



Securities Trading Policy

Bank of Queensland

Version 12.0, 6 July 2023

Approver	Board
Policy Owner	Group General Counsel & Company Secretary
Functional Owner	Group General Counsel & Company Secretary
Policy Level	1a
Audience (if restricted)	Unrestricted. The Policy applies to all BOQ Directors, Employees and Contractors.
Mandatory Stakeholders	Board
Review Frequency	Annual

Revision History			
Version	Approval Date	Author	Description
7.0	31/05/2018	Company Secretary	Annual Policy Review
8.0	03/07/2019	Head of Secretariat & GM Corporate Governance	Annual Policy Review
9.0	14/08/2020	Head of Secretariat & GM Corporate Governance	Annual Policy Review
10.0	12/10/2021	Company Secretary	Annual Policy Review
11.0	06/07/2022	Company Secretary	Annual Policy Review
12.0	06/07/2023	Company Secretary	Annual Policy Review

Contents

1	Introduction	4
1.1	About this Policy	4
1.2	Glossary	4
1.3	Application	4
2	Dealing Restrictions	5
2.1	No Dealing while in possession of Inside Information	5
2.2	The Front Page Test	5
2.3	Information Barriers	5
2.4	General Dealing restrictions	6
2.4.1	Short term trading	6
2.4.2	Derivatives, margin borrowing, short selling and stock lending	6
2.4.3	No hedging	6
2.4.4	Contracts for Difference	6
2.5	Dealing restrictions for Prescribed Persons and their associates	6
2.5.1	No Dealing during a Blackout Period	6
2.5.2	Approval required for Dealing outside of a Blackout Period	7
2.5.3	Prescribed Person to ensure their Associates comply with this Policy	7
2.6	Exceptions	7
2.6.1	Excluded Dealings	7
2.6.2	Special circumstances	8
2.7	Written request process	8
3	Consequences of Breach	9
4	Further Information	9
5	References and Related Documents	9
6	Compliance Monitoring	9
7	Review and Publication	10
8	Definitions	10

1 Introduction

1.1 About this Policy

This Policy is a requirement under the ASX Listing Rules. The purpose of this Policy is to put in place practices and processes that seek to ensure compliance by all Insiders with Insider Trading laws and also protect BOQ and Insiders from reputational damage that may arise from Insider Trading.

BOQ Group Securities

This Policy summarises the law prohibiting Insider Trading and sets out BOQ's trading policy on Dealing in BOQ Group Securities when an individual is in possession of Inside Information as this could lead to: (i) breaching regulatory requirements; (ii) penalties; and (iii) reputational damage to the BOQ Group and the individual.

Securities of other entities

From time to time, Directors, Employees or Contractors may become aware of Inside Information about the BOQ Group, or about any other entity. Insider Trading laws are aimed at preventing those people with Inside Information about the BOQ Group or about any other entity (**Insiders**) from taking advantage of their position to use Inside Information to gain benefit (usually financial benefit) either for themselves, their family members or others.

This Policy is not intended to be a substitute for a Director, Employee or Contractor obtaining their own legal advice.

1.2 Glossary

Please refer to section 8 for definitions of key terms used in this Policy.

1.3 Application

This Policy regulates Dealing by Directors, Employees and Contractors in BOQ Group Securities.

There are additional restrictions on Dealing in BOQ Group Securities by Prescribed Persons and their Associates.

This Policy applies at all times, including when Directors, Employees and Contractors are on leave, whether paid or unpaid, or on other absences from work such as a career break or parental leave.

BOQ aims to achieve the highest possible standards of corporate conduct and corporate governance. The directors of BOQ consider that compliance with this Policy is essential for BOQ and all Directors, Employees and Contractors to meet the highest standards of conduct.

In addition to their obligations under this Policy, Directors, Employees and Contractors must at all times comply with their duties of confidentiality in relation to any confidential information that comes into their possession directly or indirectly by virtue of their employment or engagement with the BOQ Group.

2 Dealing Restrictions

2.1 No Dealing while in possession of Inside Information

All Directors, Employees and Contractors that are in possession of Inside Information about the BOQ Group or any other entity must not:

- Deal in any Securities that are affected by the information, either for themselves or for another person;
- cause or procure any other person (including an Associate, family member, friend, colleague or a private company or trust) to Deal in those Securities, either for themselves or for another person; and
- if those Securities are also listed on a financial market (such as the ASX), directly or indirectly communicate the information to any other person if they know, or ought reasonably to know, that the other person will or will be likely to use the information to Deal. This includes giving hints or tips about the Inside Information to someone else.

Participation in any of these activities constitutes **Insider Trading**.

Inside Information can apply to all securities, not just to BOQ Group Securities. For example, it could be information about a customer or someone with whom BOQ is discussing future opportunities. Directors, Employees and Contractors are prohibited from dealing in the securities of outside companies about which they acquire inside information through their position with BOQ Group.

2.2 The Front Page Test

It is important that public confidence in the BOQ Group is maintained. It would be damaging to BOQ's reputation if the market or the general public perceived that Directors, Employees or Contractors might be taking advantage of their position in the BOQ Group to make financial gains (by dealing in Securities on the basis of Inside Information).

Prior to Dealing in BOQ Group Securities Directors, Employees and Contractors must satisfy themselves that they are not in possession of any Inside Information and are in compliance with this Policy. As a guiding principle, Directors, Employees and Contractors should ask themselves:

"If the market was aware of all the current circumstances, could the proposed dealing be viewed by the market as me taking advantage of information I possess in an inappropriate way. What would this look like if it were reported on the front page of the newspaper?" (The Front Page Test).

If the Director, Employee or Contractor is unsure, he or she should seek assistance in accordance with section 4 of this Policy.

Where an approval is required for a Dealing under this Policy, approval will not be granted where the Dealing would not satisfy The Front Page Test.

2.3 Information Barriers

From time to time, information received or acquired by certain groups or divisions of the BOQ Group may constitute Inside Information about the BOQ Group or any other entity. Where BOQ considers that an information barrier is necessary or desirable to protect Inside Information within one group or division of the BOQ Group, BOQ will designate a compliance officer who will be responsible for the following:

- establishing the information barrier and monitoring the effectiveness of such arrangements;

- promoting awareness of information barriers, and penalties for breaches of information barriers, to the relevant group or division of the BOQ Group;
- implementing appropriate procedures and maintaining records for dealing with a situation where an information barrier in place may need to be crossed; and
- keeping records of reported breaches of information barriers.

2.4 General Dealing restrictions

2.4.1 Short term trading

At no time can Directors, Employees or Contractors engage in short term trading (of less than 30 days) or speculative trading in BOQ Group Securities. This rule is designed to encourage support for BOQ's long term objectives and discourage short term actions which could affect the share price or lead to market speculation.

For the avoidance of doubt, this rule does not apply to (i) the sale of ordinary shares in BOQ acquired on the exercise of a right or option under an employee share plan operated by the BOQ Group; or (ii) an off-market transaction in BOQ Group Securities where there is no effective change in the beneficial owner.

2.4.2 Derivatives, margin borrowing, short selling and stock lending

All Directors, Employees and Contractors are prohibited from entering into arrangements for margin borrowing, short selling or stock lending or derivatives issued over or in respect of BOQ Group Securities.

2.4.3 No hedging

All Directors, Employees and Contractors are strictly prohibited from entering into hedging arrangements in relation to any BOQ Group Securities. Any person who attempts to hedge any BOQ Group Securities renders those instruments liable to forfeiture. Hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding securities.

Additionally, Prescribed Persons and their Associates must not 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 that person's remuneration that:

- has not vested in the person; or
- has vested in the person but remains subject to a holding lock.

2.4.4 Contracts for Difference

Prescribed Persons are prohibited from entering into Contracts for Difference in relation to BOQ Group Securities

2.5 Dealing restrictions for Prescribed Persons and their associates

2.5.1 No Dealing during a Blackout Period

A Prescribed Person must not, and must ensure that their Associates do not, Deal in any BOQ Group Securities during any of the following blackout periods (**Blackout Periods**):

1. the period commencing on 1 March and ending on the close of trading on the ASX one trading day after the announcement of BOQ's half year results;
2. the period commencing on 1 September and ending on the close of trading on the ASX one trading day after the announcement of BOQ's full year results; or

3. any other period of time nominated from time-to-time by the Chairman, the Managing Director & Chief Executive Officer (**MD & CEO**) or Chief Financial Officer of BOQ.

The Chairman or MD & CEO have discretion to reduce or extend (conditionally or unconditionally) the Blackout Periods.

If a Prescribed Person has Inside Information about the BOQ Group, they must not trade in BOQ Group Securities at any time, including outside of a Blackout Period.

2.5.2 Approval required for Dealing outside of a Blackout Period

Without limiting section 2.5.1, Prescribed Persons must, prior to any proposed Dealing (including if outside of a Blackout Period), prior written approval in accordance with section 2.7, for the proposed Dealing in the Securities.

Notwithstanding any approval obtained in accordance with section 2.7, if a Prescribed Person into possession of any Inside Information following receipt of that approval they must not trade.

2.5.3 Prescribed Person to ensure their Associates comply with this Policy

Prescribed Persons must:

- make their Associates aware of the requirements of this Policy;
- make waiver applications under this Policy on behalf of their Associates; and
- take reasonable steps to ensure that their Associates comply with the requirements of this Policy.

2.6 Exceptions

2.6.1 Excluded Dealings

Section 2.5 does not apply to the following categories of trading, except if it would constitute Insider Trading:

- **(dividend reinvestment plan)** acquiring Securities under the terms of the BOQ Dividend Reinvestment Plan (**DRP**), provided that the Prescribed Person's election to participate in the **DRP** was not lodged with the BOQ Group's share registry during a Blackout Period. If an election to participate in the **DRP** was lodged prior to the commencement of a Blackout Period, it cannot be withdrawn during a Blackout Period;
- **(employee share plan, award rights plan or option plan)** accepting an invitation to receive Securities under any BOQ Group employee share plan, award rights plan or option plan;
- **(exercise of rights)** accepting an invitation to receive rights which may convert to Securities under a Non-Executive Director Salary Sacrifice Share Plan;
- **(other trustees)** instructing the trustee of a BOQ Group employee share plan, award rights plan or option plan to assign vested Securities subject to the plan from the trust and into the holder's name. Any Dealing in those Securities (e.g. selling of the shares) remains subject to this Policy and the Insider Trading laws;
- **(rights issues or bonus issues)** Prescribed Persons who are eligible, may participate in rights issues or bonus issues which are offered to all BOQ Group shareholders, or other offers of BOQ Group Securities made under a BOQ Group disclosure document, even where the participation in the rights issue or bonus issue or offer is made, or acceptance falls, within a Blackout Period. However, a Prescribed Person must not elect to participate in a corporate action or change their election while in possession of Inside Information;
- **(superannuation)** transfers of BOQ Group Securities into a superannuation fund or other saving scheme in which the Prescribed Person is a beneficiary or between such funds or schemes where there is no effective change in beneficial ownership;

- **(third parties)** an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in BOQ Group Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- **(other trustees)** where a Prescribed Person is a trustee, trading in BOQ Group Securities by the respective trust provided the Prescribed Person is not a beneficiary of the trust and any decision to trade during a Blackout Period is taken by the other trustees or by the investment managers independently of the Prescribed Person;
- **(trading plan)** trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where (i) the Prescribed Person did not enter into the plan or amend the plan during a Blackout Period; and (ii) the trading plan does not permit the Prescribed Person to exercise any influence or discretion over how, when, or whether to trade. However, this does not allow the Prescribed Person to cancel the trading plan or cancel or otherwise vary the terms of their participation in the trading plan during a Blackout Period;
- **(bona fide gifts)** bona fide gifts of BOQ Group Securities to a Prescribed Person by a third party;
- **(family transactions)** transactions between a Prescribed Person and their spouse or civil partner; or
- **(takeover, scheme of arrangement, buy-backs or capital reduction)** a disposal of BOQ Group Securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back or capital reduction.

2.6.2 Special circumstances

Prescribed Persons and their Associates who are in special circumstances may apply in writing for a waiver in accordance with section 2.7, from the prohibition on disposing BOQ Group Securities during a Blackout Period. Whether special circumstances exist will be determined by the MD & CEO, or if the MD & CEO is unable to act, either the Chairman or the Chair of the Audit Committee, in each instance on advice from the Company Secretary and/or General Counsel.

Examples of special circumstances which may be considered as part of the waiver process are:

- cases of financial or personal hardship or necessity; or
- legal duties and obligations (e.g. the administration of a deceased estate or transfers under Family Court orders).

2.7 Written request process

- a) Requests for approval under section 2.5.2, should be submitted to the Group Secretariat & Governance Team, who will forward it to:
 - the Chairman (in the case of Directors or Group Executives and their Associates);
 - the Chair of the Audit Committee (in the case of the Chairman or his Associates); and
 - the Company Secretary (in the case of other Employees and Contractors and their Associates).

Any request for approval under section 2.5.2 must be accompanied by a certification that the applicant is not in possession of any Inside Information that might preclude them from trading.

- b) Requests for waiver under section 2.6.2, should be submitted to the Company Secretary and must provide the following information:
 - details of the proposed Dealing in BOQ Group Securities;
 - confirmation that the applicant does not have Inside Information about the BOQ Group; and

- details of all relevant circumstances, including why the proposed Dealing in the BOQ Group Securities is the only reasonable course of action available to overcome the special circumstances.
- c) The applicant will be informed in writing by the approver of the outcome of their request. The approver may, in their discretion:
 - grant or refuse the request; or
 - impose conditions on the Dealing.
- d) The approver is not obliged to provide reasons for any aspect of their decision and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.
- e) A decision to refuse clearance is final and binding.
- f) Following receipt of approval to Deal under section 2.5.2, the approved Dealing must occur within three Business Days following approval (or such other time specified in the approval).
- g) Applicants must confirm in writing to the approver, within three Business Days from the date the Dealing occurred, the number of Securities affected and the relevant parties to the Dealing.
- h) Approval under this Policy is not an endorsement of the Dealing. Prescribed Persons and their Associates are responsible for their own compliance with the Insider Trading laws and are individually responsible for their investment decisions.

3 Consequences of Breach

A breach of this Policy may constitute a breach of the Insider Trading provisions of the Corporations Act, which is a serious criminal offence, punishable by a substantial fine and/or imprisonment. A person involved in Insider Trading may also be exposed to significant civil penalties and/or liability to pay compensation to anyone who suffers loss or damage because of the transaction. A breach may also have serious consequences for the BOQ Group, including reputational consequences.

A breach of this Policy will be regarded as a serious breach of the conditions of employment with the BOQ Group, and may result in disciplinary action and termination of employment. Given the potentially severe consequences of Insider Trading, a person covered by this Policy intending to trade BOQ Group Securities should consider carefully whether they are in possession of any Inside Information that might preclude them from trading and, if they have any doubt on that score, they should not trade.

4 Further Information

If any further information or assistance is required:

- Employees should contact their manager or the Company Secretary; and
- Directors and Contractors should contact the Company Secretary.

5 References and Related Documents

- Notification of Appointment of Prescribed Person Form
- Division 3 of Part 7.10 of the Corporations Act

6 Compliance Monitoring

Compliance with this Policy is regularly monitored. If requested, all Directors, Employees and

Contractors must provide or instruct their broker to provide trade confirmations and contract notes to the Company Secretary for the purposes of monitoring compliance with this Policy.

7 Review and Publication

The Board will review this Policy periodically so that it remains relevant to the needs of the BOQ Group. This Policy may be amended by resolution of the Board. This Policy is available on BOQ's website.

8 Definitions

Associate of a Prescribed Person includes the following:

- their children and dependents;
- their spouse or partner;
- any member of their family who is in a position of influence over, or who may be influenced by, them;
- any trustee of a trust or other fiduciary arrangement under which a Prescribed Person, has, or may be expected to have, investment control or influence;
- any company in which a Prescribed Person holds (directly or indirectly) a majority of the shares or otherwise controls (directly or indirectly); and
- any other entity in which a Prescribed Person is a director, secretary or executive officer, unless appropriate arrangements are in place within that company or body to ensure that the Prescribed Person:
 - takes no part in the decision by that entity to Deal in BOQ Group Securities; and
 - has not induced or encouraged that entity to Deal in BOQ Group Securities.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it (as the context requires).

Blackout Period has the meaning given in section 2.5.1.

BOQ means Bank of Queensland Limited ABN 32 009 656 740.

BOQ Group means BOQ and its controlled subsidiaries.

BOQ Group Securities means Securities issued by a member of the BOQ Group.

Business Days has the same meaning given to that term in section 9 of the Corporations Act.

Contractors means all agents, contractors, consultants and secondees to a member of the BOQ Group, which includes Owner-Managers of BOQ branches and their staff.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Deal, Dealing or "**trade**" includes applying for, acquiring or disposing of securities, or entering into an arrangement to do any of those things. In practical terms, this covers buying, selling, transferring or entering into arrangements to do any of those things whether on or off market.

Examples of **Dealing in Securities** include:

- granting, acquiring or disposing of any beneficial interest in Securities (or any option or other right to acquire or dispose of Securities), including off-market dealings;
- applying for, acquiring or exercising options or performance rights over Securities;
- making an election to participate in a dividend reinvestment plan or share purchase plan; or

- o agreeing to do any of the above things.

Directors means each person appointed as a director of BOQ.

Employees means all full-time, part-time and casual employees of a member of the BOQ Group whether on leave or otherwise.

Insider has the meaning given in section 1.1.

Inside Information is information that is **not generally available** and if it were available, a reasonable person would expect it to have a material effect on the price or value of a particular BOQ Group Security. Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person. If it is considered that the non-public information could influence a person's decision to buy or sell a BOQ Group Security, the information should be considered inside information. Information is no longer considered inside information once it becomes generally available.

Insider Trading has the meaning given in section 2.1.

MD & CEO has the meaning given in section 2.5.1.

Policy means this Securities Trading Policy, as amended or replaced from time-to-time.

Prescribed Person means a person who is considered to have authority, responsibility or a participatory role in the planning, directing or controlling of the activities of the BOQ Group (directly or indirectly). A Prescribed Person includes the following:

- o all Directors;
- o all Employees who hold positions of 'Group Executive', 'General Manager' or 'Head of';
- o Subsidiary Board directors;
- o BOQ and BOQ Group subsidiary Company Secretaries;
- o all Employees with a job grade of Level 4 and above;
- o Executive Assistants of Employees with a job grade of Level 4 and above; and
- o selected Employees and Contractors within the Legal, Corporate Affairs, Finance, Treasury, Strategy, Compliance, Human Resources and Risk Management business units, as nominated from time-to-time by the relevant Group Executive, General Manager or Head of the business unit to the Company Secretary (who will maintain a register of Prescribed

Persons).

Securities include, but are not limited to shares, hybrids, debt securities, options, derivatives, interests in managed investment schemes, or any other financial products that are able to be traded on a financial market.

Subsidiary Board means the board of directors of a BOQ Group subsidiary.

The Front Page Test has the meaning given in section 2.2.