

7 August 2023

ASX ANNOUNCEMENT

Update on Non-Executive Director Fees and Listing Rule 10.17

Gratifii Limited (ASX: GTI) (**Gratifii** or **the Company**) advises that it has inadvertently exceeded the aggregate amount of fees available to be paid to its Non-Executive Directors.

ASX Listing Rule 10.17A states:

“the total amount of directors’ fees paid to the directors of an entity by the entity or its child entities must not exceed the total amount of directors’ fees approved by the holders of its securities under rule 10.17.”

Clause 13.8 of the Company’s constitution, as approved by shareholders on 9 June 2022, states that the aggregate amount of fees available to be paid to Non-Executive Directors is currently set at \$200,000 per annum (**Director Cap**). The Company intends to apply for an increase at its upcoming Annual General Meeting (**AGM**), which the board expects to hold in November 2023.

In FY2022, as detailed in the Remuneration Report of the Company’s Annual Report for the year ended June 2022, the aggregate amount paid to Directors was \$229,721. This included \$17,219 worth of options which had previously been approved by shareholders pursuant to Listing Rule 10.14. In addition, the Company expects to be over the cap in FY23 as an additional Director joined the board in August 2022. This administrative oversight was identified by the Company as part of its end-of-financial year internal review processes.

To rectify the Director Cap being exceeded, all Non-Executive Directors have agreed to accept a credit being applied against their remuneration in FY22 and FY23. In addition:

1. The Company will seek shareholder approval to increase the Director Cap to \$300,000 at the upcoming AGM.
2. A Director has indicated their intention to not seek re-election at the AGM, thereby reducing the number of Non-Executive Directors from 4 to 3.
3. The Company will cancel all options issued to Non-Executive Directors.
4. No further payments will be made to Non-Executive Directors until the AGM.
5. No Director fee increases are proposed for FY23 beyond increases equivalent to Superannuation Guarantee contribution changes.

When approving an increase to Non-Executive Director fees, or appointing a new Director, it is the policy of the Company to ensure that the fees can be accommodated within the Director Cap. The Company increased its corporate governance oversight during the year by bringing its company secretary function in-house from an external service provider and continues to review its corporate governance policies and procedures on an ongoing basis to ensure they are adequate.

This announcement has been approved by the board of directors.

Ben Newling
Company Secretary



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About Gratificii Limited

Gratificii Limited (ASX:GTI) is an ASX listed company transforming the way that loyalty and rewards are managed and delivered. Our single platform is a complete solution offering affordable, market-leading functionality and configurability. Over 60 mid-to-top tier brands rely on Gratificii for their loyalty and rewards across Australia, New Zealand, Singapore and UAE.

To learn more, visit: www.gratificii.com.