

Securities Trading Policy

July 2023



Overview

Our Securities Trading Policy explains how we ensure that our team members and their associates are not involved in insider trading.

1. Background

The Corporations Act 2001 (Cth) (**Corporations Act**) prohibits a person from dealing in securities, including shares, options, and debentures and other securities (including financial products) of a company if they possess 'Inside Information' (as defined in section 4). 'Dealing' in securities includes to apply for, acquire or dispose of securities, or to enter into an agreement to do any of those things. The Corporations Act also prohibits a person who possesses Inside Information from procuring another person to deal in securities of a company (or entering into an agreement to do so) or communicating Inside Information (or causing such information to be communicated) to another person if they know, or ought reasonably to know, that the other person would or would likely deal in securities.

It is likely that Navalo Team Members will, in the course of their roles, become aware of information that is not generally available to the public and, if it were available, might have a material effect on the price or value of Navalo's securities, or the securities of another company, in the market. This is commonly referred to as 'Inside Information'.

This Policy further explains the type of conduct in relation to dealings in securities (of either Navalo or companies that Navalo deals with) that is prohibited under the Corporations Act, and sets out how and when Team Members (and their associates) can deal in Navalo securities.

In this Policy, 'securities' includes shares and options of a company (such as those of Navalo or a company it deals with), as well as derivatives and other financial products able to be traded either privately via off market trades, or on the Australian Securities Exchange (ASX) or another public securities exchange, whether or not they are issued or created by the Company or by a third party.

These requirements are not intended to prohibit 'Team Members' (as defined in section 2) from participating in Navalo's success, but aim to establish awareness and best practice procedures so that Team Members or their associates do not breach the insider trading provisions of the Corporations Act or risk the reputation of the Company by trading at inappropriate times or in an inappropriate manner.

The Board expects directors, senior executives, employees and their associates to comply with the letter and intent of the insider trading provisions under the Corporations Act, and the terms of this Policy.

2. Application

This Policy applies to all Navalo's Team Members. 'Team Members' include Navalo's directors, officers, employees, consultants, contractors and representatives.

Additional restrictions and obligations apply to directors, senior management and employees likely to receive price sensitive or Inside Information in the course of their employment, and any other person designated by the Board in writing as a designated person (**Designated Persons**).

Directors, senior management, and other Designated Persons must take all reasonable steps to ensure that their spouse, partner, dependents, relatives living in the same household, and any others over whom the Designated Person may be expected to have a relationship of special influence (**Close Connections**) also comply with this Policy.

Where this Policy requires your Close Connections to do an act (for example provide a notification or obtain approval), you must do that act on behalf of your Close Connections

3. Policy Statement

Navalo expects all Team Members, and their Close Connections, without exception, to comply with this Policy and the insider trading provisions of the Corporations Act, both in letter and intent. Regardless of the terms of this Policy or any written clearance given under it, Team members must not:

- a) trade in Navalo securities or the securities of another company (or procure or encourage someone else to do so) while in possession of Inside Information affecting those securities; or
- b) derive personal advantage from information which is not generally available, and which has been obtained by reason of their connection with Navalo.

NOTE: A person can possess Inside Information in respect of a company, even if they are not associated in any way with that company.

4. What does the prohibition apply to?

The Corporations Act prohibits insider trading. As explained above, directors, senior executives and staff members who possess inside information about Navalo must not deal in Navalo securities if:

- a) they know, or ought reasonably to know that the information is not generally available to the public;
and

Team Members should assume that information is only generally available to the public if it is readily observable or has been published on the Navalo Investor website.

- b) if the information was generally available, a reasonable person would expect it to have a material effect on the price or value of Navalo securities, ('Inside Information').

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of the securities.

Examples of the types of information that would be likely to be considered to have a material effect on a company's share price includes:

- (a) a change in a company's financial performance from previous results, forecasts, market guidance or the market's reasonable expectations;
- (b) a proposed dividend;
- (c) a proposed merger, material business or asset acquisition or sale;
- (d) a proposed change to the capital structure of a company;
- (e) a significant change in the operations or direction of the business or a major change in financing;
- (f) proposed material legal proceedings to be initiated by or against a company;
- (g) significant litigation, regulatory action or investigations;
- (i) significant new contracts or merchants;
- (j) liquidity or cash flow information;
- (k) sales or other business performance information; or
- (l) industry developments (such as major regulatory reform affecting the products and services the company issues and distributes) that may impact the Company materially.

This ban extends to:

- a) advising, procuring or encouraging another person to deal, or enter into an agreement to deal, in Navalo securities; and
- b) directly or indirectly communicating the information, or causing the information to be communicated, to another person who you believe is likely to deal in, or procure another person to deal in, those securities.

Example 1: A Navalo Project Manager has information that Navalo is about to sign up a major national retailer as a merchant (which will obviously boost Navalo share price) but the news is not yet public. He or she cannot buy or sell Navalo securities or the shares of the retailer. Also, they cannot trade through a trust (including a Self Managed Super Fund) ('SMSF') or another company, or tell their partner, financial adviser, or anyone else about it knowing they might trade, until the information becomes public or no is longer likely to affect the market for Navalo securities.

Example 2: A Navalo employee becomes aware of a potential transaction that Navalo intends to complete relating to a proposed acquisition of another large consumer finance business. It is likely that this future acquisition will impact the price of Navalo securities but this information is incomplete and not yet public. Until the information is certain and published by Navalo on its website and to all investors or is longer likely to affect the market for Navalo securities, this employee cannot trade their Navalo securities (or shares of the target company). The same restrictions would apply to trading in a SMSF or via a partner or third party.

5. Short term trading

Team members must not apply for/acquire/dispose of Navalo securities if they intend to reverse the transaction within a 6 month period unless the transaction is in connection with exercise of employee rights or options to acquire shares at the specified exercise price.

6. Prior Written Clearance and trading in Navalo securities during Blackout Periods

Directors and 'Restricted Employees' (as explained directly below) must seek prior written clearance from the Authorising Officer before trading in Navalo securities.

In addition to the other requirements of this Policy, Directors and Restricted Employees must not trade in Navalo securities during 'Blackout Periods'. Navalo Blackout Periods are:

- a) From 14 days prior to close of books at Navalo's year end to the commencement of the business day after the release of the full year results;
- b) From 14 days prior to close of books at Navalo's half year end to the commencement of the business day after the release of the half yearly results;
- c) From 14 days prior to the annual general meeting to the commencement of the business day after the meeting; and
- d) additional periods as determined by the Board from time to time (including when Navalo is considering potentially market sensitive matters which are subject to Navalo's continuous disclosure obligations in the Corporations Act). In making such determinations, the Board will take into account

the need to address market sensitivity to trading by directors and Restricted Employees in the lead up to announcements of market sensitive information.

Restricted Employees and their respective Authorising Officers are:

Restricted Employee	Authorising Officer
Board Chair	Independent Director
Directors	Board Chair
Chief Executive Officer	Board Chair
Chief Financial Officer	Board Chair
Chief Risk Officer	Board Chair
Company Secretary	Board Chair
General Counsel	Board Chair
Employees, consultants and contractors involved in preparing Navalo’s monthly financial reports	Company Secretary
Direct reports of the above positions	Company Secretary
Employees, consultants and contractors nominated by the Board as Restricted Employees and notified accordingly	Company Secretary

The Board may appoint additional or replacement Authorising Officers for the purposes of this Policy.

7. Obtaining prior written clearance to trade

Directors and Restricted Employees must submit a written request to trade (in a form approved by the Company Secretary) to the Authorising Officer confirming the details of the trade and that they are not in possession of any Inside Information.

The Authorising Officer will advise the outcome of the request within two trading days or may request further information. Directors and Restricted Employees may execute the trade only on receipt of written clearance from the Authorising Officer, and should be aware that

- a) clearance is not necessarily or automatically granted, and the decision is final;
- b) any clearance granted may be withdrawn without notice if new information comes to light or circumstances change;
- c) the Authorising Officer is under no obligation to supply reasons for their decision;
- d) decisions to decline clearance are confidential and must not be disclosed to any other person.

Clearance is valid for 7 days from the date it is given unless the Authorising Officer advises otherwise.

NB: A person in possession of Inside Information is generally prohibited from trading in those securities under the insider trading laws, regardless of any clearance given under this Policy.

8. Confirmation

Directors and employees must give written confirmation of trades in Navalo Securities to the Company Secretary within two business days of settlement.

Directors must provide sufficient details of all trading to enable Navalo to appropriately record and disclose the required information to ASIC and the market under the Corporations Act disclosure obligations (where applicable).

9. Margin loans and other security interests

No Director or Restricted Employee may enter into a margin loan or similar funding arrangement to acquire any Navalo securities, or grant lenders any rights over their holding of Navalo securities.

10. Short-selling, Hedging and Derivatives

Directors, Restricted Employees and their Close Connections must not trade in Navalo securities so as to demonstrate a long-term lack of confidence in the prospects of the Company.

This prohibition includes trading in derivatives or other products which operate to limit the economic risk of unvested Navalo securities (in other words, to ensure they profit irrespective of the Company's market performance) and short-selling of Navalo securities (i.e. trading with an aim to profit from a fall in the Navalo share price).

11. Exceptional Circumstances

In rare and exceptional circumstances clearance may be given to a Director or Restricted Employee to sell Navalo securities during a Blackout Period if the Chief Executive Officer (or in the case of a request by the Chief Executive Officer, the Board Chair) is reasonably satisfied, based on documented and objective information, that:

- a) the Director or Restricted Employee is not in possession of Inside Information;
- b) the sale is:
 - i. required by law (e.g. court order);
 - ii. the only reasonable course available to meet the Director or Restricted Employee's financial commitments without severe hardship; or
 - iii. necessary due to other exceptional circumstances; and

- c) the Chief Executive, Board Chair or other Authorised Person grants prior written clearance in accordance with this Policy to permit the Director or Restricted Employee to trade in Navalo securities during the Blackout Period.

12. Permitted dealings during a Blackout Period

During a Prohibited Period, Directors and Restricted Employees not in possession of Inside Information may be granted written clearance to trade in Navalo Securities in the following circumstances:

- a) Transfers of Navalo securities already held in the name of the Director or Restricted Employee either without a change in beneficial ownership (eg to a SMSF) or to a Close Connection.
- b) An investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Navalo securities) where the assets of the fund or other scheme are invested at the discretion of a third party.
- c) Where the Director or Restricted Employee is a trustee or a director of a corporate trustee, trading in Navalo securities by that trust provided the Director or Restricted Employee is not a beneficiary of the trust and any decision to trade during a Blackout Period is taken by the other trustees or directors or investment managers independently of the Director or Restricted Employee.
- d) Undertakings to accept, or the acceptance of, a takeover offer, or participation in a scheme of arrangement.
- e) Trading under an offer or invitation made to all or most of the Navalo's 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 Board. (This extends to 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).
- f) An acquisition of securities under an employee incentive scheme.
- g) The disposal of securities that is the result of a secured lender or financier exercising their rights. However, this does not extend to disposal under a margin lending arrangement prohibited by this Policy.

13. Compliance Monitoring

Directors, Restricted Employees and their Close Connections must maintain records of their trading in Navalo's securities and make those records available to the Head of Compliance on request. The Head of Compliance

may require Directors and Restricted Employees to provide the Holder Identification Number (HIN) or Security Holder Reference Number (SRN) of their holdings of Navalo securities.

14. Review and changes to Policy

The Company Secretary will review this Policy annually to ensure it remains effective and takes changes in the law and the Navalo business into account.

Team members will be trained as necessary in the event of material changes to this Policy, and the amended policy will be published on the Navalo Investor website in accordance with the Navalo Continuous Disclosure and Communications Policy.

An amendment to the Policy which is likely to constitute a material change includes:

- a) a change to the Blackout Periods;
- b) a change with respect to Trading in Company securities which is not subject to a Blackout Period; and
- c) changes with respect to the exceptional circumstances in which Directors and Restricted Employees may be permitted to Trade during a Blackout Period as set out in this Policy.

15. Breaches

Navalo is committed to compliance with the letter and spirit of the law, including the securities laws. Any non-compliance with this Policy will be regarded as serious misconduct and may lead to disciplinary action. Any profit from the disposal of securities in breach of this Policy may be required to be donated to charity or otherwise surrendered. In some circumstances, the matter may also be reported to ASIC or the police for further investigation.

A breach of the insider trading prohibition may attract both criminal and civil penalties under the Corporations Act and may result in a serious impact on Navalo's reputation. A person involved in a contravention of these provisions may also be liable for compensation to anyone suffering loss or damage because of the conduct.

If you have a concern – 'CALL IT OUT'

Navalo supports any Team Member wishing to report any honestly held suspicion of non-compliance with this Policy.

Team Members can report concerns by following the procedures set out in Navalo's Whistle-blower Policy found at www.navalo.com.au/investors/corporate-governance.