

Diversity Policy

Grays eCommerce Group Limited (ACN 125 736 914) (**Grays** or **Company**)

Adopted by the Board on 30 July 2015

1. Diversity at Grays

1.1 Our commitment

This policy sets out Grays' commitment to diversity and inclusion in the workplace and provides a framework to achieve Grays' diversity goals.

We are committed to creating and ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of Grays. The board of directors of Grays and management believe that Grays' commitment to this policy contributes to achieving Grays' corporate objectives and embeds the importance and value of diversity within the culture of Grays.

We acknowledge that our employees and clients share a diverse range of backgrounds and cultural beliefs and practices and we support tolerance of difference in the workplace.

We aim to provide opportunities that allow individuals to reach their full potential, irrespective of an individual's ethnic or cultural background or gender.

We aim to develop and promote a workforce based on inclusion where individuals are respected, supported and provided with appropriate opportunities.

We acknowledge the corporate benefits arising from a commitment to diversity.

1.2 Who this policy applies to

This policy applies to all directors of the Board, as well as all other officers, employees, contractors, consultants and associates of Grays. It is essential that you are familiar with this policy, which is available on Grays' website.

1.3 Implementation

The Board has the role of overseeing the implementation of this policy and assessing progress in achieving its objectives. See paragraph 3.2 below.

2. What Diversity Means To Us

2.1 What is diversity?

Diversity refers to characteristics that make individuals different from each other. Diversity encompasses differences in backgrounds and experiences, and also differences in approach and viewpoints. It includes factors such as gender, age, ethnicity, cultural background, religion, language, disability and other areas of potential difference.

2.2 Gender diversity

Grays has a commitment to gender diversity and the fundamental principle that gender is not a barrier to participation in our workforce, management, senior executive and on our Board. Our leaders are committed to providing opportunities that allow all staff to reach their full potential, regardless of gender.

2.3 Board and senior executive diversity

At Grays, diversity of gender and background are two important criteria we take into account in developing our succession plans and appointment processes for our Board and senior executive positions. However, other selection criteria, in particular business acumen and industry experience, are also fundamentally important. The Board will determine and monitor our succession plans and appointment processes with the aim of achieving our diversity objectives, in particular regarding a balance in the number of women in senior executive positions and on the Board.

2.4 Ability not disability

When we employ and promote people, we consider ability and not disability. We aim to create an inclusive environment that supports people and removes artificial barriers from the workplace.

3. How we Promote Diversity

3.1 Steps we are taking and measurable objectives

Grays is committed to an inclusive workplace that embraces and promotes diversity as part of our corporate culture.

Grays retains the aim of increasing the percentage of women in senior management positions and the number of women on the Board and promoting the principle that the employment of women should be dealt with on the basis of merit.

Our policies and procedures will ensure that promotion of diversity within the workplace and our management teams will be made aware of the policies that exist within the organisation to promote diversity within the workplace.

Our induction, training and other programs will be designed to promote our

culture of diversity and female participation in the workplace and within leadership positions.

3.2 The Board's role

The Board will:

- (a) promote diversity as an important strategic and cultural factor to achieve business objectives across the organisation;
- (b) consider the establishment of measurable objectives in order to achieve the appropriate level of diversity, including gender diversity across, and at various levels of, our organisation;
- (c) annually assess these objectives and the progress in achieving them (where the measurable objectives have been established); and
- (d) review and monitor the effectiveness of this diversity policy, including in relation to Board diversity; and
- (e) consider and determine those executives that are to be classified as key management personnel, on an annual basis.

4. Publication of the Policy and our Progress

This policy will be made available to all directors and employees and will be available on Grays' website.

We will provide information in Grays Corporate Governance Statement regarding:

- (a) key features of this policy;
- (b) our measurable objectives for achieving gender diversity and our progress towards achieving them; and
- (c) the proportion of women employees in our organisation, in our senior executive and on our Board.