

LATITUDE GROUP HOLDINGS LIMITED (“LATITUDE”)

Board Conflict of Interest Policy

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Board

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1 Purpose & Scope

1.1 Purpose of this policy

The purpose of this policy is to provide a framework for managing conflict of interest at the Board-level.

It is to be read in conjunction with the Latitude Group Holdings Ltd (Latitude or the "Company") Conflict of Interest Policy (approved on 18 May 2020).

1.2 Scope of this policy

This policy applies to our Board of Directors.

2 Board conflict of interest

2.1 Identifying and disclosing board conflict of interest

Each director has a duty not to place themselves in a position where:

- a) he or she has a material personal interest or other relevant interest giving rise to a real or substantial possibility of a conflict; or
- b) his or her duty to the company conflicts with, or gives rise to, a substantial possibility of conflict with another fiduciary or statutory duty,

in relation to any matter which is or is likely to be brought before the Board of Latitude.

A material personal or relevant interest is one which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the director or an associated person or entity, which is of a real or substantial kind, having the capacity to influence the vote of the director on the decision to be made by the Board.

Directors are required to disclose to the Board:

- a) any material personal or relevant interest that he or she may have in a matter relating to the affairs of the Company; and
- b) any other interest in a matter relating to the affairs of the Company, which may give rise to, or be perceived to give rise to, a real or substantial possibility of conflict.

All personal and relevant interests will be recorded in the Schedule of Relevant Interests by the Company Secretary.

A director is required to disclose such conflict of interest immediately on becoming aware of the interest to the Board. A director may at any time declare a conflict of interest in relation to a matter by notification to the Company Secretary in writing, who shall notify the other directors of the conflict as soon as practicable.

Each conflict will be recorded in a standing notice register, and any amendments or additions to it, shall be tabled at the next Board meeting, and recorded in the minutes of that meeting.

Where a change in circumstance results in an interest which is declared on a standing notice register as giving rise to a material personal interest or other conflict of interest, a director is required to disclose such conflict of interest immediately to the Board Chairman or to the Company Secretary.

2.2 Managing board conflict of interest

Where a director has identified and disclosed a conflict of interest, the conflicted director:

- a) shall continue to receive Board papers or other information which relates in any way to the matter or issue which is the subject of the conflict of interest, unless the director requests, or the Chairman determines, that he or she not receive any or all of those documents as receipt of those documents would place the director in a position of conflict;

- b) shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion on that matter; and
- c) shall not vote on the matter.

If a majority of directors who do not have an interest in such a matter resolve that a disclosed interest should not disqualify a director from being present while the matter is being considered, then the director may be present while the matter is being considered, and the director may vote on the matter.

The minutes shall record the decision taken by the directors who do not have an interest in the matter, including the nature and extent of the director's interest in the matter and its relation to the affairs of the Company.

If there is any matter which is or is likely to be brought before the Board, and the Chairman, a director or the Managing Director has a concern that the disclosure of such matter to a particular director:

- a) would not be in the best interests of the Company; or
- b) place that particular director in a position of conflict,

then the matter should be referred to the Chairman. After the Chairman has considered the matter in consultation with the Managing Director, the Chairman may determine that the particular director is in a position of conflict, and in such circumstances, the conflicted director:

- a) shall not receive Board papers or other information which relates in any way to the issue or matter the subject of the conflict of interest;
- b) shall withdraw from any part of a Board or Board Committee meeting for the duration of any discussion on that matter; and
- c) shall not vote on the matter.

Where disclosure of a particular matter may place the Chairman in a position of conflict, the directors shall appoint a lead independent director, who shall consider the matter in consultation with the Managing Director, and make a determination on the matters set out above.

Where a director has been excluded from receipt of Board papers or Board discussion on a matter, the Company Secretary will advise the director concerned in writing of the broad nature of the withheld information and why it has been withheld from him or her

2.3 Access to advice or information

Where a director:

- a) is uncertain as to whether an interest should be disclosed in accordance with this Policy;
- b) has been excluded from receipt of Board papers or consideration of a matter by the Board; or
- c) is uncertain whether to request that he or she not receive any Board papers or other information relating to a matter,

the director is authorised to obtain (at the cost of the Company) legal or other independent professional advice.

Once information withheld from a director in accordance with this protocol becomes public knowledge or if, in the opinion of the Managing Director, after consultation with the Chairman (or where the matter concerns the Chairman, the appointed lead independent director), the potential for conflict has passed, the excluded director shall be entitled to, should he or she request it, a briefing by the Managing Director as to the current status of the matter and the particulars of any decision of the Board in respect of that matter.

3 Policy Governance

3.1 Review, Renewal and Approval

The Company Secretary is accountable for the application of the policy.

The Board Conflict of Interest Policy is subject to annual review and aligned to the process for registration of material relevant interests, the Board Independence Policy and internal Latitude Conflict of Interest Policy compliance documents.

Revision History

Version	Approval Date	Changed By:	Summary of changes
1.0	23/03/21	Paul Burke	Original – policy is not effective until the time of public listing