

Memories Group Limited – Conflict of Interest

Objective

Memories Group Limited (“MGL”) and its subsidiaries (together, “the Group”) have implemented its policy on ‘Conflict of Interest’ in support of a Group wide Corporate Governance framework, to assure the highest level of ethical conduct of persons employed by or involved in the governance of the Group in all that pertains to the Group, and to avoid public perceptions and financial consequences detrimental to the Group that could arise from the misuse, or perception of misuse, of an individual's position or influence.

The Group’s conflict of interest policy is not designed to eliminate or exclude relationships and activities that might create a duality of interest, but rather to encourage transparency and careful deliberation in those cases where conflicts or perceived conflicts may arise.

Conflicts of Interest

A conflict of interest may be defined as an interest that might affect, or might reasonably appear likely to affect, the judgment or conduct of an individual associated with the Group.

A conflict of interest may exist when the interests or concerns or potential interests or concerns of any director, officer, fellow, or staff member, or any individual, group or organisation to which one of these people has allegiance, may be seen as competing with the interests or concerns of the Group, or may impair these people's independence or loyalty to the Group.

For example, a conflict of interest may exist if a director, officer, fellow, or staff member:

- has a business or financial interest in any third party dealing with the Group;
- holds office, serves on a Board, participates in management, or is employed by any third party dealing with the Group;
- derives remuneration or other financial gain from a transaction involving the Group (other than salary or salary and benefits expressly authorised by the Group); and
- engages in any outside employment or other activity that will materially encroach on such person's obligations to the Group; compete with the Group's activities; involve any use of the Group's equipment, supplies, or facilities; or imply the Group's sponsorship or support of the outside employment or activity.

Disclosure

Whenever any director has a conflict of interest or a possible perceived conflict of interest with the Group, he or she shall notify the Chairman of the Board of Directors of such conflict. Whenever any staff member or fellow has a conflict of interest or a possible perceived conflict of interest with the Group, he or she shall consult with their supervisor or another member of the Senior Management Team and, if warranted, notify the CEO of such conflict.



Memories Group Limited – Conflict of Interest

When any conflict of interest is relevant to a matter under consideration or requiring action by the Board of Directors, or committee thereof, the interested person shall call it to the attention of the Chairman of the Board of Directors and shall not be present during Board or committee discussion or decision on the matter. However, that person shall provide the Board or applicable committee with any and all relevant information on the particular matter.

The minutes of the meeting of the Board of Directors or committee thereof shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.

Review and Application of Policy

The policy and its application shall be reviewed annually for the information and guidance of directors, officers, and staff members, each of whom has a continuing responsibility to scrutinise their transactions and outside business interests and relationships for potential conflicts and make such disclosures as described herein.

Each director will be asked to complete a Conflict of Interest Policy Disclosure Statement upon his or her election or re-election to the Board and annually thereafter. Each officer and senior staff member will be asked to complete such a Statement upon his or her employment and on an annual basis thereafter.

This policy will be disseminated and published to all directors, officers, fellow, employees, contractors, suppliers and business partners who is presently serving the Group, or who may hereafter become associate with it, together with all updates and clarifications.



Memories Group Limited – Conflict of Interest

Conflict of Interest Disclosure Form

Name:

Position:

Entity:

Reporting to:

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the Group and your personal interests, financial or otherwise:

I have no conflict of interest to report.

I have the following conflict of interest to report (please specify other not-for-profit and for-profit boards you (and your immediate family member) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1.

2.

3.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of the Group.

Signature:

Date: