

Gratifii Limited

Disclosure and Communication Policy

Disclosure and Communication Policy

1. Purpose

1.1 The Company's commitment to disclosure and communication

Gratifii Limited (**Company**) is committed to the objective of promoting investor confidence and the rights of shareholders by:

- (a) complying with the continuous disclosure obligations imposed by law;
- (b) ensuring that market releases are presented in a factual, clear and balanced way;
- (c) ensuring that all shareholders have equal and timely access to material information concerning the Company; and
- (d) communicating effectively with shareholders and making it easy for them to participate in general meetings.

1.2 Policy scope

This policy outlines corporate governance measures adopted by the Company to further these commitments. It seeks to incorporate and reflect:

- (a) the disclosure obligations contained in the ASX Listing Rules;
- (b) Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations; and
- (c) the principles in Guidance Note 8 (Continuous Disclosure: Listing Rules 3.1 – 3.1B) issued by the ASX.

1.3 Authority

The Committee is a committee of the Board established in accordance with Rule 15.10 of the Company's constitution and authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

2. Application of this policy

This policy applies to all Officers of the Company.

Disclosure and materiality guidelines that are intended to complement this policy are contained in the Disclosure and Communication Procedures (the **Procedures**).

3. Continuous disclosure reporting obligations

3.1 What is the Company's continuous disclosure obligation?

- (a) The Company is listed on the ASX and complies with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act and civil and criminal penalties may result from a breach for the company and individuals.

- (b) Once the Company becomes aware of any market sensitive information regarding the Company, it must immediately tell the ASX that information, unless an exception applies at that time.

3.2 When is the Company aware of information?

The ASX Listing Rules state that the Company becomes aware of information if an Officer has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an Officer of the Company.

3.3 What does “immediately mean”?

“Immediately” means “promptly and without delay”. The standard of promptness expected by the market, the ASX and ASIC is very high; “promptly and without delay” means doing something as quickly as it can be done in the circumstances (acting promptly) and not deferring, postponing or putting it off to a later time (acting without delay).

3.4 What is “market sensitive information”?

Market sensitive information is information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company securities. A reasonable person will be taken to have that expectation if the information would, or would be likely to, influence investors in deciding whether to buy, hold or sell the Company securities.

“Information” is given a broad meaning under the ASX Listing Rules and extends beyond facts to matters of opinion and intention.

3.5 What is “material”?

What is material depends on the Company’s business activities, size and place in the market.

A matter may be material even if there is little impact on the Company’s financial position and/or financial prospects. For example, the matter may have a significant impact on the Company’s reputation or perception of the Company’s strategy. In determining whether information was market sensitive, the ASX looks at the effect that the relevant information had on the market price when it was finally announced to the market. The ASX will generally apply the following materiality guidelines in assessing whether information was market sensitive:

- (a) if the market price of a security has moved 5% or less: the ASX generally regards this as confirmation that the information was not market sensitive;
- (b) if the market price of a security has moved 10% or more: the ASX generally regards the information as market sensitive and refer the potential breach to ASIC; or
- (c) if the market price of a security has moved between 5 and 10%: the ASX has regard to various factors to determine whether the information was market sensitive, including the nature and significance of the information, and the market capitalisation of the entity.

These are guidelines only and may not apply in all circumstances.

4. Disclosure roles and responsibilities

4.1 How is a decision about disclosure of information made?

- (a) The Board has established a Disclosure Committee which considers disclosures of potentially market sensitive information to be made by the Company, and ensures that all potentially market sensitive information has been assessed for compliance with the Company’s continuous disclosure obligations. The Disclosure Committee is governed by

the Disclosure Committee Charter (set out in Annexure A) which sets out the roles, responsibilities and membership of the Committee.

- (b) A decision of the Disclosure Committee requires the approval of at least two Disclosure Officers.
- (c) Except as otherwise provided in this policy, all disclosures to the ASX of potentially market sensitive information are first approved by the Disclosure Committee. Routine administrative releases are approved by the Company Secretary (or their delegate).

4.2 Matters requiring additional approval

- (a) While recognising the need to ensure that market sensitive information is disclosed to the ASX promptly and without delay, approval is obtained in advance from the Board where the market release relates to the following significant matters:
 - (i) a material acquisition or disposal;
 - (ii) takeovers, mergers, de-mergers, restructures, schemes of arrangement and all other transactions involving a transfer of control or significant change in the nature or scale of the Company's activities;
 - (iii) share buybacks and capital reductions concerning the Company securities;
 - (iv) equity capital raisings for the Company;
 - (v) material market updates, including any earnings guidance for the Company or other releases regarding forecasts, or the future prospects of the Company;
 - (vi) interim and final results;
 - (vii) dividend policy and dividend determinations/declarations concerning the Company;
 - (viii) any matter in respect of which directors make a recommendation to the Company shareholders; and
 - (ix) any other matter that the Board determines to be a significant matter affecting the Company.
- (b) Unless the Board resolves otherwise in a specific instance, the Disclosure Committee may authorise non-material changes to market releases previously approved by the Board.
- (c) The Disclosure Committee may approve a release relating to a matter described in section 4.2(a) where that release merely provides that the Company has no information to disclose in respect of the relevant matter, unless the Disclosure Committee considers that the matter should be considered by the Chairman or the Board (if the Chairman is not a member of the Disclosure Committee), in which case the Chairman will be consulted or a Board meeting convened.
- (d) If the Disclosure Committee believes that a meeting of the Board to approve a proposed release to the ASX in relation to a significant matter described in section 4.2(a) cannot be convened within a timeframe that would allow the Company to comply with its continuous disclosure obligations:
 - (i) the Disclosure Committee will seek approval of the proposed release from the Chairman of the Board or, where the Chairman cannot be contacted, the Chairman of the Audit and Risk Committee; or

- (ii) if neither the Chairman of the Board nor the Chairman of the Audit and Risk Committee can be contacted within the required timeframe, the Disclosure Committee will:
 - (A) approve the release for disclosure to the ASX, in which case the approved release must immediately be provided to each member of the Board; or
 - (B) recommend to the Company Secretary that a trading halt is requested until the Board can meet or the Chairman of the Board or the Chairman of the Audit and Risk Committee can be contacted.
- (e) A referral from the Disclosure Committee to the Board, Chairman or Chairman of the Audit and Risk Committee will be accompanied by:
 - (i) a recommendation by the Disclosure Committee that the proposed release be approved; and
 - (ii) confirmation that the Disclosure Committee is satisfied that an appropriate process of verification has occurred regarding the factual accuracy of the content of the proposed release and that there are no material omissions.

4.3 Role and responsibilities of the Disclosure Committee and Company Secretary

- (a) The role and responsibilities of the Disclosure Committee are set out in the Disclosure Committee Charter.
- (b) The Company Secretary (or their delegate) is responsible for day to day communication with the ASX in relation to ASX Listing Rule matters and also for the general administration of this policy.
- (c) The Company Secretary (or their delegate):
 - (i) seeks to ensure that the ASX is immediately notified of any information which needs to be disclosed;
 - (ii) reviews Board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations; and
 - (iii) approves routine administrative market releases.

4.4 Obligations of all officers contractors

- (a) This policy is made available to all officers and contractors.
- (b) Officers and contractors must refer any matter or event which may need to be disclosed to the ASX under this Policy to a member of the Disclosure Committee.

5. Disclosure matters generally

5.1 Inform the ASX first

- (a) The Company will not release any information publicly that is required to be disclosed through the ASX until the Company has received formal confirmation of its release to the market by the ASX, unless otherwise permitted by the ASX Listing Rules.
- (b) Information is not to be given to the media before it is given to the ASX, even on an embargo basis.

5.2 Correcting a false market and market speculation

- (a) Generally, the Company does not respond to market speculation or rumours unless a response is required by law or the ASX. If the ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to provide information to correct or prevent a false market, the Company will give the ASX the information needed to correct or prevent the false market.
- (b) The exceptions in Listing Rule 3.1A do not apply to requests from the ASX for information.
- (c) If any material information disclosed to the market becomes incorrect, the Company will release an announcement correcting or updating the information.

5.3 Trading halts and voluntary suspension

- (a) If necessary, the Disclosure Committee may consider and request a trading halt from the ASX to prevent trading in the Company securities on an uninformed basis and to manage disclosure issues.
- (b) The Disclosure Committee may only make a request to the ASX for a voluntary suspension with the approval of the Board, the Chairman of the Board or the Chairman of the Audit and Risk Committee.

6. Market communication

6.1 Website communication

The Company posts on its website relevant market releases and related information, including slides and presentations to be used in analyst or media briefings, after this information has been given to the ASX and as soon as reasonably practicable following confirmation of release to the market by the ASX.

6.2 Analysts and institutional investors

- (a) The Company may conduct briefings, meetings and telephone calls for analysts and institutional investors to discuss matters concerning the Company. Only the Chairman of the Company is authorised to speak with analysts and institutional investors.
- (b) The Company's policy regarding communications with analysts and institutional investors is that:
 - (i) only publicly available information or information which is not market sensitive is provided or referred to;
 - (ii) the Company does not comment on market sensitive issues not already disclosed to the market;
 - (iii) any questions raised in relation to market sensitive issues not already disclosed to the market are not answered and are taken on notice; and
 - (iv) if a question is taken on notice and the answer would involve the release of market sensitive information, a response, if given, is released through the ASX before responding.
- (c) The Company's policy regarding group analyst and institutional investor briefings is that:
 - (i) at least two of the Company representatives who have received training in respect of the Company's continuous disclosure obligations are in attendance;

- (ii) Company representative in attendance makes a file note of each briefing with investors or analysts unless the event is webcast or a recording or transcript is added to the Company's website; and
- (iii) at or after briefings, the Company representative who has prepared the file note ensures that a Disclosure Officer considers the matters discussed at the briefings to ascertain whether any market sensitive information was inadvertently disclosed. If so, the information is released to the market.

6.3 Analyst reports

- (a) If requested, the Company may review analyst reports. The Company's policy is that it only reviews these reports to clarify historical information and correct factual inaccuracies (provided this can be achieved using information that has been disclosed to the market generally).
- (b) No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. The Company communicates this policy whenever asked to review an analyst report.

6.4 Inadvertent disclosure or mistaken non-disclosure

If market sensitive information is inadvertently disclosed or a director becomes aware of information which should be disclosed, a Disclosure Officer must be immediately contacted so that appropriate action can be taken including, if required, announcing the information through the ASX and then posting it on the Company's website.

7. Media relations and public statements

7.1 Authorised spokespersons and public comments

- (a) Media relations and general communications (other than communications to the ASX or with market participants) are the responsibility of the Chairman of the Board.
- (b) Other Officers may be authorised by the Chairman of the Board to speak to the media on particular issues or matters.

7.2 Inquiries and requests for information

- (a) Any media inquiry that refers to market share, financial information or any matter which the recipient considers may be market sensitive is referred to the Disclosure Committee. All other significant enquiries or requests for information are referred to the Disclosure Officer.

7.3 Guidelines

The guidelines outlined in this section 7 are subject to any directions given by the Board, either generally or in a particular instance.

8. Shareholder communication

8.1 Reports to shareholders

The Company produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the ASX Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about the Company in its reports to shareholders.

8.2 The Company's website

- (a) The Company's website contains information about the Company, including shareholder communications, market releases and related information. Investor information is posted in a separate section on the website from other material about the Company.
- (b) Relevant media releases, the Company financial data and the Company's charters and policies will also be available on the Company's website.
- (c) The website also provides information to assist shareholders in directing relevant inquiries to the Company's share registry.

8.3 Shareholder inquiries

Any shareholder inquiry about a shareholding that is not resolved by the share registry is referred to the Company Secretary or their delegate.

8.4 Use of electronic communication and other technology

- (a) Shareholders may elect to receive information by post rather than electronically. The Company will communicate electronically with shareholders who have not elected to receive information by post.
- (b) The Company may consider the use of other reliable technologies as they become widely available.

8.5 General meetings

General meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or by any other means included in the notice of meeting. The Company conducts its general meetings in accordance with the Company's constitution, the Corporations Act and the ASX Listing Rules.

8.6 Notices of meetings

The form, content and delivery of notices of general meetings comply with the Company's constitution, the Corporations Act and ASX Listing Rules. Notices of meeting and accompanying explanatory notes will clearly, concisely and accurately set out the nature of the business to be considered at the meeting. The Company places notices of general meetings and accompanying explanatory material on the Company's website and provides them to shareholders as required under the Corporations Act.

8.7 Auditor to attend AGM

The external auditor will attend the annual general meeting and will be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

8.8 Shareholder privacy

The Company recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details are only used in accordance with applicable privacy laws.

9. Review and publication of this policy

The Disclosure Committee reviews this policy at least annually in accordance with the Disclosure Committee Charter, and reports to the Board any changes it considers should be made. This policy may only be amended by resolution of the Board.

This policy is available on the Company's website and the key features are published in the annual report.

10. Definitions

Term	Definition
ASX	ASX Limited or Australian Securities Exchange as appropriate
ASX Listing Rules	The Listing Rules published by ASX
Board	All directors on the Board of the Company
Company	Gratific Limited and its controlled entities (if any)
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Disclosure Committee	The committee responsible for considering disclosures in accordance with the Disclosure and Communication Policy and the Disclosure Committee Charter, comprised of the Disclosure Officers
Disclosure Officers	Those individuals identified as Disclosure Officers in the Disclosure Committee Charter
Officer	Has the meaning given in section 9 of the Corporations Act and includes directors, company secretaries and senior managers of the Company
Procedures	The Company's Disclosure and Communications Procedures

Annexure A Disclosure Committee Charter

1. Background

Pursuant to the Company's Disclosure and Communication Policy, and in accordance with its constitution, the Company has established a Disclosure Committee which is responsible for considering disclosures of potentially market sensitive information to be made by the Company, and providing assurance to the Board that all potentially market sensitive information has been assessed for compliance with the Company's continuous disclosure obligations. This document outlines the structure, role and responsibilities of the Disclosure Committee.

2. Membership

- (a) The Disclosure Committee consists of the following individuals, each a "Disclosure Officer":
 - (i) Company Secretary
 - (ii) At least 2 independent directors
- (b) The Company Secretary or their delegate is the secretary to the Disclosure Committee.
- (c) The Company Secretary may also invite other Officers and independent legal or technical advisers to attend Disclosure Committee meetings from time to time.

3. Role and responsibilities

The role of the Disclosure Committee is to support the Board to discharge the Company's disclosure obligations and ensure compliance with the Disclosure and Communication Policy.

Subject to any directions given by the Board (either generally or in a particular instance), the responsibilities of the Disclosure Committee include:

- (a) assessing the materiality of information which is potentially market sensitive;
- (b) deciding whether to disclose potentially market sensitive information to the market and approving the content and timing of the market release;
- (c) when approving announcements, ensuring such announcements are timely and are not misleading, do not omit material information and are presented in a clear, balanced and objective way;
- (d) referring any issue or announcement required to be approved by the Board under the Disclosure and Communication Policy to the Board for approval;
- (e) determining how the Company will respond to ASX in respect of a query to disclose information to prevent or correct a false market, a price query or a request to respond to speculation or to clarify a matter;
- (f) reviewing the Company's periodic disclosure documents and media announcements before release to the market;
- (g) determining whether to request in particular circumstances a trading halt or, with the approval of the Board, Chairman of the Board or Chairman of the Audit and Risk Committee, a voluntary suspension of trading; and
- (h) monitoring the Company's disclosure processes and reporting framework.

The Disclosure Committee is also responsible for overseeing the implementation of the Disclosure and Communication Policy and monitoring training of the Company's Officers to:

- (a) assist with their understanding of the Company's legal obligations relating to disclosure of market sensitive information, materiality and confidentiality;
- (b) promote awareness of the internal processes and controls; and
- (c) promote compliance with the Disclosure and Communication Policy, including communicating any amendments approved by the Board.

4. Procedures

4.1 How decisions are made

Where a decision of the Disclosure Committee is required, it must be made with the approval of at least two of the Disclosure Officers.

4.2 Meetings

- (a) Subject to paragraph (b) below, the Disclosure Committee is not required to formally meet in order to make decisions, but may communicate and meet as and when it thinks fit from time to time.
- (b) One of the Disclosure Officers participating in a decision must take a record of discussions and decisions made by the Disclosure Committee about each disclosure issue considered. Where the Company Secretary is not present or involved in the relevant Disclosure Committee meeting, the Company Secretary must be advised of any discussions and decision (whether to disclose or otherwise).
- (c) The Company Secretary will maintain any records of discussions and decisions made about disclosure issues by the Disclosure Committee.
- (d) The Disclosure Committee is required to meet at least annually for the purposes of reviewing the effectiveness of the Disclosure and Communications Policy and Procedures. A meeting may be convened by any Disclosure Officer.

5. Reporting

The Board will receive a report from the Disclosure Committee at each scheduled Board meeting, or as otherwise requested by the Board.

The Disclosure Committee will annually review and report to the Board on the operation of the Disclosure and Communication Policy and the effectiveness of the Disclosure Committee.

Approved by the Board on or about 14 June 2017.