

Directors' Minimum Shareholding Policy

1.0 Purpose

By requiring Non-Executive Directors (NED) to build a minimum shareholding in the Company over time and maintain it during their tenure, the purpose of this Policy is to:

- (a) Strengthen the alignment between the interests of Directors of Credit Corp Group Limited (Credit Corp or the Company) and the interests of its shareholders; and
- (b) Encourage a focus on building long term shareholder value,

This Policy should be read in conjunction with Credit Corp's Securities Trading Policy.

2.0 Scope

This policy applies to NEDs.

2.0 Defined terms

ASX means the Australian Securities Exchange.

Base NED fee means the annual remuneration, excluding superannuation, for an NED that excludes the incremental remuneration above the Base fee paid to either a Sub-Committee member or Chairman or the Chairman of the Board. The quantum of the Base NED fee is disclosed in the Remuneration Report contained within the Annual Report of the Company.

Company means Credit Corp Group Limited.

Director notifiable interest means a shareholding that qualifies as a notifiable interest of a Director as defined in Chapter 19 of the ASX Listing Rules, Interpretation and definitions. This term is used interchangeably with **relevant interest**.

Minimum Shareholding means holding one year of Base NED fees in the form of Credit Corp shares in accordance with sections 3.0, 4.0 and 5.0 of this Policy.

NEDs or Non-Executive Directors means all Directors on the Board other than the Managing Director and any other Directors classified as Executive Directors in the Directors' Report including the Remuneration report of the Company.

Relevant interest means a shareholding that qualifies as a notifiable interest of a Director as defined in Chapter 19 of the ASX Listing Rules, Interpretation and definitions. This term is used interchangeably with **Director notifiable interest**.

3.0 Minimum Shareholding Requirement

- 3.1 NEDs are required to acquire and hold a Minimum Shareholding in the Company equivalent to 100% of the annual pre-tax Base director fee, subject to sections 4.1, 4.2 and 4.3 of this Policy.
- 3.2 For the avoidance of doubt, NEDs' pre-tax Base fees exclude the incremental component of the Chairman fees or the incremental component of Sub-Committee Committee and Chairman fees above the Base NED fee as well as any applicable superannuation contributions by the Company.

- 3.3 NEDs are encouraged to commence acquiring shares as soon as practicable and reach the Minimum Shareholding within 3 years from the time of their appointment or the effective date of this Policy (whichever is the later).
- 3.4 Once the Minimum Shareholding requirement is met it must be maintained as long as the individual remains as a Non-Executive Director of the Company.

4.0 Interests counted in Minimum Shareholding

- 4.1 The shares or the interests in shares that count towards meeting the Minimum Shareholding requirement are all ordinary shares in the Company in which the NED has a 'relevant interest'. The NED has a relevant interest in shares if they are:

- are the registered holder of the shares;
- have the power to exercise, or control the exercise of, a right to vote attached to the shares; and/or
- have the power to dispose of, or control the exercise of a power to dispose of, the shares.

Unvested Rights to shares do not count towards satisfaction of the Minimum Holding.

- 4.2 Holdings of shares in compliance with this policy is consistent with the basis of a Director notifiable interest as defined in Chapter 19 of the Listing Rules of the ASX. For the avoidance of doubt this means that indirect holdings of shares are included where the NED has a relevant interest in the shares even if jointly owned. For example, where they have a beneficial interest in a nominee or trust holding, or they are the beneficiary of a self-managed superannuation fund account, even if the NED is not the sole beneficiary in either case so long as the holding is regarded as a Director notifiable interest.

5.0 Monitoring and Compliance

- 5.1 The Remuneration and HR Sub-Committee will annually review each NED shareholding in compliance with this policy using the price paid to acquire the shares and the Base NED fees prevailing at the time of the review. This review will occur in April of each year.
- 5.2 In calculating compliance with the Minimum Shareholding Requirement, the following historical values will be used:
 - Shares acquired on-market = total price paid to acquire the shares;
 - Shares acquired through pro-rata or secondary issue to shareholders = total subscription price paid to acquire the Shares; and
 - Shares acquired through an off-market transfer = total price paid to acquire the Shares.

Please note the following:

- The values are to be in the Australian dollars in applying this Policy; and
- In all cases the prices paid for the purpose of applying this Policy excludes any applicable brokerage and/or duties.

- 5.3 The position of all NEDs in respect of compliance with the Policy will be reported in the Directors' Report within the Company's Annual report following the inception of this Policy.

6.0 Disposal of shares

- 6.1 Approval to dispose of shares must be sought in accordance with Credit Corp's Securities Trading Policy in the usual way.
- 6.2 In addition to any restrictions on disposal in the Securities Trading Policy, a disposal of shares is prohibited where:
- the NED does not yet satisfy the relevant Minimum Shareholding; or
 - immediately after that disposal, the NED would cease to meet the relevant Minimum Shareholding (together, Prohibited Disposal),
- unless the Board exercises its discretion to exempt the disposal of shares from the operation of this Policy.
- 6.3 Further, there may be circumstances in which compliance with this Policy would cause or contribute to financial hardship, or could prevent compliance with an order of a court or the satisfaction of statutory obligations (for example tax obligations). An exception to this Policy is permitted if approved by the Board at its sole discretion.

7.0 Individual Responsibilities

- 7.1 When acquiring Company shares, participants must adhere to insider trading laws and the Company's Securities Trading Policy. In particular, Shares must not be traded while in possession of price sensitive information, or during Closed Periods (as that term is defined in the Company's Securities Trading Policy).
- 7.2 In accordance with ASX Listing Rules, all changes to directors' interests in Company securities must be notified to the ASX within 5 business days after the change occurs. Accordingly, NEDs must promptly notify the Company Secretary of any changes.

8.0 Policy Review

- 8.1 Unless the Board determines otherwise, this Policy will be reviewed every 2 years after its adoption by the Board or its delegated Committee.

9.0 Further Information

- 9.1 If you have any questions or need further information on how to comply with this Policy, please contact the Company Secretary.

Dated: June 2023