

CORPORATE GOVERNANCE.

Overview.

The following section forms BOQ Group's Corporate Governance Statement, following the ASX Corporate Governance Principles and Recommendations (4th edition) (**CGPR**) published by the ASX Limited's Corporate Governance Council, available at asx.com.au.

The statement has been approved by the Board and is current as at 15 October 2025.

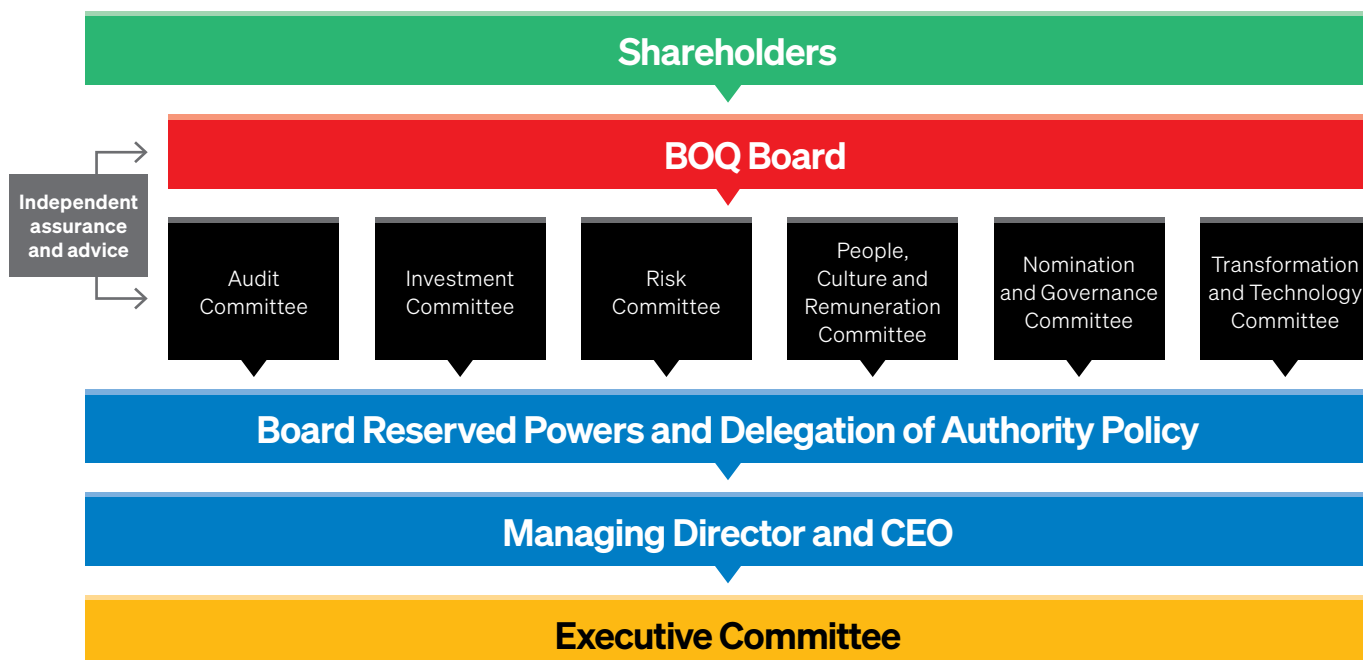
BOQ's Appendix 4G is available on the following section of BOQ's website: boq.com.au/about-us/corporate-governance

- Information on BOQ's Inclusion and Diversity Policy and measurable objectives are on page 25; and
- Risk Management overview (including Environmental, Social and Governance risk management) is on pages 47 to 53.

The Board regularly reviews and refines its corporate governance arrangements to consider their appropriateness. This includes incorporation of new laws and regulations, evolving stakeholder and regulator expectations and the volatile environment which presently exists. More information on BOQ's Constitution, Board and Committee Charters and key corporate governance policies is available on the [BOQ website](https://boq.com.au).

The framework

BOQ has designed its corporate governance framework, policies, and practices with the objective of delivering a high standard of corporate governance. BOQ's corporate governance framework is outlined below.



Board of Directors.



Warwick Negus

BOQ Chair
Non-Executive Independent Director
B Bus, M Com, SF Fin

Warwick was appointed a Director of BOQ on 22 September 2016 and its Chair on 27 March 2023.

Warwick brings more than 30 years of finance industry experience in Asia, Europe, and Australia. His most recent executive roles include Chief Executive Officer of 452 Capital, Chief Executive Officer of Colonial First State Global Asset Management, and Goldman Sachs Managing Director in Australia, London, and Singapore. He was also a Vice President of Bankers Trust Australia and a Director of the University of NSW Foundation and FINSIA.

Warwick is Chair of Dexus Funds Management Limited, and a Non-Executive Director of Virgin Australia Holdings Ltd and Terrace Tower Group. He is a member of the Council of UNSW.

Warwick is Chair of the Nomination & Governance and Investment Committees and a member of the People, Culture & Remuneration, Audit, Risk and Transformation & Technology Committees.

As announced to the ASX on 19 August 2025, Warwick will retire from the BOQ Board, effective 24 October 2025.



Patrick Allaway

Managing Director & Chief Executive Officer
BA/LLB

Patrick was appointed as Managing Director & Chief Executive Officer of the Bank on 27 March 2023 for a period up to December 2024, following his role as Executive Chair. This was made a permanent role on 14 August 2023.

Patrick has extensive senior executive, non-executive, and corporate advisory experience across the financial services, property, media, and retail sectors.

Patrick's executive career was in financial services with Citibank and Swiss Bank Corporation (now UBS) working in Sydney, New York, Zurich, and London. Patrick was Managing Director SBC Capital Markets & Treasury with direct responsibility for a global business.

Patrick brings over 30 years of experience in financial services across financial markets, capital markets, institutional banking, and corporate advisory. Patrick has extensive experience in leading large global teams, transforming businesses and managing customer activities with global responsibility for serving corporate and institutional customers.

Patrick has over 15 years of Non-Executive Director experience and was formerly Chair of BOQ, a Non-Executive Director of Allianz Australia, Dexus Funds Management Limited, Macquarie Goodman Industrial Trust, Metcash Limited, Fairfax Media, Woolworths South Africa, David Jones, Country Road Group, and Nine Entertainment Co. Patrick chaired the Audit & Risk Committees for Metcash, David Jones, and Country Road Group.

Patrick is currently a member of the Adobe International Advisory Board. Adobe is a leading global technology company, ranked in the top 50 of all global companies by market capitalisation.



Andrew Fraser

Non-Executive Independent Director
LLB BCom (1st Class Hons)

Andrew was appointed a Director of BOQ on 8 February 2024.

Andrew is Chair of Australian Retirement Trust and a Director of Brisbane Broncos and President of Motorsport Australia. In addition, he is Chair of Orange Sky Australia, as well as a Director of the Hear and Say Centre; and a Director of BESIX Watpac (Corporate Services).

In 2022, he was appointed Chancellor of Griffith University.

His previous roles have included Head of Strategy & Investment at National Rugby League, Director of the Australian Sports Commission, Moorebank Intermodal Company and a Director of BESIX Watpac. Andrew also served as a Minister in two governments including as Treasurer of Queensland from 2007 to 2012.

Andrew is Chair of the Audit Committee, and a member of the Risk, Transformation & Technology, Nomination & Governance and Investment committees.

As announced to the ASX on 19 August 2025, Andrew Fraser has been appointed as Chair Elect.

When Andrew commences as Chair of the BOQ Board he will be a member of each Committee and will also Chair the Nominations & Governance Committee.

Board of Directors.



Karen Penrose

Non-Executive Independent Director BCom, CPA, FAICD

Karen was appointed a Director of BOQ on 26 November 2015.

Karen is an experienced non-executive director and banker. As a banker, Karen has 20 years of experience leading businesses within Commonwealth Bank of Australia and HSBC and over ten years in accounting and finance roles. She has particular expertise in the financial services, health, property, resources and energy sectors. Karen is a Non-Executive Director of Cochlear Limited, Ramsay Health Care Limited and Charter Hall Group.

She is also a Director of Ramsay Générale de Santé. Karen was formerly a Non-Executive Director of Reece Limited, Estia Health Limited, Vicinity Centres Limited, AWE Limited, Spark Infrastructure Group and Future Generation Global Investment Company Limited. She is a member of Chief Executive Women.

Karen is Chair of the People, Culture & Remuneration Committee and is a member of the Audit, Risk, Transformation & Technology and Nomination & Governance Committees.



Paul Riordan

Non-Executive Independent Director B Econ, CPA, F FIN, GAICD

Paul was appointed a Director of BOQ on 16 April 2025.

Paul brings more than 40 years of experience and expertise across corporate governance, risk management, financial markets, treasury and payments infrastructure. He has held senior executive roles across major banking institutions, both internationally and locally, including as Chief Risk Officer, Institutional & Business Banking at CBA, and most recently, Group Chief Credit & Market Risk Officer at NAB.

Paul is currently an Independent Non-Executive Director of FINSIA (Financial Services Institute of Australasia).

Paul is a member of the Audit, Risk, Transformation & Technology, and Nomination & Governance Committees.



Mickie Rosen

Non-Executive Independent Director B.A., Economics, MBA

Mickie was appointed a Director of BOQ on 4 March 2021.

Mickie has over three decades of strategy, operating, and board experience across media, technology, and e-commerce. She has built and led global businesses for iconic brands such as Yahoo, Fox, and Disney, as well as early-stage companies including Hulu and Fandango.

Mickie is also a Non-Executive Director of Nine Entertainment Co and Centurion Acquisition Corp. Prior, Mickie served on the boards of Domain Holdings Group, FaZe Clan, Pandora Media and Ascendant Digital Acquisition Corp, was the President of Tribune Interactive and concurrently the President of the Los Angeles Times.

Mickie commenced her career with McKinsey & Company, is based on the West Coast of the United States, and holds an MBA from Harvard Business School.

Mickie chairs the Transformation & Technology Committee and is a member of the Risk, People, Culture & Remuneration, and Nomination & Governance Committees.



Mary Waldron

Non-Executive Independent Director
B.E.S.S (Hons), FCA, GAICD

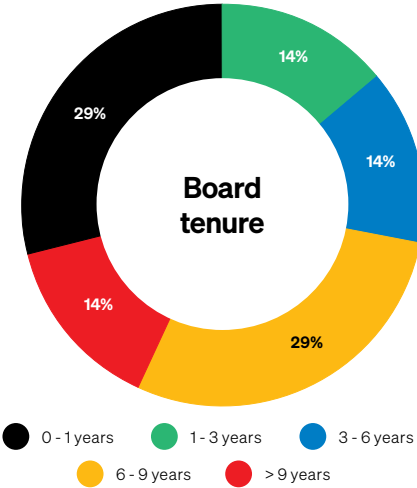
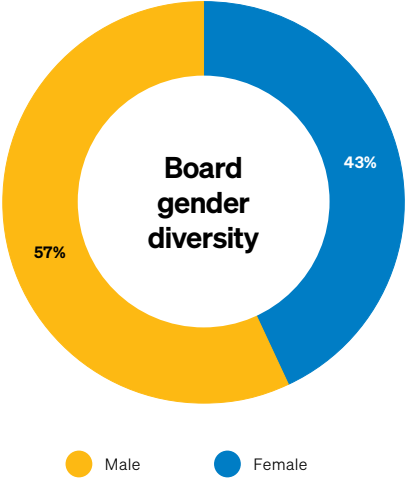
Mary Waldron was appointed a Director on 11 November 2024. Mary is currently an Independent Non-Executive Director, and Chair of the Risk, Compliance and Audit Committee at Zurich Financial Services Australia Limited and subsidiaries, as well as an Independent Non-Executive Director and Chair of the Audit & Finance Committee of Crown Melbourne Limited.

Mary is a Non-Executive Director of the Melbourne Symphony Orchestra Pty Ltd, a member of Chief Executive Women, a graduate of the Australian Institute of Company Directors and a fellow of the Institute of Chartered Accountants in Australia.

Mary was previously a Director of Chartered Accountants Australia & New Zealand, the Macfarlane Burnet Institute for Medical Research & Public Health, Opera Australia, the Melbourne Recital Centre, and Chair of the Centre for Ethical Leadership Advisory Board.

Mary has extensive global executive leadership experience (in risk, regulation and business technology, and digital transformation) with more than 35 years’ professional experience in audit, risk and consulting to Australian listed, government, and private companies as a former Partner at Arthur Andersen and Ernst & Young, where she also held senior leadership roles. She spent 14 years at PricewaterhouseCoopers where she was a member of their Global Leadership Team and their Global Chief Risk Officer from 2016 to 2021.

Mary is Chair of the Risk Committee and a member of the Audit, Transformation & Technology, Nomination & Governance and Investment Committees.



Executive team.



Patrick Allaway

**Managing Director & Chief Executive Officer
BA, LLB**

Refer to Board of Directors page 31 for Patrick's biography.



Greg Boyle

**Group Executive Retail Banking
LLB, BBus**

Greg is the Group Executive, Retail Banking, at BOQ Group. He is accountable for leading the Group's retail channels (including branch, broker, mobile lending and digital), growing the BOQ, Virgin Money and ME brands within their target customer segments. He is also responsible for guiding the Group's digital bank strategy, and product, marketing and digital functions.

Prior to this appointment, he was Director Retail Brands and Distribution, BOQ Group, and Chief Executive Officer, Virgin Money Australia.

Greg has a wealth of leadership and deep financial services expertise, he has been instrumental in the build and delivery of the new multi-brand digital bank for Virgin Money Australia, BOQ and ME brands. His experience spans across strategy and investment management at Virgin Group, in both Australia and London, executing major projects for the Group. Greg started his career as a corporate lawyer in Australia and London at Mallesons and Freshfields.



Rod Finch

**Chief Transformation & Operations Officer
BEc(Hons), GAICD**

Rod joined BOQ Group in April 2021 and was appointed Chief Transformation & Operations Officer in September 2023.

Rod brings over 20 years' experience in banking and financial services, spanning senior roles in corporate strategy, customer, product and digital functions in Australia and the UK.

In his current role, Rod leads the strategy function and operations for the Group, along with overseeing the delivery of the Group's transformation initiatives.

Prior to joining BOQ, Rod worked at AMP, where his most recent roles were Managing Director of AMP Bank and Managing Director of Wealth Platforms & Products.

Prior to AMP, Rod held a number of senior leadership roles in corporate strategy and customer functions at Lloyds Banking Group in the UK as well as senior management roles at Westpac.



Racheal Kellaway

Chief Financial Officer **BCom, CPA, GAICD**

Racheal was appointed the Chief Financial Officer in July 2022, having been part of the Executive team for the prior three years as Deputy CFO.

Racheal joined BOQ after over a decade at the Commonwealth Bank of Australia during which time she held leadership roles in Group Finance and within the Business and Private Banking and the Retail Banking divisions leading Finance teams.

Racheal is a seasoned executive with 25 years' of experience in the industry and a track record of driving strong business performance and value creation within Australia, New Zealand and the UK.

Racheal is also an experienced Company Director and currently is a Non-Executive Director at Barnardos, chairing the Finance and Audit Committee; is a member of the Finance and Risk Committee at the Australian Banking Association; and is a member of Chief Executive Women.



Craig Ryman

Chief Information Officer **BCom**

Craig is BOQ Group's Chief Information Officer, leading the bank's technology, data, procurement and property functions.

Craig is a seasoned financial services executive known for his strategic vision and track record of driving transformation programs and operational excellence. In his role at BOQ, Craig is leading the modernisation of BOQ's technology platforms and data-driven innovation that will transform how BOQ delivers value to its customers.

Craig joined BOQ in July 2020. Prior to this, he worked at AMP Limited, where he held Group Executive roles as Chief Information Officer and Chief Operating Officer. During this time, he had responsibility for critical business functions including technology, enterprise project management, operations, strategic sourcing, corporate real estate and innovation. Craig also led the AMP Life divestment to Resolution Life.



Rachel Stock

Chief Risk Officer **BCom, MAppFin, CA, GAICD**

Rachel joined BOQ's executive team in February 2024 and transitioned to the role of Chief Risk Officer in April 2024. Rachel brings a wealth of experience in governance, risk management, financial management, and operations to BOQ.

A 25-year veteran of Macquarie Group, Rachel held various senior positions including Head of Operational Risk and Governance across the Group, Chief Financial Officer for Corporate and Asset Finance, and Chief Operating Officer roles for the Principal Finance business and Risk Management Group. Her career began in audit and advisory at KPMG, spanning offices in Sydney, London and Singapore.

Beyond extensive industry experience, Rachel offers valuable board-level insights. Since 2018, she has served as a Non-Executive Director at APIR Systems Limited, contributing to its governance and strategy. She has served on the Council of Newington College since February 2024, and is a member of Chief Executive Women.

Executive team.



Alexandra Taylor

Chief People Officer
BBus, CA, GAICD

Alexandra joined BOQ Group as Chief People Officer in March 2024. With over 25 years' experience, she is recognised as a leader who executes strategies that support business outcomes.

Prior to joining BOQ, Alexandra spent three years at the National Australia Bank as Chief People Officer to the Business, Private & Personal Banking Divisions. Before that, she held a number of executive roles at Citi, including Regional Head of Human Resources for the APAC & EMEA Consumer Bank, Chief Human Resources Officer for Australia and New Zealand and Chief Operating Officer for the Corporate and Investment Banking Division. Alexandra commenced her career with KPMG in Assurance and Advisory, working in both Sydney and London.

Alexandra is a commercial, results-focused executive with deep financial sector knowledge, diverse experience and capability. Alexandra is a member of Chief Executive Women and a Non-Executive Director of KU Children's Services.

Company Secretaries.

The Board is responsible for appointing the BOQ Group Company Secretaries. The Board had two appointed Company Secretaries as at 31 August 2025. The Company Secretaries are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.



Fiona Daly

LLB, LLM, ACG, MAICD

Fiona joined BOQ in October 2018, was appointed joint company secretary on 30 April 2019, then assumed full company secretary duties in September 2020, and General Counsel responsibilities on 31 January 2023. Fiona commenced her career as a corporate lawyer at Phillips Fox (now DLA Piper) before joining Allens.

Prior to working for BOQ, Fiona held senior legal and regulatory roles including as senior legal counsel, global regulatory affairs manager and joint company secretary at Energy Developments, an international energy company.



Ricky-Anne Lane-Mullins

LLB, B Bus

Ricky-Anne joined BOQ in September 2014, and was appointed company secretary on 17 January 2024.

Ricky-Anne commenced her career as a corporate lawyer at Minter Ellison Lawyers before moving to London and Sydney where she held senior legal counsel roles at Credit Lyonnais, HBOS Treasury and Bank of Scotland plc/Lloyds Banking Group in the areas of financial markets, derivatives and capital markets.

During her time at BOQ, Ricky-Anne has headed the Corporate and Lending legal team and the Corporate and Commercial legal team.

Board composition, diversity and performance.

Role of the Board

The role of the Board is to set BOQ's strategic direction, risk appetite and cultural expectations through the CoC by leading from the top. The Board's responsibility is to effectively oversee the prudent and effective management of BOQ in a manner that ensures effective governance and supports the achievement of Group strategy, whilst driving actions that lead to better outcomes for customers, people and shareholders.

The Board has adopted a [Board Charter](#) which details the roles and responsibilities of the Board and of Management including those matters expressly reserved to the Board and those delegated to Management.

The Board delegates to the Managing Director and Chief Executive Officer (**MD&CEO**) (who may sub-delegate to the executive committee), responsibility for the day-to-day management of BOQ Group, developing and implementing BOQ's strategy, and operating within the risk appetite that has been approved by the Board. The Delegation Authority Policy and Framework is reviewed regularly.

The Chair

The role of the Chair is to lead the Board and oversee the processes for the Board's performance of its role in accordance with the Board Charter. The role and responsibilities of the Chair are set out in the Board Charter. The current Board Chair is an independent Non-Executive Director elected by the Board.

Warwick Negus was appointed BOQ's Chair on 27 March 2023. Warwick also chairs the Nomination & Governance Committee and the Investment Committee (and is a member of all other Board Committees). As disclosed to the market on 19 August 2025, Warwick will retire from the Board on 24 October 2025 and Andrew Fraser has been appointed Chair Elect. It is intended that Andrew will also chair the Nomination & Governance Committee and the Investment Committee (and be a member of all other Board Committees).

Board committees

BOQ has five principal Board Committees, each of which has its own charter describing its role and responsibilities. Each of these charters can be found at [the BOQ website](#).

The Board has also established an Investment Committee (which may be convened as required to consider significant capital projects or investments or divestments) and a Due Diligence Committee (which may also be convened as required). As the purpose and mandate of the Investment Committee and Due Diligence Committee are determined by the Board as the case requires, the Committees do not have separate charters. The Board also has the ability to establish other ad hoc committees from time to time as may be required.

Key Board activities in FY25

Key areas of focus for the Board in FY25 were:

- Oversight and delivery of the remedial action plans (AML First and Program rQ),
- Overseeing execution (and acceleration) against BOQ's strategy, including the corporatisation of BOQ's branches,
- Overseeing BOQ's digital transformation; and
- Overseeing BOQ's cultural transformation.

Meetings

Meetings are a key driver of corporate governance at BOQ. Board meetings allow the Directors to have oversight of the performance of the BOQ Group against its strategy and allow the Board to set the tone from the top and their expectations of the executive team.

The Board's calendar is set in advance and provides for at least eight meetings per financial year with the ability to call additional meetings as required. The Board's forward planner reflects the Board Charter and is set annually in advance. The forward planner allows flexibility to raise ad hoc matters and to tailor Board training to emerging topics and regulatory change. Agendas are reviewed by the Chair, in consultation with the MD&CEO. Each of the principle Committees also have a forward planner reflecting that Committee's Charter, which are reviewed, together with agendas, by the respective Committee Chair in consultation with the relevant group executive.

	Board	Audit Committee	Investment Committee	Nomination & Governance Committee	People, Culture & Remuneration Committee	Risk Committee	Transformation & Technology Committee
Warwick Negus	●	○	●	●	○	○	○
Patrick Allaway	○						
Andrew Fraser	○	●	○	○		○	○
Karen Penrose	○	○		○	●	○	○
Paul Riordan	○	○		○		○	○
Mickie Rosen	○			○	○	○	●
Mary Waldron	○	○	○	○		●	○

○ Member ● Chair

Board composition, diversity and performance.

Composition of Committees

The composition of the five principal Board Committees is outlined below:

Committee	Chair	Composition
Audit Committee	Andrew Fraser (from 1 January 2025 and prior to that Karen Penrose)	The Audit Committee must have: - three independent Non-Executive Directors (NEDs) - an independent NED as Chair who is not Chair of the Board or the Risk Committee
Risk Committee	Mary Waldron (from 3 December 2024 and prior to that Bruce Carter)	The Risk Committee must have: - three independent NEDs - an independent NED as Chair who is not Chair of the Board or the Audit Committee
People, Culture and Remuneration Committee	Karen Penrose (from 1 January 2025 and prior to that Deborah Kiers)	The People, Culture and Remuneration Committee must have: - three independent NEDs - an independent NED as Chair
Nomination and Governance Committee	Warwick Negus	The Nominations and Governance Committee must have: - three independent NEDs - all Committee members comprised of NEDs - the Chair of the Board as the Chair of the Committee except when dealing with the appointment of a successor to the Chair of the Board
Transformation and Technology Committee	Mickie Rosen	The Transformation and Technology Committee must have: - three independent NEDs - an independent NED as Chair

Attendance at meetings

Details of director attendance at Board and Committee meetings in FY25 are detailed below.

While all directors are not members of all Committees, they receive the papers and are free to attend Committee meetings of which they are not a member.

The number of meetings of the Group's Directors (including meetings of Committees of Directors) and the number of meetings attended by each Director during the financial year were:

	Board of Directors	Audit Committee	Nomination & Governance Committee	People, Culture & Remuneration Committee	Risk Committee	Transformation & Technology Committee	Tenure as at 31 August 2025
Warwick Negus ⁽¹⁾	13/14	7/7	5/5	7/7	7/7	10/10	8 years, 11 months
Patrick Allaway	14/14						6 years, 4 months
Bruce Carter ⁽²⁾	3/3	4/4	3/3	4/4	3/3	3/3	10 years, 10 months ⁽⁷⁾
Jennifer Fagg ⁽³⁾	3/3	3/3	2/2	3/3	3/3	3/3	3 years, 1 month ⁽⁷⁾
Andrew Fraser	14/14	7/7	5/5	4/4	7/7	10/10	1 year, 6 months
Deborah Kiers ⁽⁴⁾	14/14	4/4	5/5	7/7	7/7	9/10	4 years, 1 month
Karen Penrose	14/14	7/7	5/5	7/7	6/7	9/10	9 years, 9 months
Paul Riordan ⁽⁵⁾	6/6	1/1	0/1		2/2	3/4	4 months, 15 days
Mickie Rosen	13/14	4/4	5/5	7/7	7/7	10/10	4 years, 6 months
Mary Waldron ⁽⁶⁾	12/12	5/5	3/3	1/1	5/5	9/9	9 months, 20 days

There were no meetings of the Investment Committee in FY25.

(1) Warwick Negus ceasing as Director, effective 24 October 2025.

(2) Bruce Carter ceased as a Director on 3 December 2024.

(3) Jennifer Fagg ceased as a Director on 29 November 2024.

(4) Deborah Kiers ceased as a Director on 31 August 2025.

(5) Paul Riordan appointed as a Director on 16 April 2025.

(6) Mary Waldron appointed as a Director on 11 November 2024.

(7) Tenure as at date of retirement from Board.

Board composition

Effective from the close of the 2024 Annual General Meeting (**AGM**), the Board comprised six Non-Executive Directors. An additional Non-Executive Director was appointed in April 2025.

The Board's composition takes into account a number of matters including:

- ensuring it is of an appropriate size to facilitate efficient decision making
- that there is a broad range of skills, experience, and diversity
- that there is a majority of independent directors
- the existing workload of directors and that they have sufficient capacity to undertake their duties

Board skills matrix

Each year the Board assesses the skills and experience of each director and the combined capabilities of the Board. The skills matrix documents this assessment which considers:

- BOQ's business and strategic needs,
- Board renewal and the skills sought in succession planning and for new appointments; and
- Areas of focus for continuing education and use of external expertise.

To prepare the skills matrix, the following process was adopted:

- The previous year's skill matrix was assessed against BOQ's strategy and updated,
- A draft matrix was provided to the directors,
- Each director self-rated and was then peer rated; and

The Board then reviewed the matrix against current and future needs.

The skills matrix presented below reflects the output of that process and will inform Board renewal and education.

Skill	Description	Measure
Leadership and governance	Experience as a senior leader or as a director in companies of similar size and complexity and in managing businesses through a period of significant change.	
Banking and financial services experience	Experience in the financial services sector including retail and business banking services. Experience working in a regulated environment.	
Strategy, transformation and commercial judgement	Ability to contribute to the development of a robust strategy, to constructively challenge and oversight its execution. Experience in organisational transformations and integrations. Ability to demonstrate sound commercial judgement.	
Risk management and compliance	Experience in recognising and evaluating financial and non-financial risks that could impact the organisation, overseeing risk management frameworks; and overseeing the management of compliance risks.	
Financial acumen	High level of financial literacy. Ability to: analyse and interpret financial statements, and capital management for businesses of this type; and evaluate the effectiveness of internal controls.	
People, culture and remuneration	Experience in: leadership development, talent management and succession planning; driving organisational culture improvements that are shaped by the 'tone from the top'; and setting a remuneration framework that attracts and retains talent.	
Customer	Experience developing, growing and sustaining differentiated value propositions and brands, overseeing the development of strong customer focused cultures and driving customer outcomes.	
Digital business models and technology	Experience in driving business transformation and improvements using digital led platforms and technology, including cultural transformation. Good understanding and oversight of cyber resilience and technology risks.	
Sustainability and Stakeholder engagement	Understanding the impact of potential risks and opportunities from an environmental and social perspective. Experience in building and maintaining transparent and collaborative relationships with regulators, industry groups and community partners.	

 Moderate
  Strong
  Very Strong

The Board undertook continuing education in FY25 in the following areas: sustainability and climate related financial disclosures, AI, CPS 230, managing through change, leadership capability; and psychological safety & WHS.

Board composition, diversity and performance.

Board performance evaluation

The Board recognises the importance of reviewing its own performance and that of its Board Committees to enable ongoing development and to seek to maintain a high level of performance. Under the [Board Performance Review and Renewal Policy](#), the Board evaluates its performance annually.

The Chair meets with each individual Director to discuss Board and Committee performance and the individual Director's performance.

An internal performance review was undertaken in FY25, informed by the external review performed in FY24. External assistance was provided to inform the review process. The review process involved an assessment of the performance of the Board and the Board Committees, with responses collected, reviewed and presented to the Board. The Board discussed the results and agreed follow-up items.

Actions from the FY25 review included:

- continue uplift of governance and risk at BOQ through oversight of BOQ's Remedial Action Plans
- continue focus on strategy, transformation and culture,
- CEO succession and transition planning; and
- Board renewal.

The Board (excluding the Chair) reviewed the performance results of the Chair.

An external review will be conducted in FY26.

Remuneration policies and practices

The Board has in place a Remuneration Policy which forms part of BOQ's human resources and risk management system in accordance with the APRA requirements set out in APRA CPS 511 Remuneration.

In accordance with BOQ's performance framework, all employees and leaders are encouraged to have regular conversations focused on achievement and development, as well as a formal end of year review. The annual cycle commences with objective setting at the start of the year. Objectives should be aligned to BOQ's strategic pillars and articulate how each employee's contribution to delivering on the strategy will be measured.

A formal evaluation of each employee's performance against their agreed objectives is undertaken following the completion of the financial year (or, more frequently in some front-line roles).

The review also considers behavioural impacts in line with BOQ's values and the completion of core requirements. The outcomes of this process inform an individual's variable reward outcome.

A performance evaluation of the executives was completed in respect of FY25 in accordance with this framework. Details of remuneration paid to Directors (Executive and Non-Executive) are set out in the 2025 Remuneration Report contained on pages 96 to 119. The Remuneration Report also contains information on BOQ's policy for determining the nature and amount of remuneration for Directors and executives. BOQ has a written agreement with the MD&CEO and each of its executives, which sets out the contractual terms of their employment.

The People, Culture and Remuneration Committee Chair, the Board Chair and the General Manager Investor Relations & Corporate Affairs meet with institutional shareholders and corporate governance agencies throughout the year to discuss BOQ's remuneration framework and seek feedback on the Remuneration Report.

Director engagement with BOQ's people

In FY25, the Board participated in a number of engagements including:

- Call centre visit to better understand customer perspectives and the needs of front-line staff
- Regular lunches with staff to understand business priorities and their day-to-day work
- Meetings with senior leaders allowing them insight into culture, engagement on topics coming before the Board and Committees and providing a forum for informal feedback
- Involvement in town halls with BOQ staff
- Engagement on progress against the Group's EUs
- Customer engagements to mark BOQ's 150th anniversary
- Community partner engagement with Orange Sky Australia



Senior leaders, Niki King, Claire Woodley, Kate Gilligan joined by Director Mary Waldron for an International Women's Day panel discussion.

Director appointment, election, education and independence.

Appointment and election

All new and existing Directors are subject to an assessment of their fitness and propriety to hold office, both at the time of initial appointment, under the Independence Policy and BOQ's Fit and Proper Policy, and on an ongoing basis. BOQ undertakes extensive background and screening checks prior to nominating a Director for election by shareholders, including checks as to character, experience, education, criminal record and bankruptcy history.

Information relevant to the election or re-election of Directors at an AGM, including their professional experience and all other material information relevant to a decision on whether or not to elect or re-elect a Director, is included in the Notice of Meeting distributed each year in advance of the AGM.

BOQ has formal letters of appointment in place with all Non-Executive Directors setting out the terms of their appointment.

Directors' induction training and continuing education

BOQ delivers an induction program to assist and introduce all new Directors to the working environment of BOQ. As part of the induction, new Directors are provided with a detailed overview of BOQ's business operations, copies of all material policies and procedures, and information on the functions and responsibilities of the Board, Board Committees and Management. Meetings with members of the Executive Committee and other senior managers are also held as part of the induction program.

On an ongoing basis, education sessions are provided to the Board on topical matters. Specific sessions are scheduled around Board meeting dates and BOQ provides other appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.

Independence

The Board assesses the independence of a Non-Executive Director candidate prior to initial appointment, on an annual basis, and as required (depending on disclosures made).

It is the responsibility of the Board to determine the independence of Directors in accordance with the [Policy on Independence of Directors](#). The Board has assessed the independence of all Non-Executive Directors and determined that all Non-Executive Directors remain independent. As such, BOQ considers that no Non-Executive Directors have any relationship, interest or position that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring independent judgement to bear on issues before the Board and to act in the best interest of the entity as a whole rather than in the interests of any individual security holder or other party. Accordingly, BOQ considers that the majority of the Board are independent Directors.

BOQ does not consider that the length of service on the Board of any of the independent Directors is currently a factor affecting the Director's ability to act independently and in the best interests of BOQ and its security holders. Nonetheless, the Board has set a maximum three term period, after which, the Director will remain subject to the Board's annual assessment of Director independence. In addition, a regular assessment of Director independence will be undertaken by BOQ.

Conflicts of interest

All Directors are required to disclose to the Board any actual, potential or apparent conflicts of interest upon appointment and are required to keep those disclosures up to date.

Any Director with a material personal interest in a matter being considered by the Board must declare their interest and may not be present during any relevant Board discussion, nor may they vote on such matter unless the Board resolves otherwise.

Access to advice

All Board, and all Directors individually, can seek independent professional advice, at BOQ's expense, to help them carry out their responsibilities, subject to obtaining prior written approval from the Chair (such approval not to be unreasonably withheld).

Share qualification

Within five years of appointment each Non-Executive Director must accumulate and then maintain a holding in BOQ shares that is equivalent to 100 per cent of a Non-Executive Director's base fee at the time of appointment. All Non-Executive Directors who have served five years have met the holding requirement. Non-Executive Directors appointed within the last five years are building towards their shareholding requirement.

Culture

BOQ Group believes that a constructive culture where all employees and representatives live the Group values is essential to creating long-term value for customers, people and shareholders. BOQ's Board and Management both play an important role in setting the cultural tone.

The Board sets the tone from the top, works with Management, and guides BOQ's culture through the Executive Committee and the Code of Conduct. The Board monitors culture through surveys, audits, compliance and whistleblower reports and various other sources on an ongoing basis.

Key policies.



The Board regularly reviews BOQ's policy framework to assess whether it is appropriate and contemporary, and meets the needs and expectations of key stakeholders.



Code of Conduct

Further information can be found on page 16 of this report, and in BOQ's [Code of Conduct](#).



Fit and Proper

Due to BOQ's status as an Authorised Deposit-Taking Institution (**ADI**), it is required under APRA Prudential Standard CPS 520 Fit and Proper to maintain a Fit and Proper Policy which reflects the requirements of CPS 520.

BOQ's Fit and Proper Policy sets out the requirements that the BOQ Group must follow to assess the competencies and fitness for office of persons appointed as Directors, Executives, responsible persons and auditors. The person must have the appropriate skills, experience and knowledge for the role and act with the requisite character, diligence, honesty, integrity and judgement.



FAR

The Financial Accountability Regime (**FAR**), effective 15 March 2024, expands on the accountability framework introduced under the Banking Executive Accountability Regime. The FAR mandates clear accountability and governance frameworks, along with promoting high standards of conduct and requiring integration of its risk management. All BOQ's Accountable Person statements have been reviewed and enhanced to comply with FAR. It is a requirement of the FAR for each Accountable Person to have an individual statement that sets out their individual areas of responsibility, including the Regulator prescribed responsibilities that the Accountable Person must agree to and sign. BOQ must also have an Accountability Map, which is a visual representation of the Accountable Persons reporting lines and areas of responsibility. Both the signed Accountability Statements and Accountability Map must be lodged with APRA, and BOQ must notify APRA of any relevant changes to these documents.

As part of BOQ's ongoing commitment to regulatory compliance and governance excellence, BOQ has matured its accountability frameworks with a focus on continuous improvement to ensure alignment with its strategic and transformational agenda. Accountability remains central to decision-making, reinforcing clarity of roles and responsibilities and supporting a strong risk culture.



Whistleblowing

The Board and Management are seeking to shape a culture that encourages openness, integrity and accountability through BOQ's purpose and values. The Whistleblower Policy has been developed so that current and former employees, officers, associates, contractors, sub-contractors and relatives of these people can freely, and without detriment, raise concerns regarding actual or suspected misconduct by BOQ or anyone connected to the BOQ Group. The Board receives reporting on whistleblowing matters, including reports of any material incidents reported under the Whistleblower Policy, at each scheduled Board meeting. Further information is available in the [Whistleblower Policy](#).



Anti-Bribery and Corruption

Consistent with its values, BOQ has zero tolerance for any form of bribery and corruption. The Anti-Bribery and Corruption Policy outlines BOQ's expectations and approach to identifying and preventing the risks of bribery and corruption by BOQ entities, personnel and business partners. In accordance with the Policy, material breaches of BOQ's Anti-Bribery and Corruption Policy are reported through the Risk Committee to the Board. The Anti-Bribery and Corruption Policy is available on [the website](#).



Disclosure and Communication

BOQ's practice is to release market sensitive information to the ASX promptly and without delay in accordance with the ASX Listing Rules and then to the market and community generally through media releases and the BOQ website. BOQ requires Directors, officers and employees to advise the Disclosure Officer of any information that may require disclosure. Continuous disclosure confirmation is a standing agenda item at all Board and Board Committee meetings. BOQ's Board receives copies of all market announcements promptly after they have been made. Any new and substantive investor or analyst presentation is released to the ASX ahead of presentation.

The Group General Counsel and Company Secretary is the Disclosure Officer and is jointly responsible for communications with the ASX together with the Corporate Counsel and Company Secretary.

All announcements made by BOQ to the ASX are accessible via its website. A copy of the Disclosure and Communications Policy is available on [the website](#).



Securities Trading

BOQ's Securities Trading Policy provides Directors, Executives, employees, agents and contractors of BOQ with information regarding their legal obligations with respect to trading in BOQ securities.

The Securities Trading Policy strictly prohibits trading in securities by all employees, Directors and contractors who possess information that is not generally available and that could be reasonably expected to have a material or significant effect on the price or value of a BOQ security.

The Policy specifically prohibits BOQ Directors and certain "restricted persons" and their associates from trading in BOQ securities during "blackout periods" as defined by the Policy. The Policy prohibits BOQ Directors entering hedging arrangements (the use of financial products to protect against or limit the risk associated with equity instruments such as shares, securities or options) in relation to any employee shares, securities or options received as part of their performance-based remuneration, whether directly or indirectly.

The Securities Trading Policy meets the requirements of the ASX Listing Rules and is available on [the BOQ website](#).



Modern Slavery

BOQ acknowledges its responsibility to reduce incidents of slavery, slavery-like practices, human trafficking, and other forms of modern slavery within its operations and supply chain. The Group recognises that the choices made in operations and procurement processes may elevate the risk of individuals becoming victims of modern slavery.

During 2025, BOQ continued to deliver against its multi-year plan to improve its approach to modern slavery. In this year, a new procurement system was implemented, that strengthens processes relating to the onboarding and management of suppliers; a review was completed for a supplier in a high-risk industry, and further analysis conducted on the Group's suppliers.

BOQ Group considers the risk of modern slavery within its business to be low, given that:

- employees have access to trade union membership and employee policies include a commitment to diversity and inclusion; and
- BOQ suppliers are predominately Australian based organisations, including some with overseas operations that provide goods or services of a highly skilled nature.

The steps taken this year demonstrate the Group's commitment to promoting awareness across the organisation of modern slavery risks, and of mitigating controls being implemented. The Group will continue to leverage BOQ values to ensure the approach taken to modern slavery remains sustainable and is championed by leaders.

BOQ's Modern Slavery Statement is on [the BOQ website](#).

Audit and financial governance

External auditor

In FY25, BOQ's external auditor was PricewaterhouseCoopers (PwC).

The Audit Committee is responsible for the appointment, evaluation, management and removal of the external auditor, and approval of the external auditor's annual fee. To encourage open communication and to seek to ensure that appropriate matters come to the attention of the Audit Committee, the MD&CEO, Chief Financial Officer, Chief Risk Officer, Chief Audit Executive and the external auditor have direct and unfettered access to the Audit Committee.

The role of the external auditor is to provide an independent opinion that BOQ's financial reports are true and fair and comply with accounting standards and applicable regulations. The external auditor performs an independent audit in accordance with Australian Auditing Standards.

The Audit Committee pre-approves audit, audit-related and non-audit services whether on an engagement basis or under a specific service pre-approved by the Audit Committee, regularly reviews the independence of the external auditor, and evaluates their effectiveness.

BOQ's Auditor Independence Policy aims to support the independence of the external auditor by regulating the services it can provide to the Group and ensuring compliance with:

- *Corporations Act 2001 (Cth)*,
- APRA Prudential Standard CPS 510 Governance; and
- Accounting Ethical Professional Standards Board APES 110 - Code of Ethics for Professional accountants Section 290 Independence.

As required by the Corporations Act, information about the non-audit services provided by the external auditor, PwC, is set out in the Directors' report.

Legislation requires the rotation of the external audit senior personnel who are significantly involved in BOQ's audit after five successive years, including the Lead Partner.

The External Auditor attends the AGM and is available to answer questions from security holders relevant to the audit report.

Internal audit

The Internal Audit function at BOQ Group, referred to as Group Internal Audit (**GIA**), plays a pivotal role in the Group's governance framework by serving as the third line of defence. Operating independently of management, GIA provides objective assurance, advice, and insight to the Board and senior management on the effectiveness of governance, risk management, and internal control processes. Its authority is derived from a direct reporting line to the Board Audit Committee (**BAC**), ensuring unfettered access to all Group operations and reinforcing its independence.

GIA's mandate is formalised through the Board-approved Internal Audit Charter, which aligns with the Global Internal Audit Standards issued by the Institute of Internal Auditors. The Chief Audit Executive (**CAE**) is accountable for maintaining independence and objectivity, and for ensuring that internal audit activities are conducted with due professional care. The Charter empowers the CAE to escalate matters directly to the BAC and requires annual confirmation of organisational independence.

The BAC, as outlined in its Charter, is responsible for overseeing the effectiveness and independence of the Internal Audit function. It reviews and approves the Internal Audit Charter and annual audit plan, monitors audit outcomes, and ensures timely resolution of audit findings. The Committee also meets privately with the CAE to reinforce independence and transparency. The BAC's oversight extends to evaluating the adequacy of internal audit resourcing and ensuring alignment with regulatory expectations.

GIA develops a risk-based annual internal audit plan which is reviewed periodically based on ongoing risk assessments. Internal audit activities are executed in line with approved audit methodologies and the outcomes reported to the executive management and the BAC on a regular basis. Any findings in control gaps or weaknesses, or improvement opportunities, are monitored for implementation of agreed actions. GIA also provides thematic insights and comparative analysis across business units, enhancing the Board's understanding of risk culture and control maturity.

Financial reporting and management declarations

The Board receives regular reporting from Management on BOQ's performance, including details of all key financial and business results.

Prior to approving BOQ's corporate reporting suite for the half year ended 28 February 2025 and full year ended 31 August 2025, the Audit Committee and Board received written declarations from the MD&CEO and the CFO that, in their opinion:

- the financial records of the entity have been properly maintained; and
- the financial statements comply with appropriate accounting standards and give a true and fair view of BOQ's financial position and performance.

The MD&CEO and CFO also declare that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Periodic corporate reports

BOQ conducts an internal verification process on all periodic corporate reporting. The process that is followed to verify BOQ's periodic reporting is based on the nature of the relevant report, its subject matter and where it will be published, adhering to the following general principles:

- periodic reporting is prepared by or under the oversight of the relevant subject matter expert for the area being reported on,
- the report should comply with applicable legislation or regulations; and
- the report should be reviewed with regard to ensuring it is not inaccurate, false, misleading or deceptive.

Non-audited sections of the Annual Report (including the Corporate Governance Statement) are prepared by the relevant subject matter experts and reviewed by members of the Executive Committee and senior managers prior to Board approval. ASX announcements (other than administrative announcements) are reviewed in accordance with BOQ's Disclosure and Communications Policy.

BOQ's APRA Basel III Pillar 3 reports have been prepared to meet its disclosure requirements set out in APRA's prudential standard APS 330 'Public Disclosure' (**APS 330**) and in accordance with Board-approved policy on disclosure controls and procedures.

(1) The Audit Committee approves non-audit services in excess of \$100,000 and is notified of non-audit services of less than \$100,000 (as approved by the CFO).

Our stakeholders.

Our customers

BOQ's Customer Advocate exists to be the voice of customers, ensuring they are heard, understood and treated fairly.

While not independent of the bank, the Customer Advocate and their team operate independently within the bank to support BOQ and its people to make better decisions by providing input and challenge, ensuring that processes and practices remain fair for customers and in line with community expectations.

BOQ's Customer Advocate has a particular focus on:

- facilitating fair outcomes with a focus on making things easier
- identifying opportunities to improve the bank's products, services, systems and processes
- advocacy and insights to deliver fairness for customers that align with community expectations
- working closely with consumer advocates and community organisations

Refer to page 17 for more information.

Our shareholders

BOQ is focused on growing shareholder value and strives for transparency in all of its business practices. The Group understands the impact of quality disclosure on the trust and confidence of shareholders, the wider market and the community. To enable security holders to access corporate reporting documents (including ASX announcements, charters and corporate governance policies) these are all made available via the [Governance Page](#) and [BOQ's Shareholder Centre](#) on the BOQ website.

The Shareholder Centre includes the following:

- links for security holders to view details of their holding through its share registry provider's secure website, as well as access to contact details for the share registry,
- links for security holders to view details on historical dividend payments and information on BOQ's Dividend Reinvestment Plan,
- a financial calendar for the key events in the upcoming year, including results announcements, the AGM and dividend payments,
- BOQ's ASX announcements,
- details of AGMs, which are webcast on BOQ's website. At AGMs, security holders have the opportunity to ask questions or make comments regarding BOQ's performance, including ahead of the meeting if they cannot attend the meeting and all voting on substantive resolutions are decided by poll rather than a show of hands,
- details of BOQ's preference shares and previous capital raisings; and
- BOQ's approach to Environmental, Social and Governance matters.

The Corporate Governance Statement can be accessed from the BOQ [website](#).

Investor relations program

BOQ operates an ongoing investor relations program to facilitate effective two-way communication with investors on BOQ's market activities which involves:

- half-year and annual results briefings (made available via webcast on BOQ's website) which allow for questions from market participants
- annual or semi-annual meetings with key proxy adviser groups
- meetings with domestic and international institutional investors
- presentations to institutional and retail brokers and their clients (with any new information being released to the ASX in advance of communication with investors at such meetings)
- responding to ad-hoc queries from analysts and investors (institutional and retail), as well as financial media, on market releases made by BOQ

These initiatives represent an opportunity for BOQ to provide investors, market participants and the general public with a greater understanding of BOQ's business, financial performance, governance and prospects, whilst also providing investors and other market participants the opportunity to express their views to BOQ on matters of concern or interest to them. These views are gathered and communicated to the Board, wherever appropriate.

Security holders may elect to receive communications from BOQ and its share registry electronically, via the share registry's secure website, which is accessible from the Shareholder Centre on BOQ's website at [My Shareholding](#) or by contacting the share registry by phone on 1800 779 639 (within Australia) or +61 1800 779 639 (outside Australia). Security holders may contact the BOQ Investor Relations team by email at InvestorRelations@boq.com.au and BOQ's share registry can be contacted by email at boq@cm.mpms.mufg.com. Security holders may elect to receive a document electronically or in physical form at least once in each financial year.

AGM

The 2025 Annual General Meeting (**AGM**) will be held on 2 December 2025.

Shareholders are encouraged to submit questions ahead of the AGM. The Chair and the MD&CEO will seek to address the more frequently asked questions received ahead of the AGM in their address at the Meeting.

Shareholders will also be provided with a reasonable opportunity to ask questions about, or make comments on, the business of the Meeting, the management of the Company or about the Company generally during the Meeting.

The AGM will be webcast live, and a recording of the AGM will be made available after the Meeting on BOQ's website at [Annual General Meeting](#) for security holders who are unable to attend.