

## Continuous Disclosure Policy

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### 1. Overview

Credit Corp Group Limited (Company) respects the rights of security holders and the investment community to have equal access to all company information required to be disclosed by the *Corporations Act 2001* (Cth) (Act) and the ASX Listing Rules.

To achieve this objective, the Board of the Company (Board) has determined that this continuous disclosure policy must be adhered to by all directors, officers, employees, consultants, advisers and contractors (collectively, Staff) of the Company and its controlled entities (Group).

### 2. Obligations

The Company is listed on ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Act.

The main ASX disclosure requirement is set out in ASX Listing Rule 3.1, which requires the Company to immediately notify the Australian Securities Exchange (ASX) of information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of securities of the Company were that information to be generally available. The Company is also required by section 674 of the Act to comply with this obligation. In this context, ASX has confirmed in ASX Guidance Note 8 that “immediately” means “promptly and without delay”.

Information will be taken to have a material effect on the price or value of the Company's securities if it would be likely to influence investors in deciding whether to acquire or sell the Company's securities. This type of information is referred to as “price sensitive information”. Materially price sensitive information must be immediately notified to ASX unless it falls within the scope of the exceptions contained in ASX Listing Rule 3.1A.

Anyone who uses or communicates price sensitive information which is not generally available may breach the insider trading provisions in Part 7.10 of the Act. See the Company's Securities Trading Policy for further detail.

### 3. Policy, authority and responsibilities

#### 3.1 Policy

It is the Company's policy that security holders and the market are fully informed of the Company's strategy and performance and are provided details of any information or events that could be material to the price or value of the Company's securities. This disclosure will be:

- (a) Timely;
- (b) Clear, accurate and factual;
- (c) Balanced and objective; and
- (d) Widely disseminated following disclosure to the ASX,

that allows investors to assess the impact of the information when making investment decisions.

The following procedure is to be followed by all Staff so that such matters are reported to the Chief Executive Officer and the Company Secretary.

All Staff are required to notify the Company Secretary or the Chief Executive Officer if they believe there is information which may require disclosure and are encouraged to approach the Company Secretary or the Chief Executive Officer if they have any queries about what information should be disclosed to ASX.

### 3.2 Authority

The Board has delegated to the Chief Executive Officer and the Company Secretary a general authority to approve and release market announcements. However, the Board may determine that certain disclosure matters are to be referred to it for determination (for example, disclosures in relation to strategic or important initiatives).

### 3.3 Key responsibilities

The Chief Executive Officer and the Company Secretary, in consultation with the Board, is responsible for the review, authorisation and disclosure of information to the ASX and for overseeing and coordinating information disclosure to the ASX, shareholders, brokers, analysts, the media and the public.

The Chief Executive Officer and the Company Secretary have primary responsibility to:

- (a) identify, through regular monitoring and enquiry, matters for disclosure;
- (b) review and decide what is disclosed to comply with this policy;
- (c) monitor market commentary and protect against false markets occurring in the Company's securities;
- (d) communicate with the ASX, brokers, analysts and the media;
- (e) respond to security holder questions; and
- (f) provide the ASX with immediate information concerning the emergence of any false market in the Company's securities.

## 4. Material information

### 4.1 Materiality

Materiality is assessed using measures appropriate to the Company and having regard to the examples given by ASX in ASX Listing Rule 3.1 and ASX Guidance Note 8 (continuous disclosure).

### 4.2 Examples of material information

Examples of material information that should be immediately advised by Staff to the Chief Executive Officer and the Company Secretary:

- (a) all matters required by the ASX Listing Rules;
- (b) changes in the Board or Key management personnel (as disclosed in the Directors' Report in the Company's Annual Report);
- (c) any matters that may have a material effect on the Company's financial position, forecasts or future expectations of performance;
- (d) any significant legal or other claims being made against the Company;

- (e) any material doubt as to the recoverability or destruction of any material asset including loss of key clients, debtors, IT or hardcopy database or documents etc;
- (f) any proposed media or trade comment or announcements concerning the Company;
- (g) any material proposed acquisition, formation of an alliance or similar business activity;
- (h) giving or receiving a notice of intention to make a takeover offer;
- (i) any material change in accounting policy adopted by the Company;
- (j) any matters that are to be disclosed to regulatory authorities; or
- (k) any comment or briefing to analysts or security holder questions.

A confidentiality agreement must not prevent disclosure of material information. If in doubt Staff should discuss the matter with the Company Secretary.

### 4.3 Exceptions to disclosure of information

The Chief Executive Officer and the Company Secretary will consider whether any price sensitive information falls within the scope of the exception in ASX Listing Rule 3.1A.

Under ASX Listing Rule 3.1A, price sensitive information does not need to be disclosed if each of the following paragraphs (a), (b) and (c) is satisfied in relation to the information:

- (a) one or more of the following conditions apply:
  - (i) it would be a breach of the law to disclose the information;
  - (ii) the information concerns an incomplete proposal or negotiation;
  - (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (iv) the information is generated for internal management purposes of the Company; or
  - (v) the information is a trade secret; and
- (b) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
- (c) a reasonable person would not expect the information to be disclosed.

If the Chief Executive Officer and the Company Secretary determine that certain price sensitive information falls within the ASX Listing Rule 3.1A exception, they must record exactly why it considers the information meets the criteria set out in (a), (b) and (c) above.

As soon as any one of these three conditions is no longer satisfied, the Company must immediately comply with its continuous disclosure obligation.

### 4.4 Maintaining confidentiality

If certain price sensitive information is being withheld from immediate disclosure on the basis that it is confidential, then it is important that all necessary steps be taken to ensure that the information remains confidential. This includes ensuring that it is not disclosed to third parties except on the basis of a written confidentiality undertaking.

## 5. Disclosure procedure

## 5.1 Notification Process

- (a) The Chief Executive Officer and the Company Secretary should be emailed immediately if any Staff member becomes aware of any of the types of information set out in section 5.2 above or of any information that any reasonable person would expect the Company to advise security holders.
- (b) When they become aware of potentially price sensitive information, the Chief Executive Officer and the Company Secretary are responsible for:
  - (i) determining whether the information should be disclosed to the market, including considering whether the information is price sensitive within the terms of ASX Listing Rule 3.1 and whether it falls within the Listing Rule 3.1A exception;
  - (ii) urgently obtaining from appropriate senior managers, other Staff, professional advisers or experts any additional information or advice required to properly assess the information in question and determine whether to disclose it (provided that disclosure must not be delayed if, on its face, the information clearly is price sensitive and does not fall within the ASX Listing Rule 3.1A exception); and
  - (iii) making sure that all information that must be disclosed to the ASX is dealt with by an appropriate company announcement and that any routine announcement is also accurate, balanced and expressed in a clear and objective manner.

## 5.2 Approval to release information

- (a) No information of the type listed in these procedures or other confidential or commercially sensitive information is to be released to any party without the prior written approval of the Company Secretary.
- (b) Additionally, all Staff must comply with the Company's Code of Conduct which prevents any public statements about any aspect of the Group's operations to any person.
- (c) The Chief Executive Officer or Company Secretary is responsible for preparing draft ASX announcements.
- (d) The Chief Executive Officer or Company Secretary is responsible for the review and authorisation of release of such information and media comment.
- (e) All ASX releases except ASX administrative releases need to be reviewed and approved by the Board prior to release.
- (f) The Company Secretary will determine whether release to the ASX is appropriate, and will release such information to the ASX and await ASX confirmation of announcement to the market prior to authorising release of such information by management.
- (g) In accordance with ASX Listing Rule 15.5, any announcement must identify the title of the body, or the name and title of the officer of the entity who authorised the document to be given to the ASX. In addition, if the document is an announcement under ASX Listing Rule 3.1, it must include the name, title and contact details of a person who security holders or other interested parties can contact if they have any queries.
- (h) The Company Secretary will promptly email any ASX release to all Board members and arrange for it to be placed on the Company's website.
- (i) The Chief Executive Officer is responsible for the review and authorisation of all other external communications such as analyst briefings and responses to security holder questions.

- (j) The Company Secretary will make sure all documentation relating to the operation of this procedure for each material item whether released or not is maintained in the same manner as other corporate records for future reference.
- (k) Information must not be given to the media or others before it is given to ASX, even on an embargo basis.

## 6. Confidentiality of Corporate Information

All Staff must adhere to the Company policy on the non-disclosure of confidential information to any person. All Staff are required to read and sign a confidentiality agreement as a condition of their employment or engagement.

Staff should take considerable care to make sure that Company information, documents in either electronic or hard copy form are protected at all times.

## 7. Authorised Company spokespersons

- (a) The only people authorised to speak publicly on behalf of or in relation to the Company are:
  - (i) the Chair;
  - (ii) the Chief Executive Officer; and
  - (iii) any person who is expressly authorised in writing by the Board.
- (b) This requirement applies in respect of all enquiries by the media, analysts and shareholders.
- (c) All enquiries by regulators should be passed on to the Company Secretary immediately.

## 8. Dealing with analysts and institutional investors

- (a) The Company must ensure that it does not give analysts, institutional investors or other select groups of market participants any price sensitive information not already disclosed to the market at any time, for example, during analyst or investor briefings, or when answering analysts' or investors' questions or reviewing draft analyst research reports.
- (b) It is permissible to clarify or correct any errors of interpretation that analysts or investors make concerning information already disclosed to the market, but only to the extent that the clarification or correction does not itself amount to giving the analyst or investor new price sensitive information (such as correcting market expectations about earnings forecasts, which would require disclosure to ASX).
- (c) Before any new and substantive presentation to analysts or investors the presentation materials will be released to ASX, regardless of whether the presentation contains information required to be disclosed under ASX Listing Rule 3.1.
- (d) At analyst or investor briefings:
  - (i) only the Chief Executive Officer, the Company Secretary or other representative of the Company approved by the Board will be authorised to speak to analysts and investors;
  - (ii) the Company will not comment on price sensitive issues not already disclosed to the market; and
  - (iii) any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice. If a question is taken on notice and the answer would involve the release of price sensitive information, the information will be disclosed to ASX before responding.

- (e) All briefings or other dealings with analysts, institutional investors or other select groups of market participants should be carefully monitored and reviewed by participating Staff to ensure that price sensitive information is not inadvertently disclosed, and if this occurs the Company must immediately disclose that information to ASX.
- (f) Slides from other public speeches by an authorised Company spokesperson should be provided to the Company Secretary to consider if they contain information which is required to be disclosed to ASX.

## 9. Media, market speculation and rumours

- (a) The Company has a general “no comments” policy in relation to market speculation and rumours, which must be observed by Staff at all times. However, the Company may issue an announcement in response to market speculation of rumour where:
  - (i) the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure in ASX Listing Rule 3.1A no longer applies;
  - (ii) ASX formally requests disclosure by the Company on the matter; or
  - (iii) the Chief Executive Officer and the Company Secretary or Board considers that it is appropriate to make a disclosure in the circumstances.
- (b) Only authorised Company spokespersons may make any statement on behalf of the Company in relation to market rumours or speculation. If a Staff member becomes aware of any market speculation or rumours of which the Company Secretary or the Chief Executive Officer may not be aware, these should be reported to the Company Secretary or the Chief Executive Officer immediately.
- (c) The Company will not provide the media with exclusive interviews or information that potentially contains any material price sensitive information prior to disclosing that information to the ASX. It will also not provide any information “off the record”.
- (d) Staff who are approached by the media or any external parties for information should observe the “no comments” policy and notify the Company Secretary as soon as possible.

## 10. Prevention of false markets

The Company Secretary will move immediately to advise the ASX of the Company’s position on any matter which is creating a false market in the Company’s securities. ASX Listing Rule 3.1B provides that if the ASX considers that there is, or is likely to be, a false market in the Company’s securities, and requests information from the Company to correct or prevent the false market, the Company must give the ASX the information needed to correct or prevent the false market.

## 11. Confidentiality of Corporate Information

In certain circumstances, the Company may need to request a trading halt from the ASX to maintain the efficient trading of its securities. The Board will make all decisions relating to trading halts and, unless approved by the Board, the Company Secretary is the only person authorised to request a trading halt on behalf of the Company.

## 12. Breaches

It is critical that the Company complies with its continuous disclosure obligations. Failure to comply with this policy may lead to a breach of the Act or ASX Listing Rules and to personal penalties for directors and officers. Accordingly, it is incumbent upon all Staff to comply with this policy.

Breaches of this policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Staff member. In serious cases, such action may include dismissal. Any Staff member who becomes aware of a violation of this policy should immediately report the violation to the Company Secretary.

### **13. Personal liability**

All Staff may be personally liable for the intentional non-disclosure of any material information as set out in this policy.

### **14. Management responsibility**

It is the responsibility of all managers to promote to their Staff both the understanding and adherence to the continuous disclosure policy and its procedures and the personal liability they may face if they are involved in some form of intentional participation in the company contravening the Act in this regard.

### **15. Training**

The Chief Executive Officer and the Company Secretary or their delegate will also organise training for relevant Staff to:

- (a) assist with their understanding of the Company's and their own legal obligations relating to disclosure of price sensitive information, materiality and confidentiality;
- (b) raise awareness of internal processes and controls; and
- (c) promote compliance with this policy.

### **16. Application of this policy**

You should read this policy carefully and familiarise yourself with the policy and procedures detailed.

If you have any questions on the policy, or require further information, please contact the Company Secretary.

### **17. Review of this policy**

- (a) The Board will review this policy annually to:
  - (i) check that it is operating efficiently and effectively and whether any changes are required to the policy;
  - (ii) confirm it is being adhered to; and
  - (iii) make sure it remains consistent with the Company's objectives and responsibilities.
- (b) This policy may be amended by resolution of the Board.