

CORPORATE GOVERNANCE.

Overview.

Corporate governance at BOQ Group is the framework of systems, policies and processes by which the Group is directed and controlled. It supports effective decision-making, ensuring our people are empowered while remaining accountable for outcomes impacting our business, customers and stakeholders.

The framework defines the respective roles and responsibilities of the Board, management and employees, and establishes clear lines of oversight and accountability. It also provides for the monitoring and evaluation of Board and management performance, and underpins our approach to corporate reporting and disclosure, remuneration, risk management and stakeholder engagement.

The following section forms our Corporate Governance Statement describing the key governance arrangements at BOQ. BOQ has followed the ASX Corporate Governance Principles and Recommendations (4th edition) (**CGPR**) published by the ASX Limited's Corporate Governance Council available at <https://www.asx.com.au> for the reporting period ending 31 August 2026.

The Statement has been approved by the Board and is current as at 14 October 2026.

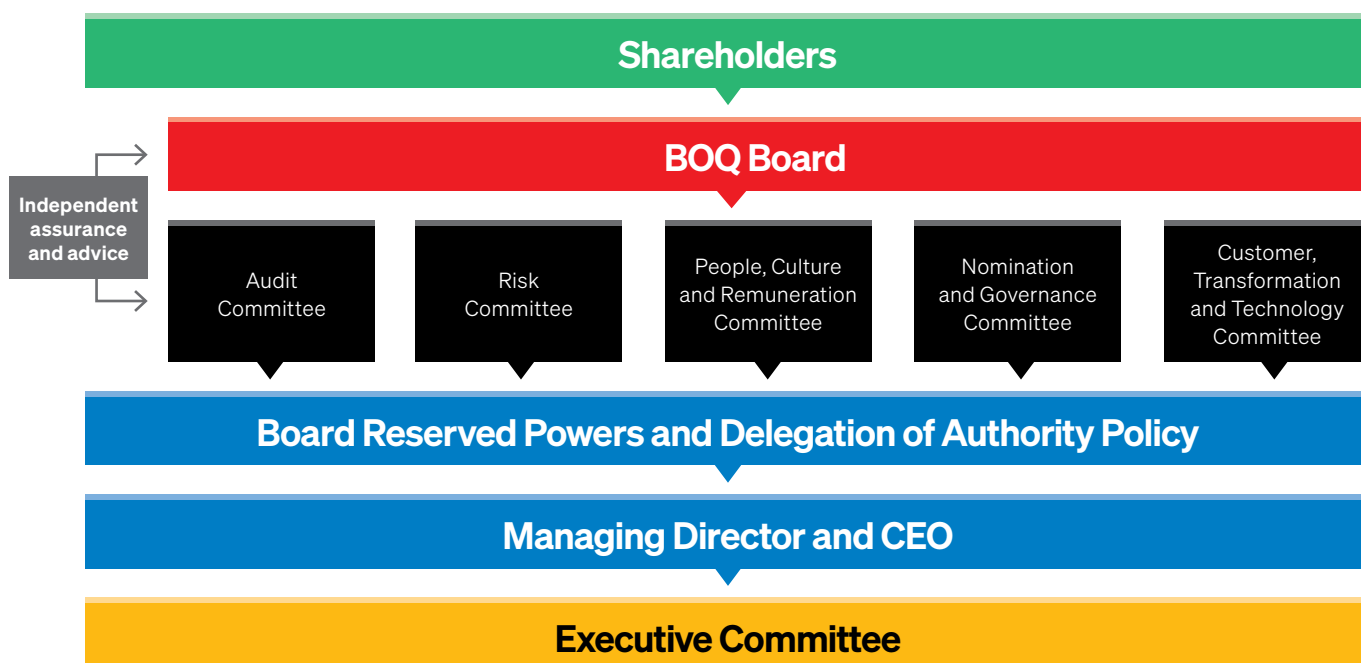
BOQ's Appendix 4G is available on the following section of our website: boq.com.au/about-us/corporategovernance. The Corporate Governance Statement should be read together with the following sections of the 2026 Annual Report, which are incorporated in this statement by reference:

- Information on our Inclusion and Diversity Policy and measurable objectives on page 16;
- Risk Management overview (including sustainability risk management) on pages 44 to 53. BOQ's Risk Management Framework was reviewed in the reporting period ending 31 August 2026;
- The Remuneration Report on pages 110 to 135; and
- BOQ's climate related financial disclosures on pages 55 to 79.

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 in which we operate. More information on BOQ's Constitution, Board and Committee Charters and key corporate governance policies is available on our [website](#).

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.



Andrew Fraser

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

Andrew was appointed a Director of BOQ on 8 February 2024, before becoming Chair on 24 October 2025.

Andrew is a Director of Brisbane Broncos Limited and President of Motorsport Australia, is Chair of Orange Sky Australia and in June 2026 was appointed a Non-Executive Director of Bapcor Limited.

In 2022, he was appointed Chancellor of Griffith University. His previous roles have included Head of Strategy & Investment at National Rugby League, and Director of the Australian Sports Commission, Moorebank Intermodal Company, Australian Retirement Trust and the Hear and Say Centre. Andrew also served as a Minister in two governments, including as Treasurer of Queensland from 2007 to 2012.

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



Rod Finch

Managing Director & Chief Executive Officer BEc(Hons), GAICD

Rod was appointed Managing Director & Chief Executive Officer of BOQ Group on 1 March 2026.

Rod previously served as BOQ's Chief Transformation and Operations Officer since 2023. He brings more than 20 years' experience in the financial services industry, with a track record of delivery across customer, product, strategy and transformation roles in Australia and the United Kingdom.

Prior to joining BOQ, Rod held senior leadership roles at AMP, including Managing Director of AMP Bank and Managing Director of Wealth Products & Platforms. Earlier in his career, Rod held a number of executive roles at Lloyds Banking Group in the United Kingdom and Westpac in Australia.

Rod holds a Bachelor of Economics (Honours) from Monash University and is a Graduate of the Australian Institute of Company Directors.



Chris Eigeland

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

Chris was appointed a Director of BOQ on 18 May 2026.

Chris is a Queensland-based global technology founder and CEO with deep experience building, scaling and governing large scale digital platforms operating across multiple jurisdictions. He is the co-founder and CEO of GoI, one of Australia's largest global technology companies, which has scaled from a Brisbane based start-up to a global workplace learning platform, serving enterprise and institutional customers worldwide.

Chris is a member of the Audit; Nomination & Governance; Risk; People, Culture & Remuneration; and Customer, Transformation & Technology Committees.

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 10 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.

Karen is also a Director of Ramsay Générale de Santé. She 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. Karen is a member of Chief Executive Women.

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



Paul Riordan

Non-Executive Independent Director BEcon, CPA, F FIN, GAICD, FCSI

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) and a Senior Advisor to Korda Mentha.

Paul is the Chair of the Audit Committee and a member of the Nomination & Governance; Risk; People, Culture & Remuneration; and Customer, Transformation & Technology 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 at the intersection of media, technology, and e-commerce. She has led, built, and transformed businesses for global brands such as Yahoo, Fox, and Disney, as well as early-stage companies including Hulu and Fandango.

She currently advises startups and is also a Director of Nine Entertainment Company and Centurion Acquisition Corp in the United States. Prior, Mickie has served on several listed boards, including Domain Holdings, Fairfax Media, FaZe Clan, Pandora Media, and Ascendant Digital Acquisition Corp.

Mickie commenced her career with McKinsey & Company, is based in California, and holds an MBA from Harvard Business School.

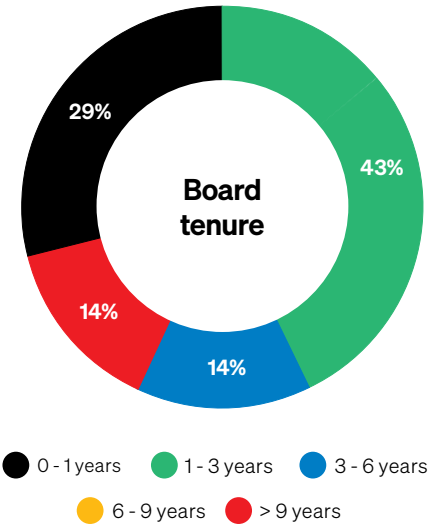
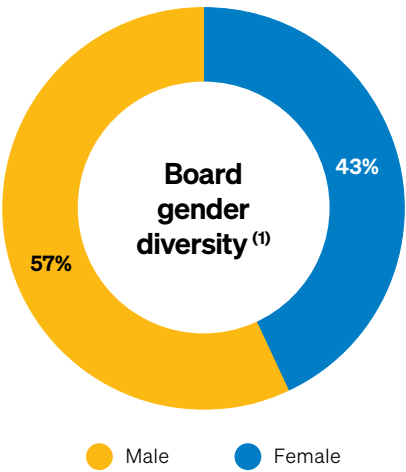
Mickie is the Chair of the Customer, Transformation & Technology Committee and is a member of the Audit; Nomination & Governance; Risk; and People, Culture & Remuneration Committees.



Mary Waldron

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

Mary was appointed to the Board on 11 November 2024. Mary brings over 35 years' experience across audit, risk and consulting to Australian listed, government and private companies during her tenure in professional services. In her executive career, she held senior leadership roles at Arthur Anderson, Ernst & Young and PricewaterhouseCoopers. She is a graduate of the Australian Institute of Company Directors and a fellow of the Institute of Chartered Accountants in Australia. Mary is also a Director at Zurich Financial Services Australia Limited and subsidiaries, Crown Melbourne Limited, the Melbourne Symphony Orchestra Pty Ltd. She is Chair of the Advisory Board of Horizon Nexus Partners and a member of Chief Executive Women. Mary was formerly a Director of Chartered Accountants Australia & New Zealand, the Macfarlane Burnet institute for Medical Research & Public Health, Opera Australia, the Melbourne Recital Centre, and Chairperson of the Centre for Ethical Leadership Advisory Board. Mary is the Chair of the Risk Committee and a member of the Audit; Nomination & Governance; People, Culture & Remuneration; and Customer, Transformation & Technology Committees.



(1) Board encompasses Executive and Non-Executive Directors.

Company Secretaries.

The Board is responsible for appointing the BOQ Group Company Secretaries. The Board had two appointed Company Secretaries as at 31 August 2026. 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 led the Corporate and Lending legal team and the Corporate and Commercial legal team.

Executive team.



Rod Finch

Managing Director & Chief Executive Officer
BEc(Hons), GAICD

Refer to Board of Directors page 27 for Rod'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 distribution channels, growing the BOQ, Virgin Money and ME brands within their target market segments, and guiding the Group's digital bank strategy.

Prior to this appointment, Greg held senior leadership positions including Director Retail Brands and Distribution, BOQ Group, and Chief Executive Officer, Virgin Money Australia. In these roles, Greg has been instrumental in the transformation of BOQ Group's retail division including the build of the new multi-brand digital banking platform for the Virgin Money Australia, BOQ and ME brands.

Before serving as Chief Executive, Greg was Strategy and Commercial Director at Virgin Money Australia and part of the Investment Management team for Virgin Group in London. During this period, he helped oversee the performance of Virgin's portfolio of companies globally across multiple sectors, including financial services, and was responsible for the execution of major projects within the Virgin Group.

Prior to his roles at Virgin, Greg was a corporate lawyer in Australia and London at Mallesons and Freshfields.



Racheal Kellaway

Chief Financial Officer
BCom, FCPA, GAICD

Racheal was appointed the Group Chief Financial Officer in July 2022 and leads Group Finance, Treasury, Group Strategy, Group Transformation and Corporate Affairs for BOQ Group.

Racheal joined in 2019 as Deputy CFO after over a decade at the Commonwealth Bank of Australia during which time she held leadership roles at CBA Group and within the Business and Private Banking and the Retail Banking divisions.

Racheal is a seasoned banking executive with over 25 years in the industry and has a track record of driving strong business outcomes and value creation within Australia, New Zealand and UK.

Racheal currently holds the positions of Non-Executive Director at Barnardos Australia Ltd, supporting children and families, Finance and Risk Committee member at the Australian Banking Association Ltd, and is a member of Chief Executive Women.

Executive team.



Craig Ryman

Chief Information & Operations Officer BCom

Craig joined BOQ Group as Chief Information Officer in July 2020. In FY26, his role expanded to also lead Operations. Craig is responsible for driving the technology transformation agenda. He is a seasoned executive with more than 25 years' experience in financial services, leading technology transformation programs.

Craig was previously 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, Operations, Strategic Sourcing, Corporate Real Estate and Innovation.

Craig is a well-regarded technology leader and known for establishing visionary and innovative strategies that re-invent operating environments and future proof the foundations for a technology-enabled and customer focused enterprise. He has a proven track record in transformational change.

He holds a Bachelor of Commerce from the Australian National University.



Keith Strachan

Group Executive, Business Banking B.Proc

Keith joined BOQ in September 2021 and has held several senior leadership positions within the Business Bank. In October 2025, Keith was appointed as Group Executive Business Banking where he is currently responsible for BOQ Specialist, BOQ Finance, and BOQ Wholesale Banking and Markets businesses.

With over 25 years' experience in financial services, Keith is an experienced banker who combines a sharp focus on execution with a deep understanding of regulatory and risk requirements, ensuring change is customer led and sustainably embedded.

Known as a collaborative leader, Keith believes strong culture and clear purpose are the foundations for lasting change and invests heavily in developing talent and fostering inclusion. He is passionate about creating a simpler, stronger and more connected experience for customers and colleagues alike, enabling them to grow and thrive.

Prior to joining BOQ, Keith held a number of senior executive roles with Investec, including Chief Operating Officer and Head of Banking.

Keith has completed executive education in organisational leadership at Harvard Business School, studied leading organisational change at Stanford University, and holds a Bachelor of Law Degree from the University of Pretoria.



Alexandra Taylor

Chief People Officer BBus, CA, GAICD

Alexandra joined BOQ Group as Chief People Officer in March 2024. She has over 25 years' people and culture experience, predominantly in the financial services sector and is recognised as a leader who executes strategies that support the achievement of business outcomes.

Prior to joining BOQ, Alexandra spent three years at 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 is a commercial, results-focused executive who brings deep financial sector knowledge, diverse experience and a track record of driving change, transformation and high impact human resource strategies that accelerate strategic business outcomes.

Alexandra holds a Bachelor of Business from the University of Technology, Sydney, is a Chartered Accountant, a member of Chief Executive Women, and a graduate of the Australian Institute of Company Directors and a Non-Executive Director of KU Children's Services.

At 31 August 2026, BOQ Group's Interim Chief Risk Officer was Brad Davis who was appointed 1 June 2026, following the departure of Rachel Stock.

Board composition, diversity and performance.

Role of the Board

The role of the Board is to set the Group's strategic direction, risk appetite and cultural expectations through the Code of Conduct 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, shareholders and our people.

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 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. The roles of Chair and MD&CEO are separate and are held by different individuals.

Andrew Fraser was appointed BOQ's Chair on 24 October 2025. Andrew also chairs the Nomination & Governance Committee (and is a member of all other Board Committees). Prior to his retirement from the BOQ Board, Warwick Negus held the position of Chair from March 2023 and also chaired the Nomination & Governance Committee from March 2023 until his retirement in October 2025.

Key Board activities in FY26

Key areas of focus for the Board in FY26 (including with assistance from its Board Committees) were:

- the appointment of Rod Finch as BOQ's Managing Director and Chief Executive Officer (following the retirement of Mr Patrick Allaway), who commenced on 1 March 2026;
- transition of Chair to Andrew Fraser (following the retirement of Warwick Negus);
- oversight and delivery of the remedial action plans (AML First and Program rQ), BOQ's major regulatory remediation and uplift programs, focused on strengthening financial crime compliance, risk management, governance, operational resilience and risk culture to support the delivery of a stronger and more resilient bank;
- overseeing execution against BOQ's strategy, supporting the transition from strengthening the Bank's foundations to sustainable growth, with a continued focus on customer outcomes, disciplined execution, operational resilience and long-term shareholder value;
- overseeing BOQ's digital transformation to ensure technology investments, platform modernisation and digital capabilities support strategic objectives, customer outcomes and sustainable growth; and
- overseeing BOQ's cultural transformation to promote customer focus, accountability, constructive challenge and prudent risk-taking across the organisation.

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. In FY26 the Board held 17 meetings. The Board's forward planner reflects the Board Charter and allows flexibility to raise other matters and to tailor Board updates 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 committees

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

The Board has also established a Due Diligence Committee (which may also be convened as required). As the purpose and mandate of the Due Diligence Committee is determined by the Board as the case requires, the Committee does not have a separate charter. The Board has the ability to establish other ad hoc committees from time to time as may be required.

	Board	Audit Committee	Nomination & Governance Committee	People, Culture & Remuneration Committee	Risk Committee	Customer, Transformation & Technology Committee
Andrew Fraser	●	○	●	○	○	○
Rod Finch	○					
Chris Eigeland	○	○	○	○	○	○
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	Key responsibilities
Audit Committee	Paul Riordan (from 24 October 2025 and prior to that Andrew Fraser)	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	The Audit Committee assists the Board on matters relating to oversight and review of: - external reporting of financial information and regulatory reporting for the Group; - the internal financial control framework for the Group; - the Chief Audit Executive and internal audit function and the external auditors; and - Monitoring the progress of the remediation of audit findings.
Risk Committee	Mary Waldron	The Risk Committee must have: - three independent NEDs - an independent NED as Chair who is not Chair of the Board or the Audit Committee	The Risk Committee assists the Board on matters relating to oversight and review of: - the design, implementation and operation of the Risk Management Framework; - monitoring the risk appetite and overall risk profile of the Group within the material risk types; - monitoring the effectiveness of the compliance management framework; and - monitoring and assessing risk culture, including whether it supports operation within risk appetite.
People, Culture and Remuneration Committee	Karen Penrose	The People, Culture and Remuneration Committee must have: - three independent NEDs - an independent NED as Chair	The People, Culture and Remuneration Committee assists the Board on matters relating to oversight and review of: - BOQ's values, culture, inclusion and diversity, health, safety and wellbeing and conduct expectations; - the Remuneration Framework and Remuneration Policy and other people related policies; and - remuneration arrangements for NEDs, Key Management Personnel (KMP) and other specified roles in the Group.
Nomination and Governance Committee	Andrew Fraser (from 24 October 2025 and prior to that 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	The purpose of the Nomination and Governance Committee is to assist the Board on matters relating to: - the composition of the Board and Board Committees; - Director independence assessments; - performance review processes for the Board and its Committees; - recommendations on the appointment, election and re-election of Directors; - Board succession planning, including for the Chair and the MD&CEO; and - corporate governance framework and policies for the Group.
Customer, Transformation & Technology Committee	Mickie Rosen	The Customer, Transformation & Technology Committee must have: - three independent NEDs - an independent NED as Chair	The purpose of the Customer, Transformation and Technology Committee is to assist the Board on matters relating to: - the end-to-end customer experience ⁽¹⁾; - the Group's strategic transformation agenda; - significant transformation and technology projects (including larger-scale investments); - technology strategy and operations; and - data strategy and governance, cyber security strategy and capabilities and AI strategy and governance.

(1) The charter for the Customer, Transformation and Technology Committee (formerly the Technology & Transformation Committee) was amended and approved on 5 August 2026, to broaden the Committee's remit to include customer experience, customer outcomes and customer impacts of change, delivery and operational activity.

Attendance at meetings

Details of Director attendance at Board and Committee meetings in FY26 are detailed below.

The number of meetings of the Group's Directors (including 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	Customer, Transformation & Technology Committee	Tenure as at 31 August 2026
Patrick Allaway ⁽¹⁾	9/9	--	--	--	--	--	6 years, 9 months
Rod Finch ⁽²⁾	8/8	--	--	--	--	--	6 months
Andrew Fraser	17/17	9/9	5/5	7/7	8/8	5/5	2 years, 6 months
Chris Eigeland ⁽³⁾	5/5	2/2	1/1	2/2	2/2	2/2	3 months
Warwick Negus ⁽⁴⁾	0/2	0/3	0/1	0/3	0/3	--	9 years, 1 month
Karen Penrose	17/17	9/9	5/5	7/7	8/8	5/5	10 years, 9 months
Paul Riordan	17/17	9/9	5/5	4/4	8/8	5/5	1 year, 4 months
Mickie Rosen	17/17	6/6	5/5	7/7	8/8	5/5	5 years, 6 months
Mary Waldron	17/17	9/9	5/5	4/4	8/8	5/5	1 year, 9 months

Note: Prior to 24 October 2025, Paul Riordan and Mary Waldron were not members of the People, Culture & Remuneration Committee, and Mickie Rosen was not a member of the Audit Committee.

(1) Patrick Allaway ceased as Director, effective 28 February 2026.

(2) Rod Finch commenced as Director, effective 1 March 2026.

(3) Chris Eigeland commenced as a Director on 18 May 2026.

(4) Warwick Negus ceased as a Director on 24 October 2025.

Board composition

Effective from the close of the 2025 Annual General Meeting (**AGM**), the Board comprised five Non-Executive Directors. An additional Non-Executive Director was appointed in May 2026.

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; and
- the existing workload of Directors and that they have sufficient capacity to undertake their duties.

BOQ has a Board approved Diversity & Inclusion Policy. The Board with the People, Culture and Remuneration Committee sets measurable objectives for achieving gender diversity in the composition of the Board. The Measurable objective set for the Board is 40 per cent of each gender. As at 31 August 2026 women represented 43 per cent of the Board and men represented 57 per cent.

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 considered that it remained appropriate;
- a draft matrix was provided to the Directors,
- each Director self-rated and then went through a moderation exercise; and
- the Board then reviewed the matrix against current and future needs.

Board composition, diversity and performance.

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.	7
Banking and financial services experience	Experience in the financial services sector including retail and business banking services. Experience working in a regulated environment.	5 1 1
Strategy, transformation and commercial judgement	Ability to contribute to the development of a robust strategy, to constructively challenge and oversee its execution. Experience in organisational transformations and integrations. Ability to demonstrate sound commercial judgement.	7
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.	4 2 1
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.	6 1
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.	3 3 1
Customer	Experience developing, growing and sustaining differentiated value propositions and brands, overseeing the development of strong customer focussed cultures and driving customer outcomes.	4 3
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.	3 4
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.	3 1 3

● Moderate
 ● Strong
 ● Very Strong

The Board undertook continuing education in FY26 in the following areas: sustainability and climate related financial disclosures; artificial intelligence; CPS 230; managing through change; leadership capability; psychological safety and workplace health and safety & crisis simulation.

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, which can be found on our [website](#), the Board evaluates its performance annually.

An external performance review was undertaken in FY26. 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. The review recognised that the Board and Executive Team are navigating a period of meaningful change. A key action from the review was to continue to focus on strategic discussion and horizon scanning. The Board (excluding the Chair) reviewed the performance results of the Chair, as part of the process.

An internal review will be conducted in FY27.

Director engagement with BOQ's people

In FY26, the Board participated in a number of engagements including:

- call centre visit to better understand our customer's perspectives and the needs of our front line staff;
- listening to calls with teams who support customers through financial difficulty;
- regular informal lunches with staff on site, 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 them a forum for informal feedback;
- involvement in town halls with BOQ staff;
- engagement on progress against BOQ's CEUs;
- community partner engagement with Orange Sky; and
- regional branch visits.

Remuneration policies and practices

The Board has approved a Remuneration Policy which forms part of BOQ's people and culture and risk management system in accordance with the APRA requirements set out in APRA CPS511 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 setting strategic objectives and results 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 behaviours 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 FY26 in accordance with this framework. Details of remuneration paid to Directors (Executive and Non-executive) are set out in the 2026 Remuneration Report contained on pages 110 to 139. The Remuneration Report also contains information on BOQ's policy for determining the nature and amount of remuneration for Directors and senior executives.

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.

BOQ has a written agreement with the MD&CEO and each of its executives which sets out the contractual terms of their employment.



Townsville Community Engagement

In August 2026, the BOQ Group Board and executive committee travelled to Townsville to visit the vibrant North Queensland business hub.

Townsville is a recognised key growth area for the Business Bank, and the purpose of the visit was to listen, learn and strengthen relationships in a region where there is enormous potential.

This visit also gave local bankers the chance to introduce Board and executive members to their clients in the area, including a community function attended by more than 70 customers, community leaders, government representatives, industry groups and partners.

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. As at the date of this statement, Ms Penrose has served on the Board for more than 10 years. The Board has considered Ms Penrose's independence and has determined that she remains independent.

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

The 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. 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.

Commencing 1 September 2026, BOQ has introduced a minimum shareholding requirement with respect to Group Executives. Under that policy, Executive KMP are required to acquire and maintain equity holdings in BOQ within five years of commencement in their role or from commencement of the policy, whichever is later. The MD&CEO is required to hold a value equivalent to 150 per cent of fixed remuneration, the Chief Risk Officer is required to hold a value equivalent to 75 per cent of fixed remuneration, and all other Executive KMP are required to hold a value equivalent to 100 per cent of fixed remuneration.

Culture

At BOQ Group, we believe that a constructive culture where our people live our values (spirited, optimistic, curious, inclusive, accountable and lionhearted) is essential to creating long term value for our customers, people and shareholders. We are continuing to strengthen a culture that supports accountability, sound decision-making and the delivery of sustainable outcomes for our 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 our Code of Conduct. The Board monitors our culture through surveys, audits, compliance and whistleblower reports and various other sources on an ongoing basis. The Board also considers culture through the quality of leadership, decision-making, accountability and customer outcomes across the organisation.

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 on BOQ's Code of Conduct is found on page 18 of this report and in BOQ's Code of Conduct, which can be found on our [website](#).



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, Company Secretary, 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**) is designed to strengthen accountability, governance, and risk management within APRA regulated entities. At BOQ, accountability for key business, risk and regulatory responsibilities is held by designated Accountable Persons, comprising Directors and senior executives. These individuals are responsible for exercising their duties with honesty, integrity, due skill, care, and diligence, and must take reasonable steps to ensure the effective management of their areas of responsibility. BOQ maintains an accountability framework that clearly defines accountable roles and responsibilities and supports effective governance, oversight, and decision-making across the Group.



Whistleblowing

The Board and Management are seeking to shape a culture that encourages openness, integrity and accountability through our 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, which can be found on our [website](#).



Anti-Bribery and Corruption

Consistent with our values, BOQ has zero tolerance for any form of bribery and corruption. Our Anti-Bribery and Corruption Policy outlines our 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 can be found on our [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 our media releases and 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 Communication Policy is available on our [website](#).



Securities Trading Policy

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 our [website](#).



Modern Slavery

BOQ Group does not tolerate any form of modern slavery and acknowledges our responsibility to respect human rights and to prevent modern slavery within our operations and supply chain. We recognise that our business decisions, procurement activities and partner relationships can elevate the risk of modern slavery and human rights breaches.

We take a risk-based approach to identifying, assessing and addressing modern slavery and human rights risks. Our approach is supported by Group-wide policies and standards, including the Code of Conduct, Diversity and Inclusion Policy, Whistleblower Policy and Speak Up Standard, which set clear expectations for ethical behaviour and provide mechanisms for concerns to be raised without fear of retaliation.

BOQ Group considers the risk of modern slavery and human rights breaches within our operations and supply chain to be low. The majority of our suppliers are based in Australia, with offshore services generally limited to professional services and highly skilled activities.

During FY26, we continued to deliver our multi-year program to strengthen the Group's approach to modern slavery. Key actions included completing a targeted supplier deep dive, executing treatment plans for identified Business Critical suppliers to address gaps in modern slavery requirements, and progressing the uplift of supplier governance through our procurement system.

BOQ Group remains committed to building awareness of modern slavery and human rights risks across the Group and to strengthening our capability to prevent, detect and respond to those risks. We will continue to embed a sustainable, proportionate and risk-based approach to modern slavery and human rights, supported by continuous improvement and strong leadership oversight.

Audit and financial governance.

External auditor

In FY26, BOQ's external auditor was PricewaterhouseCoopers (**PwC**). PwC were appointed following a formal tender process and approval by BOQ's shareholders at BOQ's AGM in 2021.

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 (subject to shareholder approval where required). 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 (**CFO**), Group 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⁽¹⁾ 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*
- APRA Prudential Standard CPS 510 Governance; and
- Accounting Ethical Professional Standards 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. BOQ's lead partner was last rotated in FY23.

The external auditor attends the AGM and is available to answer questions from security holders relevant to the audit.

Internal audit

BOQ's Internal Audit (**IA**) team is independent from Management and is responsible for providing the Board and Management with an independent appraisal of the internal controls established by BOQ's first (business) and second (Group Risk) lines of defence. IA operates under a Board approved Charter. The outcomes of IA's work are reported through the Audit Committee, and the Chief Audit Executive has a direct line of communication to the Chair of the Audit Committee, MD&CEO and the external auditor. The IA plan is developed and reviewed in line with BOQ's overall risk appetite and Risk Management Framework. The Chief Audit Executive presents a report at each Audit Committee meeting covering major activities and findings, statistics on issued audit reports, and ratings and information about the IA function before proceeding to the Board for noting.

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 2026 and full year ended 31 August 2026, 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 external auditors provide recommendations for consideration to enhance reporting of non-financial performance measures.

BOQ's APRA Basel III Pillar 3 reports have been prepared to meet its disclosure requirements as set out in APRA's prudential standard APS 330 'Public Disclosure' (APS 330) and have been prepared 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).

Engaging with stakeholders.

Customers

BOQ has a Customer Advocate who operates independently from its business operations and supports the Group by:

- championing the interests of customers within BOQ, particularly where decisions, policies or practices may result in unfair or unintended customer outcomes;
- providing guidance and insight to BOQ on customer fairness;
- providing reporting to the Board;
- identifying opportunities for improvement arising from feedback, customer experience, emerging customer themes and community expectations; and
- influencing change by recommending improvements to products, services, systems, processes and policies which reflect the needs of BOQ Group's diverse customers.

Engaging with our frontline

BOQ Group's Directors and executive team prioritise connecting directly with customers and the team members who serve them, to understand their experiences, and opportunities to enhance customer centric decision making.

On his first day as MD&CEO, Rod Finch visited the BOQ Capalaba branch in Brisbane. Throughout the year, executive team members spent time in BOQ branches connecting with our dedicated frontline staff, including those branches which have recently been redesigned as co-located retail and business banking hubs.

This co-location model aligns to geographical areas where there are opportunities to serve more customer needs, where customers are supported in building confidence self-servicing their everyday banking, and have access to specialist support for more complex needs or business lending.

This direct engagement provides valuable insights for the executive team in pursuing the Group's vision to become *the bank customers choose*.

Shareholders

BOQ is focused on growing shareholder value and strives for transparency in our business practices. We understand 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 made available via the [Governance Page](#) and BOQ's [Shareholder Centre](#) on our 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; and
- details of BOQ's preference shares and previous capital raisings.

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); and
- 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.mpsm.mufg.com. Security holders may elect to receive a document electronically or in physical form at least once in each financial year.

AGM

The 2026 AGM will be held on 1 December 2026.

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. All substantive resolutions are decided by poll rather than a show of hands.

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.



