

1. 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 (“the Company”) by its Directors, Key Management Personnel and Staff. Key Management Personnel is as defined in AASB 124 *Related Party Disclosures*. Staff consists of all permanent and temporary or contract employees of the Company and its controlled entities other than Key Management Personnel and Directors. Hereafter in this Policy, Directors, Key Management Personnel and Staff will be referred to as Employees.

2. Purpose

This Policy provides direction to Employees on the trading of the Company’s securities in order to prevent a breach of the Corporations Act 2001 and to ensure dealings by the Employees of the Company are fair and are seen to be fair by shareholders and the financial community.

The Corporations Act 2001 prohibits persons in possession of price sensitive information from trading in the Company’s securities, options over the Company’s securities, or any other financial products created over the Company securities.

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

3. Securities Trading Policy

3.1 Subject to sections 3.2 and 3.3 of this Policy, Employees are not permitted to engage in buying or selling of Company securities or associated financial instruments during Closed Periods.

Closed Periods are

- a) two months immediately preceding the preliminary announcement of the Company’s annual results,
- b) two months immediately preceding the announcement of the Company’s half yearly results,
- c) any other periods that are determined due to undisclosed price sensitive information.

3.2 Subject to section 3.4 of this Policy, Employees may however engage in buying or selling of Company securities or associated financial instruments during Closed Periods if that trading falls within one of the following categories of “excluded trading”:

- a) Transfers of Company securities or associated financial instruments held by Employees where such transfer does not constitute a change in the beneficial ownership;

- b) Investments in or divestments of Company securities or associated financial instruments by a 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, dividend reinvestment plan or an equal access buy-back, where the plan determines the structure and timing of the offer has been approved by the Board;
- e) 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
- f) Trading under any Company executive or employee incentive scheme in accordance with the rules of a Board approved Incentive Plan.

3.3 Subject to section 3.4 of this Policy, Employees may request a specific waiver from the prohibition on trading in Company securities or associated financial instruments during Closed Periods only in exceptional circumstances. Exceptional circumstances will only occur in respect of the potential disposal of Company securities or associated 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 Company securities or associated 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 Company securities or associated financial instruments; or
- c) due to any other circumstances that the Chairperson or their delegate/s (or the respective Chairpersons of the Remuneration and Audit Committees in the case of a request by the Chairperson) accepts 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 Audit 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.

3.4 Trading in the Company's securities or associated financial products is prohibited outside Closed Periods and in the circumstances contemplated by sections 3.2 and 3.3 if this would involve insider trading (see section 4).

4 Margin lending arrangements

- 4.1 Employees may not include their Company securities or associated financial instruments in a margin loan portfolio or otherwise trade in Company securities or associated 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 Committees). Such dealing would include:
- a) entering into a margin or secured lending arrangement in respect of Company securities or associated financial instruments;
 - b) transferring Company securities or associated financial instruments into an existing margin loan account; and
 - c) selling Company securities or associated financial instruments to satisfy a call pursuant to a margin loan except where they have no control over such sale.
- 4.2 The Company may, at its discretion, make any consent granted in accordance with section 4.1 conditional upon such terms and conditions as the Company sees fit (for example, in regards to the circumstances in which the Securities may be sold to satisfy a margin call).

5. Insider trading laws

- 5.1 Under the Corporations Act, all Employees both current and former are prohibited in all circumstances from Trading in Securities at any time if they are in possession of inside information regarding the Company and its Securities whether or not a Trading Window is open. 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.
- 5.2 Employees are also prohibited from procuring others (including persons or entities) to Trade in Securities when the Employee is precluded from Trading.
- 5.3 In addition, Employees:
- a) must not communicate inside information to someone who might then (i) Trade in Securities or (ii) procure another person to Trade in Securities, 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.

- 5.4 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 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.
- 5.5 Insider trading is a crime and can result in imprisonment, fines, orders to pay compensation and other penalties against the Company and Employees.

6. Application of Policy

- 6.1 This Policy applies to all Employees of Credit Corp Group Limited and all of its subsidiaries.
- 6.2 This Policy is equally applied to –
- a) Related Parties.
Related Parties are described as the Employee's –
 - i) Spouse
 - ii) De facto spouse
 - iii) Parent
 - iv) Child, or
 - v) Spouse or de facto spouse, of a parent or child
 - b) A company in which the Employee or related Party has a material interest,
 - c) 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.

7. Notification of Intention to trade in Company securities and other financial instruments.

- 7.1 Directors, excluding the Chairperson, and Key Management Personnel may deal outside the Closed Period following receipt of clearance by the Chairperson.
- 7.2 The Chairperson is required to receive clearance from the Chairpersons of the Remuneration and Audit Committees.
- 7.3 Staff members may deal outside the Closed Period following receipt of clearance from the Compliance Manager.
- 7.4 All consents are to be communicated within a reasonable time to the Compliance Manager who will record the consent in the Dealing Register.
- 7.5 Clearances are not required to be sought for excluded trades during Closed Periods or outside Closed Periods.
- 7.6 All requests for permission to trade during a Closed Period due to exceptional circumstances should address the details of those circumstances and the reasons for 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 Committees.

All requests for permission to trade during a Closed Period due to exceptional circumstances need to be submitted to the Compliance Manager in the first instance in writing accompanied by a statutory declaration from the requesting Employee declaring that:

- the proposed dealing is the only action available; and
 - they do not possess non-public price sensitive information affecting any Company securities or associated financial instrument.
- 7.7 Employees must confirm to the Compliance Manager by email the occurrence of the subsequent trade, detailing the number of shares, whether purchased or sold and the details if this was transacted in the name of a related party.
 - 7.8 The Company Secretary is required to notify ASX of any trades undertaken by a Director.

8. Review

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