

## Securities Trading Policy

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### 1.0 Objective

The objective of this Policy is to outline the requirements for the Trading of the Securities and other related financial instruments of Credit Corp Group Limited by its Directors, Key Management Personnel and Staff.

Capitalised terms used in this Policy have been defined in section 3 below.

### 2.0 Purpose

The Corporations Act 2001 (Cth) prohibits the trading in securities of a Company by any person who is in possession of price sensitive information regarding that Company that is not generally available. The Corporations Act:

- (a) imposes substantial penalties on persons who breach those provisions; and
- (b) applies to the extent of any inconsistency between it and this policy.

This Policy provides direction to Employees on the Trading of Securities and related financial instruments in order to comply with the ASX Listing Rules and prevent a breach of the Corporations Act (including insider trading prohibitions) and to ensure dealings by the Employees of the Company are fair and are seen to be fair by shareholders and the financial community.

This Policy sets out the circumstances in which Employees may purchase and sell Securities and other related financial products or instruments that seek to limit the risk or take advantage of movements in the value of Securities.

### 3.0 Defined terms

**Closed Periods** means the periods referred to in section 4.1 below.

**Company** means Credit Corp Group Limited

**Corporations Act** means *Corporations Act 2001 (Cth)*.

**Employees** means Directors, Key Management Personnel and Staff of the Company and its controlled entities.

**Key Management Personnel** is as defined in AASB 124 *Related Party Disclosures*.

**Securities** means shares, options, debentures (including convertible notes) and other securities issued by the Company

**Staff** means all permanent and temporary or contract employees of the Company and its controlled entities, other than Key Management Personnel and Directors.

**Trading or Trade** means, in respect of Securities and related financial instruments, buying or selling, entering into an agreement to buy or sell and exercising options, rights or awards to acquire Securities or related financial products.

### 4.0 Securities Trading Policy

- 4.1 Subject to sections 4.2 and 4.3 of this Policy, Employees are not permitted to engage in Trading in Securities or related financial instruments during Closed Periods. For trading outside of Closed Periods (other than excluded Trades), prior clearance must be obtained in accordance with section 8.1 of this Policy.

Closed Periods are:

- (a) two months immediately preceding the announcement of the Company's annual results until the commencement of the next trading day after the release of the annual results,
- (b) one month immediately preceding the announcement of the Company's half yearly results until the commencement of the next trading day after the release of the half yearly results,
- (c) any other periods that the Board determines, in its absolute discretion, to be a Closed Period, including due to there being undisclosed price sensitive information.

4.2 Subject to section 4.4 of this Policy, Employees may, however, engage in buying or selling of Securities or related financial instruments during Closed Periods if that Trading falls within one of the following categories of "excluded Trades":

- (a) transfers of Securities or related financial instruments held by Employees where such transfer does not constitute a change in the beneficial ownership;
- (b) investments in or divestments of Securities or related financial instruments by a fund or some other scheme or other arrangement where investment decisions are exercised by a third party over which the Employee has no control or influence;
- (c) undertakings to accept, or the acceptance of, a takeover offer;
- (d) Trading under an offer or invitation made to all or most of the Company's shareholders such as a rights issue, security purchase plan or an equal access buy-back, where the plan determines that the structure and timing of the offer has been approved by the Board;
- (e) an acquisition of Securities under a dividend reinvestment plan, provided the election to participate in the dividend reinvestment plan was made before the Employee came into possession of any inside information;
- (f) disposal that is the result of a secured lender exercising their rights, for example under a margin lending arrangement where the Employee has no control over the disposal; or
- (g) Trading under any Company executive or employee incentive scheme in accordance with the rules of a Board approved employee incentive plan.

4.3 Subject to section 4.4 of this Policy, Employees may request a specific waiver from the prohibition on Trading in Securities or related financial instruments during Closed Periods only in exceptional circumstances. Such request must be made in accordance with section 8.7 of this Policy. Exceptional circumstances will only occur in respect of the potential disposal of Securities or related financial instruments:

- (a) by compulsion of law or regulation. For example, a court order or court enforceable undertaking, for example, in a bona fide family settlement, to sell or transfer Securities or related financial instruments;
- (b) on account of severe financial hardship. For example, where an Employee has a pressing / urgent financial commitment that cannot be satisfied other than by selling an interest in Securities or related financial instruments; or
- (c) due to any other circumstances that the Chairperson or their delegate/s (or the respective Chairpersons of the Remuneration and Human Resources and Audit and Risk Committees in the case of a request by the Chairperson) in their absolute discretion accept as being sufficiently exceptional.

In general, in determining requests for Trading under exceptional circumstances the Employee will need to satisfy the Chairperson or their delegate/s (or the respective Chairpersons of the Remuneration and Human Resources and Audit and Risk Committees in the case of a request by the Chairperson) that they are in severe financial hardship or that the circumstances are otherwise exceptional and that the proposed dealing is the only action available. They will also consider the timing of the request in relation to the point within the Closed Period it occurs as well as the proximity of the requesting Employee to any non-public price sensitive information at the time of the request.

- 4.4 Trading in Securities or related financial products is prohibited outside Closed Periods and in the circumstances contemplated by sections 4.2 and 4.3 if this would involve insider trading (see section 5) or prohibited trading (see section 4.5).
- 4.5 Employees are prohibited from Trading in Securities or related financial products at any time where the Trading is:
- (a) on a short term basis (other than exercise of Employee options or performance rights at the specified price), including buying and selling Securities within a 3-month period and entering into other short-term dealings (such as forward contracts);
  - (b) in the form of the hedging of unvested awards, which is Trading that operates to limit the economic risk of an employee's holdings of unvested Securities granted under an employee incentive plan (refer to Remuneration and Human Resources Committee Charter); and
  - (c) represents a short position, which is Trading that enables an Employee to profit from or limit the economic risk of a decrease in the market price of Securities.

## 5.0 Margin lending arrangements

- 5.1 Employees may not include their Securities or related financial instruments in a margin loan portfolio or otherwise Trade in Securities or related financial instruments pursuant to a margin or secured lending arrangement without first obtaining the consent of the Chairperson or their delegate/s (or, in the case of the Chairperson, the respective Chairpersons of the Remuneration and Audit and Risk Committees). Such dealing would include:
- (a) entering into a margin or secured lending arrangement in respect of Securities or related financial instruments;
  - (b) transferring Securities or related financial instruments into an existing margin loan account; and
  - (c) selling Securities or related financial instruments to satisfy a call pursuant to a margin loan except where they have no control over such sale.
- 5.2 The Company may, at its discretion, make any consent granted in accordance with section 5.1 conditional upon such terms and conditions as the Company sees fit (for example, in regards to the circumstances in which the Securities or related financial instruments may be sold to satisfy a margin call).

## 6.0 Insider trading laws

- 6.1 Under the Corporations Act, all Employees both current and former are prohibited in all circumstances from Trading in Securities or related financial instruments at any time if they are in possession of inside information regarding the Company and its Securities or related financial instruments whether or not a Closed

Period applies. Inside information is information which is not generally available to the public and which a reasonable person would expect to have a material effect on the price or value of the relevant Securities or would be likely to influence a person in deciding whether or not to acquire or dispose of such Securities.

6.2 Employees are also prohibited from procuring others (including persons or entities) to Trade in Securities or related financial instruments when the Employee is precluded from Trading.

6.3 In addition, Employees:

- (a) must not communicate inside information to someone who might then:
  - (i) Trade in Securities or related financial instruments or
  - (ii) procure another person to Trade in Securities or related financial instruments.

This should be assumed to include family members, relatives, and entities they control; and

- (b) should seek to ensure that third parties who come into possession of inside information preserve its confidentiality and do not Trade while in possession of that information.

6.4 Insider trading is strictly prohibited by law, and it is important that all Employees do not breach that prohibition. Insider trading or the perception of insider trading, by any Employee will not be tolerated. The existence of a personal financial emergency or hardship does not excuse non-compliance with this Policy. It is not only important that the Company, its controlled entities and its Employees do not participate in any insider trading activities, but also that any appearance of insider trading is avoided. Any allegation of insider trading would be likely to have a serious detrimental impact on the Company and its business. As such, all Employees must be seen to be actively and diligently upholding the law and complying with this Policy.

6.5 Insider trading is a crime and can result in imprisonment, fines, orders to pay compensation and other penalties against the Company and Employees.

## 7.0 Application of Policy

7.1 This Policy applies to all Employees of the Company and all of its controlled entities.

7.2 This Policy is equally applied to Trading by related parties of an Employee. For the purpose of this Policy, in respect of an Employee, a related party is:

- (a) the Employee's spouse;
- (b) the Employee's de facto spouse;
- (c) the Employee's parent;
- (d) the Employee's child;
- (e) spouse or de facto spouse, of a parent or child of the Employee;
- (f) a company in which the Employee or related party has a material interest; or
- (g) a trust that the Employee or related party has a beneficial interest in or over which the Employee or related party can influence or control its investments.

## 8.0 Notification of Intention to Trade in Securities and other financial instruments.

- 8.1 When permitted to Trade in accordance with this Policy, subject to clause 8.4, all Staff must obtain prior clearance in respect of any proposed Trading as follows:
- (a) Directors, excluding the Chairperson, and Key Management Personnel must obtain prior clearance from the Chairperson;
  - (b) The Chairperson must obtain prior clearance from the Chairperson of the Audit and Risk Committee and in the event that person is not available then the Chairperson of the Remuneration and Human Resources Committee; and
  - (c) Staff members must obtain prior clearance from the Company Secretary.
- 8.2 An Employee must not Trade until confirmation has been received of the proposed Trade. A confirmation expires 5 business days from its date of issue, unless it specifies a different expiry date.
- A confirmation confirms that the proposed Trade by the Employee is within the terms of the Securities Trading Policy but does not otherwise constitute approval or endorsement by the Company for the proposed dealing.
- Even if confirmation is granted, an Employee remains personally responsible for their own investment decisions and whether the Insider Trading ban applies to them.
- 8.3 All responses to a request for clearance are to be communicated within a reasonable time to the Company Secretary who will record the clearance consent in the Dealing Register.
- 8.4 Clearances are not required to be sought for excluded Trades during Closed Periods or outside Closed Periods.
- 8.5 All requests for permission to Trade during a Closed Period due to exceptional circumstances must be made in accordance with section 8.7 and should address the details of those circumstances and the reasons the Employee is requesting the permission to Trade. All requests for permission to Trade due to exceptional circumstances require clearance by the Chairperson or their delegate/s. In the case of the requests by the Chairperson they require clearance by the respective Chairpersons of the Remuneration and Audit and Risk Committees.
- Any clearance to Trade during a Closed Period due to exceptional circumstances expires 5 business days from its date of issue, unless it specifies a different expiry date.
- 8.6 All requests for permission to Trade during a Closed Period due to exceptional circumstances need to be submitted to the Company Secretary in the first instance in writing accompanied by a statutory declaration from the requesting Employee declaring that:
- (a) the proposed dealing is the only action available; and
  - (b) they do not possess non-public price sensitive information affecting any Securities or related financial instrument.
- 8.7 Employees must confirm to the Company Secretary by email the occurrence of the subsequent Trade, detailing the number of Securities or related financial instruments, whether purchased or sold and the details if this was transacted in the name of a related party.
- 8.8 Directors are required to immediately notify the Company Secretary of any Trades undertaken by them (whether these occur during or outside of a Closed Period and whether with or without prior clearance (including excluded Trades) to enable the Company to comply with its ASX reporting obligations.

## 9.0 Review

This Policy is to be reviewed annually by the Board or its delegate to ensure that the Policy remains up to date and effective.