



## Code of Conduct - Directors & Senior Management

**Clause 49** of the Listing Agreement requires a Code of Conduct to be laid down for all Board members & Senior Management members. It also requires that the Code of Conduct shall be posted on the website of the company and that all Board members & Senior Management members shall affirm compliance with the Code on an annual basis. In compliance with this requirement, the following has been drafted as the proposed Code of Conduct:

The Board of Directors & Senior Management Members shall:

- Act honestly, fairly, ethically and with integrity;
- Act in the best interest of and fulfill their fiduciary obligations to Coffee Day Enterprises Limited and all its stakeholders;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Disclose potential conflicts of interest that they may have regarding any matters relating to Coffee Day Enterprises Limited;
- Comply with all applicable laws, rules and regulations;
- Maintain the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information;
- Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest;
- Not use Company's property, information, position or opportunities for personal gain; and
- Act in a manner to enhance and maintain the reputation of Coffee Day Enterprises limited.

If approved by the Board, the above will be adopted as the Code of Conduct for Board members & Senior Management members of the Company.

The Code is to be affirmed by members of the Board upon their appointment / re-appointment to the Board and is to be reaffirmed by all members of the Board at the beginning of each financial year. Likewise, all designated Senior Management members shall reaffirm their adherence to the above Code of Conduct annually.