Conflict of Interest Policy

Issued By: Latitude Group Holdings Limited ACN 604 747 391

Document Owner: Chief Risk Officer

Document Contact: GM Enterprise Risk & Compliance

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1. Overview

Latitude Group Holdings Limited (the Company) is a corporate entity, listed on the Australian Securities Exchange and the parent of a group of corporate entities providing financial or payment services and undertaking credit activities to both the retail and wholesale markets, the Latitude Group (Latitude).

This policy explains how Latitude handles conflicts of interest.

Managing conflicts helps manage conduct risk and ensure Latitude is operating in a professional, fair and honest way when dealing with customers and third parties including but not limited to customers, investors, merchant partners, brokers and vendors. It promotes consumer protection and market integrity, and improves the quality and integrity of how Latitude operates.

1.1. Effective Date

The Policy is effective from 25 April 2021.

2. Scope

This document applies to the entire Latitude Group, including:

- our Board of Directors
- all Latitude employees and representatives
- contractors and consultants employed by Latitude.

3. Defining Conflicts

Latitude defines a conflict as a situation where one or more persons or entities have competing interests and the serving of one interest by one party may have financial or non-financial detrimental impacts to another party.

A material or relevant interest is one which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the individual or an associated person or entity, which is of a real or substantial kind, having the capacity to influence a decision and outcome.

Potential or perceived conflicts can arise when:

- performing credit activities, where a customer may be disadvantaged when the interest/s of Latitude as credit licensee conflicts with the legal obligations it has to the customer
- providing retail payment services where the interests of a Latitude employee could be detrimental to the interests of Latitude or a Latitude customer
- participating in the wholesale financial services (securitisation) market where the interest of an investor may be inconsistent with or diverge from some or all of the interests of Latitude
- considering operational matters such as corporate structures and relationships, remuneration, incentive and third-party arrangements
- there are personal relationships between a Latitude employee and a customer, a vendor, a merchant partner, a broker or another Latitude employee

- employees engage in personal account trading[1] or have outside business interests, including board directorships, that could conflict with Latitude, (e.g. prioritising competing personal or financial interest outside the business may affect how an employee acts within the business, as well as the quality of the services they provide)
- providing and/or receiving gifts and entertainment
- attending political events which may constitute a political donation or gift.

4. Conflicts of Interests at Board

4.1. Identifying and Disclosing Conflicts of Interest

All directors have a duty not to place themselves in a position where:

a) they have a material personal interest or other relevant interest giving rise to a real or substantial possibility of a conflict

b) their 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 the Company.

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

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.

4.2. Managing Conflicts 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

[1] As an ASX listed-entity, Latitude is bound by Corporations laws and the prohibitions of insider trading which impacts employees engaging in the buying and selling of Latitude shares and the securities of other entities if the employee possesses inside information about those entities. Employees should reference Latitude's Trading Policy for further information and guidance.

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

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 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 for which 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

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

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 decide 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.

4.3. 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.

5. Conflicts of Interest within Latitude

5.1. Approach to Conflicts Management

Latitude seeks to ensure that a conflict of interest does not adversely affect the interests of customers, Latitude, its shareholders or other stakeholders through the identification, avoidance or management of the conflict of interest.

5.1.1. Identification

Latitude will have processes and procedures in place to help ensure real, potential or perceived conflicts are identified and assessed in a timely and appropriate manner, including but not limited to:

- when onboarding for prospective/new employees and contractors
- when selecting vendors and partners
- when reviewing and/or determining an approach to incentives, i.e. commissions to merchant partners and brokers, and employee performance benefits, including non-monetary benefit
- when circumstances change which results in an actual, perceived or potential conflict.

All identified real, potential or perceived conflicts are to be recorded in a central register. The register is accessible to all employees via Latitude's intranet to log conflicts of interest.

Compliance will independently review identified conflicts, assess the likelihood of harm and customer, regulatory, reputational and financial impacts and determine/confirm appropriate management.

5.1.2. Avoidance

Latitude will take all appropriate and reasonable steps to prevent and remove conflicts.

The avoidance of a conflict is the only option to eliminate the risk of an employee or representative making a decision or engaging in conduct that disadvantages Latitude or a customer in the course of providing a credit activity[2].

Avoidance is likely to be the appropriate course of action if the real or perceived impacts of a conflict cannot be reasonably managed (per 4.1.4 below).

The decision on whether a conflict should be avoided will be based on the specific circumstances of the conflict and made by Compliance and/or People & Culture, in consultation with relevant stakeholders.

5.1.3. Disclosure

To ensure a customer's interests are served as well as Latitude's business interests, disclosure alone is generally insufficient to manage a conflict of interest arising in the course of providing credit activities. Conflicts must be appropriately identified and managed through effective controls and where a conflict cannot be adequately managed, it must be avoided.

Disclosure about a conflict of interest should:

(a) be timely, specific and meaningful to the recipient;

[2] Latitude is performing a credit activity as a credit provider and in performing the obligations and exercising the rights of a credit provider. A credit activity may be performed by Latitude, or its representatives, through the provision of credit cards, sales finance, personal loans and motor loans and through performing the activities that precede or follow the provision of that credit, e.g. marketing and originating the loan, handling complaints, renegotiating a contract in hardship circumstances, and in debt collection.

(b) occur before or when the service is provided, but in any case, at a time that allows the recipient a reasonable time to assess its effect; and

(c) refer to the specific service to which the conflict relates.

Where a disclosed conflict cannot be avoided, Latitude will ensure there is full disclosure of the conflict to affected parties.

Disclosure to an investor (wholesale market) or to a merchant or other partner may be less detailed than that required for a consumer. In such situations, Latitude must consider the following factors in assessing the disclosure around a conflict of interest:

- the level of financial sophistication of the other party
- the extent to which third persons are likely to rely, directly or indirectly, on the service
- how much the other party already actually knows about the specific conflict
- the complexity of the service.

5.1.4. Manage

Where a conflict cannot be avoided Latitude will take appropriate and reasonable steps to:

- minimise any detriment and/or reputational damage from the possible impacts or perceptions of the conflict
- ensure the quality of the relevant service/s is not compromised by the conflict
- promptly address any customer disadvantage that may have occurred.

Where a conflict cannot be effectively managed, the activity must not proceed.

5.1.5. Record Keeping

Latitude will maintain a Conflicts of Interest Register to record actual, potential and perceived conflicts of interest. The register will detail a complete record of the conflict of interest, including any steps taken to address them.

Latitude will also maintain a Gifts and Entertainment Register.

6. Training and Awareness

Latitude will ensure all personnel are informed of the steps to take when identifying actual, potential or perceived conflicts of interest upon commencement of employment with Latitude and annually thereafter or otherwise following significant policy updates.

7. Monitoring and Reporting

Compliance will:

- Monitor conflict disclosures and trends
- Conduct periodic reviews of the register
- Report material issues to management and relevant committees
- Report significant breaches to the Board and regulators where required.

8. Political Donations

Latitude may attend political events which may constitute a political donation. Where required by electoral laws in Australia and New Zealand, Latitude will disclose such attendances.

9. Policy Governance

9.1. Review, Renewal and Approval

The Chief Risk Officer are jointly accountable for the application of the policy. The Policy is subject to annual review and aligned to the process for registration of material relevant interests and the Board Independence Policy.

The Conflicts of Interest Policy is considered a Tier 1 policy, which means that all material changes made to the policy require LGHL Board approval.

The GM Enterprise & Operational Risk and Compliance and Company Secretary will review this policy at least annually. The Chief Risk Officer are responsible for approving all non-material changes and recommending all material changes to the Board for approval.

The Board Risk Committee will review and endorse all material changes made to this policy in the first instance.

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

9.2. Monitoring and Control

Management is responsible for identifying any instances of non-compliance, actual or potential, under this Policy through at least annual self-assessments and other assurance activities. All identified material non-compliance must be reported to the Board as soon as practical.

9.3. Classification

This document is externally facing and will be available on Latitude's website for corporate governance purposes. It contains information that is in the public domain, and disclosure or modification is expected to lead to minimal impact.