

LATITUDE GROUP HOLDINGS LIMITED (“COMPANY”)

## Trading Policy

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# 1 Purpose & Scope

## 1.1 Which trading?

This policy summarises the law banning insider trading and sets out the Latitude Group’s trading policy on buying and selling Company Securities.

The ban on insider trading also applies to the securities of other entities if you possess Inside Information about those entities.

## 1.2 Glossary

Terms used in this policy are defined in the Glossary in Schedule 1.

## 1.3 Who does this apply to?

This policy applies to:

Who?	Which parts?
<b>Everyone</b> - including all employees, contractors, family and their Associates	The whole Trading Policy with the exception of paragraphs 1.4, 4.1, 4.2, 4.3 and 5.3
<b>Designated Persons</b> – namely: (a) all directors, officers and other key management personnel (“ <b>KMP</b> ”) of any member of the Latitude Group; (b) any participant in the Latitude Group’s long-term incentive plan; (c) any employees who, due to the nature of their position, are likely to come in contact with information regarding the Latitude Group that will, or is likely to have, a material effect on the price or value of Company Securities; and (d) any other person designated by the Company Secretary.	The whole Trading Policy
<b>Associates of Designated Persons</b> (i.e., family and closely connected persons and entities) - see the Glossary for more information	The whole Trading Policy with the exception of paragraphs 5.1 to 5.3

## 1.4 Associates

This policy also applies to Associates of Designated Persons, except that paragraphs 5.1 to 5.3 regarding prior notification, confirmation and notification of dealing apply as appropriate to the circumstances. If relevant, a Designated Person must:

- a) inform their Associates about this policy; and
- b) communicate on behalf of their Associates with the Notification Officer for the purposes of this policy.

If you are in doubt as to whether a person is an Associate and the application of this policy to them, you should contact the Company Secretary who will make a determination on the issue.

## 2 Insider Trading Ban – Corporations Act

### 2.1 What is the Insider Trading Ban?

Under the Corporations Act, if you have Inside Information (as defined in paragraph 2.2 below) relating to the Latitude Group it is illegal for you to:

- a) deal in (that is, apply for, acquire or dispose of) Company Securities or enter into an agreement to do so; or
- b) procure another person to apply for, acquire or dispose of Company Securities or enter into an agreement to do so; or
- c) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs (a) or (b) above.

#### ***Options are included***

It is also illegal to apply for, grant, exercise or transfer an option over Company Securities if you have Inside Information about the Company.

#### ***Other organisations' securities***

It is also illegal to trade in the securities of other entities if you have Inside Information about those entities. This includes entities which are suppliers, contractors and customers.

#### ***Any capacity***

It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from a member of the Latitude Group to constitute Inside Information.

#### ***No giving "tips"***

You cannot avoid the Insider Trading Ban by arranging for a family member or friend to deal in Company Securities, nor may you give "tips" concerning Inside Information relating to a member of the Latitude Group to others, including customers.

**WARNING: The Insider Trading Ban applies to everyone (not just Designated Persons) and applies at all times.**

### 2.2 What is Inside Information?

"**Inside Information**" is information relating to the Latitude Group which is ***not generally available*** but, if the information were generally available, would be likely to have a material effect on the price or value of Company Securities. Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.

Information is regarded as being likely to have a material effect if it would, or would be likely to, influence people who commonly invest in securities in deciding whether or not to deal in Company Securities.

***Examples of Inside Information*** could be:

- a) the financial performance of the Latitude Group against its forecast or budget;
- b) changes in the Latitude Group's actual or anticipated financial condition or business performance;
- c) changes in the capital structure of the Company, including proposals to raise additional equity or increase debt or undertake share buy-backs or capital reductions;
- d) proposed changes in the nature of the business of a member of the Latitude Group;
- e) changes to the Board of Directors or significant changes in Key Management Personnel;
- f) material changes to relationships with the Company's substantial shareholders;
- g) an undisclosed significant change in the Latitude Group's market share;

- h) likely or actual entry into, or loss of, a material contract;
- i) potential grant or withdrawal of a material licence;
- j) material acquisitions or sales of assets by a member of the Latitude Group;
- k) a proposed dividend or other distribution or a change in dividend policy; or
- l) a material claim against a member of the Latitude Group or other unexpected liability.

## 2.3 When is information generally available?

Information is generally available if:

- a) it consists of readily observable matter or deductions;
- b) it has been brought to the attention of investors through an announcement to the ASX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors' attention; or
- c) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.

**Examples of possible readily observable matters** are:

- a change in legislation which will affect a member of the Latitude Group's ability to make certain types of investments; or
- a severe downturn in global securities markets.

## 2.4 Penalties

As well as reputational damage for both you and the Latitude Group, if you break the insider trading laws, you may be subjected to serious legal consequences including:

- a) **criminal penalties** for a conviction include heavy fines and imprisonment;
- b) **civil liability** - you can be sued by another party or a shareholder of the Latitude Group for loss they suffer as a result of your illegal trading;
- c) **civil penalty provisions** - the Australian Securities and Investments Commission ("**ASIC**") may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation; and
- d) **disciplinary action including dismissal** - if you breach the law, this policy, or both, it may lead to disciplinary action including dismissal.

# 3 No dealing in Prohibited Periods

## 3.1 Closed and Prohibited Periods

In addition to complying with the Insider Trading Ban, you must not deal in Company Securities during the following Prohibited Periods (except in accordance with this policy):

- a) the following closed periods:
  - from close of trading on 31 May to the start of trading on the second trading day after the Latitude Group's half yearly results are announced to ASX;
  - from close of trading on 30 November to the start of trading on the second trading day after the Latitude Group's annual results are announced to ASX;
  - from 4 weeks before, to the start of trading on the second trading day after, the Company's annual general meeting; and

- from up to 2 weeks before a prospectus, cleansing notice or similar disclosure document is lodged by the Company with ASX, where such closed period has been notified to Designated Persons by the Company Secretary; and

b) any extension to a closed period, and any additional period, as specified by the Board of Directors.

You may deal in Company Securities at other times subject to complying with the Insider Trading Ban and the requirements of this policy including the Clearance Procedures.

## 4 Further restrictions

### 4.1 No margin lending or security arrangements

Designated Persons are not permitted to enter into margin lending arrangements in relation to Company Securities. The reasons for this prohibition include that the terms may require Company Securities to be sold during a Prohibited Period or when the Designated Person possesses Inside Information.

In addition, no Company Securities that are the subject of escrow arrangements or which are otherwise restricted in accordance with the terms of a long-term incentive arrangement of the Latitude Group may be subject to security arrangements.

The restrictions above do not prohibit other funding arrangements under which Company Securities may be included as security, however if a Designated Person proposes to enter into any such security arrangement the prior approval of the General Counsel or Company Secretary must be obtained prior to agreeing to provide Company Securities as security under any arrangement.

Designated Persons should consult the Company's General Counsel or Company Secretary if they are uncertain as to whether an arrangement should be classified as a margin lending or security arrangement.

### 4.2 No short term or speculative trading or short selling

The Company encourages Designated Persons to be long term investors in the Company.

Designated Persons must not engage in short term or speculative trading in Company Securities or in derivative or other financial products issued over or in respect of Company Securities. Short term means in less than a 90-day period.

Designated Persons must not engage in short selling of Company Securities.

### 4.3 No hedging

Subject to the law, Designated Persons and their Closely Related Parties must not:

- a) enter into transactions or arrangements with anyone which could have the effect of limiting the exposure of the person to risk relating to an element of the person's remuneration that:
  - has not vested in the person; or
  - has vested in the person but remains subject to a holding lock; or
- b) deal at any time in financial products over or in respect of Company Securities, except for the type of dealing permitted by law and under this policy.

#### **Examples of prohibited arrangements:**

- a put option on incentive remuneration;
- a short position on shares that forms part of the incentive remuneration. A short position is a position in relation to shares in a listed company where the quantity of the shares that a person has is less than the quantity of the shares that the person has an obligation to deliver; and

- an income protection insurance contract in which the insurable risk event affects the financial value of remuneration or equity or an equity-related instrument for the key management personnel.

**Examples of arrangements that are not prohibited:**

- an income protection insurance contract in which the insurable risk event is death, incapacity or illness of any of the KMP; and
- a foreign currency risk arrangement.

## 5 Clearance Procedures

### 5.1 Prior notification

If you believe that trading is permitted under this policy, and propose to deal in Company Securities (including exercising an option or entering into an agreement to deal) at any time you must first use the appropriate Company form to provide both:

- a) written notice of your intention to deal to the Notification Officer listed below; and

Designated Persons & other employees	Notification Officer
Chairman of the Board	The Chairman of the Audit Committee
Other Directors (including the Managing Director and CEO and Alternate Directors)	The Chairman of the Board
All Employees	The General Counsel or the Company Secretary

- b) confirmation that you are not in possession of Inside Information.

The relevant Notification Officer may appoint a delegate to act on their behalf if temporarily unavailable.

### 5.2 Confirmation

Before dealing in Company Securities, you must first receive a confirmation signed by the Notification Officer.

A confirmation expires 5 business days from its date.

A confirmation confirms that the proposed dealing is within the terms of the Trading Policy but does not otherwise constitute approval or endorsement by the Company or the Notification Officer for the proposed dealing.

Even if confirmation is granted, you remain personally responsible for your own investment decisions and assessing whether the Insider Trading Ban applies.

### 5.3 Notification of dealing

In addition to providing advance notice under paragraph 5.1, Designated Persons must also confirm in writing to the relevant Notification Officer, within 3 business days from when the dealing in Company Securities has occurred, the type and number of Company Securities affected, the price and the relevant parties to the dealing. Note that this requirement applies only to Designated Persons. If you are not a Designated Person, it does not apply to you.

## 6 Exceptions

### 6.1 Permitted dealings

Certain types of dealing are excluded from the operation of Part 3 of this policy and may be undertaken at any time (**subject to** the Insider Trading Ban). They are listed in Schedule 2 and are permitted primarily on the basis that the trading is passive, restrictive or outside of the individual's control or there is no underlying change in beneficial owner.

### 6.2 Exceptional circumstances

If there are exceptional circumstances of the kind listed in Schedule 3, you may request, and the Notification Officer may give, prior confirmation for you to:

- deal in Company Securities during a Prohibited Period; or
- dispose of Company Securities even if otherwise prohibited under Part 4,

**except** if this would breach the Insider Trading Ban - see Part 2.

## 7 Confidential Information

You must treat all sensitive, non-public information ("**Confidential Information**") about the Latitude Group as confidential and belonging to the Latitude Group. You should take whatever steps are reasonably necessary to keep Confidential Information from being disclosed (except as authorised or legally required). This means:

- you must avoid inadvertent or indirect disclosure of Confidential Information;
- you must be careful that your conversations are not overheard in elevators, aeroplanes or other public places;
- even within the Latitude Group, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential;
- you must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required;
- you must not leave Confidential Information on conference tables, desks or otherwise unguarded; and
- you must not display or leave Confidential Information in aeroplanes, business lounges, shared open plan working environments or other public places.

## 8 Notifying interests and updating registers

The Company, its Directors and Company Secretary will comply with requirements regarding notifying Directors' interests and updating Company schedules and registers including:

- disclosure obligations under the ASX Listing Rules (such as under ASX Listing Rules 3.1 and 3.19A);
- notifying ASIC of a substantial shareholding or change to that holding (under section 671B the Corporations Act);
- for notifications, requests and clearances under this policy; and
- for Directors' material personal and relevant interests and conflict standing notices (under Ch 2D Div 2 of the Corporations Act).

## 9 Awareness and training

The highest standards of corporate conduct are critical to the Company's reputation. The Company Secretary will instigate induction and on-going training, and set up appropriate processes, to promote compliance with



this policy. A copy of this policy will be available on the Company’s intranet site. It will be distributed to all Designated Persons and made available to employees and other persons as relevant.

## 10 Register and obtaining further advice

### 10.1 Maintenance of Register of Designated Persons

The Company Secretary manages the list of Designated Persons (**Register**) and will notify individuals when they are added to the Register as a Designated Person.

### 10.2 Obtaining further advice

If you do not understand any aspect of this trading policy, or are uncertain whether it applies to you or your family or other Associates, please contact the Company Secretary. You may wish to obtain your own legal or financial advice before dealing in Company Securities.

## 11 Policy Governance

### 11.1 Review, Renewal and Approval

The Trading Policy is considered a Tier 1 policy that requires Board approval.

The Company Secretary (policy owner) will review this policy at least annually and is responsible for reviewing and approving all non-material changes made to this policy. The Board is responsible for reviewing and approving all material changes made to this policy.

The Board is required to review and approve this policy at least every three years, irrespective of the materiality of the changes made.

This policy is available on the Company’s website and the key features, or a URL link to the webpage are also published in the annual report.

## 12 Revision History

Version	Approval Date	Changed By:	Summary of changes
1.0	xx/xx/xx	Adrian Wong	Original – policy is not effective until the time of public listing

## Schedule 1 – Glossary

Unless the contrary intention appears, these meanings apply in the Trading Policy:

Term	Definition
ASIC	Australian Securities and Investments Commission
Associate	<p>Associates of a person include their closely connected persons and entities, ie their family members, trusts, companies, nominees and other persons over whom a person has, or may be expected to have, investment control or influence.</p> <p>For the avoidance of doubt:</p> <ul style="list-style-type: none"> <li>the Associates of a director nominated by a shareholder which is party to a Relationship Deed with the Company do not include the nominating shareholder or its related entities and affiliates; and</li> <li>the nominating shareholder and its related entities and affiliates must not be designated as Designated Persons if they would not otherwise be a Designated Person under subparagraphs (a), (b) or (c) of the “Designated Person” definition in paragraph 1.3.</li> </ul>
ASX	ASX Limited or Australian Securities Exchange, as the context requires
Clearance Procedures	the process referred to in Part 5
Closely Related Party of a Designated Person	<p>means:</p> <ul style="list-style-type: none"> <li>a spouse or child of that person; or</li> <li>a child of the person’s spouse; or</li> <li>a dependent of the person of the person’s spouse; or</li> <li>anyone else who is one of the person’s family and may be expected to influence the person, or be influenced by the person, in the person’s dealing with the Company; or</li> <li>a company the person controls; or</li> <li>a person prescribed by the Corporations Regulations 2001 for the purposes of the equivalent definition in the Corporations Act 2001 (Cth).</li> </ul>
Company	Latitude Financial Group Limited
Company Securities	any securities of the Company including debentures, options, rights, derivatives and other Financial Products issued over or in respect of Company securities that are able to be traded on a financial market
Confidential Information	has the meaning given in Part 7

Corporations Act or "CA"	<i>Corporations Act 2001</i> (Cth)
"deal" or "trade"	includes to take part in any transaction associated with buying, selling, acquiring, disposing of, converting or agreeing to do any of these things
Designated Person	has the meaning given in paragraph 1.3
Financial Products	include derivatives, options, warrants, futures, forward contracts, swaps and contracts for difference issued or created over or associated with Company Securities by third parties but do not include portfolio products that are not specific to the Company e.g., index funds
Inside Information	has the meaning given in CA 1042A as summarised in paragraph 2.2
Insider Trading Ban	means the prohibitions in CA 1043A on trading or dealing with Inside Information as summarised in Paragraph 2.1
Key Management Personnel	means persons having authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including all executive and non-executive directors (see Accounting Standard AASB 124)
Latitude Group	means the Company and each of its related bodies corporate
Notification Officer	the relevant person specified in paragraph 5.1 to whom notice should be given
Prohibited Period	has the meaning given in Part 3

## Schedule 2 – Permitted Dealings

In accordance with paragraph 6.1, the following types of dealing are excluded from the operation of Part 3 of this policy and may be undertaken at any time (**except** if this would breach the Insider Trading Ban - see Part 2):

- a) (**third parties**) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- b) (**takeover**) undertakings to accept, or the acceptance of, a takeover offer or divestment under a scheme of arrangement;
- c) (**rights offers, SPPs and DRPs and buy-backs**) trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Company's Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- d) (**bonus issues**) acquiring Company Securities under a bonus issue made to all holders of Company Securities of the same class;
- e) (**no change in beneficial interest**) trading Company Securities where the trading results in no change in beneficial interest in Company Securities. However, the requirements of paragraphs 5.1 to 5.3 must be complied with;
- f) (**cancellation**) of Company Securities as a result of failure to vest or other forfeiture of securities received by individuals as part of performance based remuneration; and
- g) (**employee equity plans**) acceptance of an invitation to participate in, or receiving Company Securities under any employee share plan or through the exercise of options under any option plan. However, any dealing in those Company Securities remains subject to this policy and the Corporations Act; and
- h) (**performance hurdles and holding locks**) vesting (but not subsequent sale) of Company Securities as a result of meeting performance hurdles or release of Company Securities from holding lock or holding term in respect of securities received by individuals as part of performance-based remuneration, including any share or option plan.

## Schedule 3 – Exceptional Circumstances

### Request

In accordance with paragraph 6.2 and using the relevant Company form, you may request, and the Notification Officer may give, confirmation for you to:

- deal in Company Securities during a Prohibited Period; or
- dispose of Company Securities even if otherwise prohibited under Part 4,

if there are exceptional circumstances (**except** if this would breach the Insider Trading Ban - see Part 2).

### Examples of exceptional circumstances are:

- severe financial hardship, e.g., a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Company Securities;
- requirements under a court order or court enforceable undertakings or other legal or regulatory requirements (e.g., a family law settlement); or
- other exceptional circumstances as determined by the Chairman (or Chief Executive Officer where the Chairman is involved).

A liability to pay tax does not normally constitute severe financial difficulty.

If the Notification Officer has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.

The requirements of paragraphs 5.1 to 5.3 must be complied with regarding prior notification, confirmation and notification of dealing.