

Gratifii Limited

Code of Conduct

Code of Conduct

1. Introduction

This code of conduct applies to all Directors, officers, key management personnel, employees and contractors (**Designated Persons**) of Gratifii Limited (**Company**) and any controlled entities (**Group**)

2. Purpose

The purpose of this code of conduct is to:

- (a) articulate the high standards of honest integrity, ethical and law-abiding behaviour expected of Designated Persons ;
- (b) encourage the observance of those standards to protect and promote the interests of shareholders and other stakeholders (including suppliers and creditors);
- (c) guide Designated Persons as to the practices thought necessary to maintain confidence in the Company's integrity; and
- (d) set out the responsibility and accountability of Designated Persons to report and investigate any reported violations of this code or unethical or unlawful behaviour.

3. Honesty and integrity

The Designated Persons will act honestly, in good faith and in the best interests of the Company as a whole and will not engage in conduct likely to bring discredit upon the Company.

4. Directors - Diligence

The Directors will use due care and diligence in fulfilling the functions of office and in exercising the powers attached to that office.

5. Directors - Independence

The Directors will be independent in their judgement and actions, and take all responsible steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.

6. Conflicts of interest

The Designated Persons acknowledge that there may be times when their personal or other interest conflict with those of the Company. In these circumstances, the relevant Designated Person will take action to remove or manage the conflict, so as to avoid detriment to the Company or any perception of conflict of interest.

7. Corporate opportunities

The Designated Persons will not use the name of the Company for personal gain. The Designated Persons will not use any information gained from their dealings with the Company for personal gain, nor allow any such information to be used for the personal gain of others or to the detriment of the Company or its members.

Any goods, services and facilities received from the Company will only be used for properly authorised purposes.

8. Confidentiality

The Designated Persons will take care to ensure that confidential information about the Company, the business of the Company, shareholders, suppliers and external service providers is properly protected and not disclosed, except where that disclosure is authorised by the Board or required by law or a regulatory body.

9. Fair dealing

The Designated Persons will deal fairly with the any officer, shareholder, competitor or external service provider of the Company and will maintain a high standard of responsibility as corporate citizens.

10. Protection and proper use of assets

The Designated Persons will only use Company assets for legitimate business purposes or other purposes approved by the board and will use all reasonable endeavours to protect any Company asset and to ensure its efficient use.

11. Compliance with laws, regulations, policies and procedures

The Designated Persons will abide by the law and any and all relevant Company policies at all times.

12. Reporting of unlawful and unethical behaviour

Any breaches of the law or unethical behaviour which becomes known to a Designated Person must be reported to the Chairman or to the Board as a whole. Any breaches reported will be properly investigated and appropriate action will be taken.

Persons who report suspected breaches in good faith shall be protected from victimisation and their identity will not be disclosed without their consent, except where disclosure is required by law.

This code of conduct was approved and adopted by the board on or about 14 June 2017.