of the market. Currently, these calls are broadcast live by telephone as well as web cast live from ABC Company Investor Relations web site. A telephone playback is made available from a toll-free number for one full week after the call. Additionally, the live web cast is archived on ABC Company Investor Relations web site during the following quarter. Appropriate instructions are included in the earnings news release and Form 8-K. All telephone and other replays are considered time-dated material and not a current representation of the Company's views or expectations.

ABC Company will announce quarterly earnings results via quarterly earnings news release, Form 8-K and conference call. Additionally, earnings releases are available via "push" technology by signing up for news release alerts on ABC Company Investor Relations web site. Financial news releases and SEC filings are archived on ABC Company Investor Relations web site for five years.

### **Management Outlook**

ABC Company currently provides its management outlook on total revenues in the quarterly earnings news release, Form 8-K and conference call for the following quarter and full year along with its goal for net income per diluted share based upon these revenue assumptions and the continued progress the Company plans to make on previously stated initiatives.

After this information is published and the conference call concludes, ABC Company will refer all questions regarding its management outlook for the quarter and/or year to the published news release, Form 8-K or conference call archived. The objective is to avoid the perception that management is reiterating its outlook during the quarter.

### **Quiet Periods**

The quiet period at ABC Company begins at the close of business on the last day of the fiscal quarter and lasts until ABC Company publicly discloses its financial results for the quarter. During quiet periods, ABC Company will discontinue all one-on-one and group meetings with members of the financial community as well as conferences. Pending financial and/or operational results will not be discussed until earnings are released. The objective of the quiet period is to minimize the potential for misinterpretation and the spread of any rumors prior to earnings announcements.

### **Use of Safe Harbor Language**

ABC Company includes safe harbor language with respect to forward-looking statements about financial performance at the beginning of ABC Company quarterly earnings conference call with the investment community and whenever the Company makes presentations to the investment community. Safe harbor language is also included at the end of any news release that contains forward-looking statements. Safe harbor language shall identify forward-looking statements and important factors that could cause actual results to differ materially. The law department shall review any safe-harbor language utilized by ABC Company.

### **Reviewing Analysts' Reports**

In the event the Company reviews analyst reports, it may comment on and correct only factual information that is incorrect. The Company does not endorse analyst conclusions, particularly earnings forecasts, financial projections or recommendations. The Company does not confirm or deny any of the reports' statements regarding future predictions or projections nor does the Company confirm the accuracy of the earnings models or provide mean estimates on projected earnings. Furthermore, the Company does not mail research reports at the request of individuals nor does the Company include research reports in ABC Company investor relations packages.

## Investor Conferences

Broker-sponsored investor conference presentations are web cast and archived for a reasonable period on the Company's Investor Relations web site. The Company's involvement in any such conference is announced by issuance of a news release in advance of the Company's presentation.

## Commenting on Rumors or Volatility

ABC Company has a policy of not responding to rumors about the Company. In the event of rumors not attributable to comments by the Company, the response to questions regarding such rumors shall be: "The Company does not comment on rumors in the marketplace." If the rumor originated from an inadvertent comment made by a representative of ABC Company, the Disclosure Policy Participants will confer to determine an appropriate response, which may include public disclosure of that same information in accordance with Regulation FD.

When unusual stock price or trading volume activity occurs which is not attributable to a Company news release or statement, the response to inquiries shall be: "The Company has not issued any press release or made any statement that we believe would account for the higher than usual trading volume."

Should the New York Stock Exchange request that the Company make a definitive statement in response to significant volatility in the stock volume and/or price, the Disclosure Policy Participants will promptly confer to consider whether such statement should be made and its content.

## Witness Program

At least one other representative of ABC Company will be present when an ABC Company executive officer or event-specific Company representative designated by the Disclosure Policy Participants talks with members of the financial community. This witness will frequently be the primary investor contact, but can be another ABC Company representative in the absence of the primary investor contact.

The witness program is intended to protect the Company and its employees and Directors in the event there are conflicting views of what occurred during the conversation or to move into action very quickly in the event that material information is inadvertently disclosed.

## Responding to Financial Community Queries

As the primary investor contact, the Vice President of Investor Relations will either respond directly to inquiries or indirectly through the review of material prepared in response to a request for information from the financial community.

Speeches prepared by employee representatives of the Company shall be reviewed by the Investor Relations and Law departments and others as appropriate prior to the event, regardless of the audience, when the content of the speech includes information that could reasonably be construed as material nonpublic information about the Company.

#### Responding to Media Queries

The Company's media relations policy, subject to the limits noted above, is to promptly release news when justified and to make available all information, which can appropriately be made public to legitimate news media upon request.

#### ABC Company Web Sites

ABC Company employees responsible for publishing information on the ABC Company web site shall keep such information reasonably up to date and ensure that material, nonpublic information is not disclosed by such publication except as may be authorized by a Disclosure Policy Participant and in compliance with this policy.