

ASX RELEASE



100 Skyring Terrace
Newstead QLD 4006

APPENDIX 4G AND 2022 CORPORATE GOVERNANCE STATEMENT

Wednesday, 12 October 2022, Sydney: Bank of Queensland Limited (**BOQ**) in accordance with ASX Listing Rules 4.7.3, 4.7.4 and 4.10.3 attaches its Appendix 4G with the 2022 Corporate Governance Statement.

ENDS

Authorised for release by: The Board of Directors, Bank of Queensland Limited

For further information please call:

Media

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Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

| |
|----------------------------|
| Bank of Queensland Limited |
|----------------------------|

ABN/ARBN

| |
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| 32 009 656 740 |
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Financial year ended:

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|----------------|
| 31 August 2022 |
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Our corporate governance statement¹ for the period above can be found at:²


- These pages of our annual report:
- This URL on our website: <https://www.boq.com.au/About-us/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 11 October 2022 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 11 October 2022

Name of authorised officer
authorising lodgement:


 Fiona Daly

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|--|--|
| PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT | | | |
| 1.1 | A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. | <input checked="" type="checkbox"/> on pages 4 & 5 and we have disclosed a copy of our board charter at: https://www.boq.com.au/About-us/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.2 | A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | <input checked="" type="checkbox"/> on page 7 | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.3 | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment. | <input checked="" type="checkbox"/> on pages 4 & 7 | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 1.4 | The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. | <input checked="" type="checkbox"/> on page 9 | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|--|---|---|
| <p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p> | <p><input checked="" type="checkbox"/> on pages 16 & 17</p> <p>and we have disclosed a copy of our diversity policy at: https://www.boq.com.au/About-us/corporate-governance</p> <p>and we have disclosed the information referred to in paragraph (c) in our Corporate Governance Statement on page 17</p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 40% of its directors of each gender. See our Corporate Governance Statement on page 17.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| <p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/> on page 9</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our Corporate Governance Statement on page 9 and whether a performance evaluation was undertaken for the reporting period in accordance with that process: in our Corporate Governance Statement on page 9.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|--|---|
| 1.7 | <p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p> | <p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 4 and we have disclosed the evaluation process referred to in paragraph (a):</p> <p>in our Corporate Governance Statement on page 4 and whether a performance evaluation was undertaken for the reporting period in accordance with that process:</p> <p>in our Corporate Governance Statement on page 4.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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|--|--|---|---|
| PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE | | | |
| 2.1 | <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p><input checked="" type="checkbox"/> on page 10</p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.boq.com.au/About-us/corporate-governance</p> <p>Bank of Queensland Nomination & Governance Committee Charter and the information referred to in paragraphs (4) and (5) at: https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> <p>Bank of Queensland Limited Directors' Report, contained on pages 67-70 of the 2022 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.2 | <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p> | <p><input checked="" type="checkbox"/> on page 8</p> <p>and we have disclosed our board skills matrix at: in our Corporate Governance Statement on page 8.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ |
|---|---|--|---|
| 2.3 | <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p> | <p><input checked="" type="checkbox"/> on page 7</p> <p>and we have disclosed the names of the directors considered by the board to be independent directors at:</p> <p>Bank of Queensland Limited Directors' Report, contained on pages 67-70 of the 2022 Annual Report: https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> <p>and, where applicable, the information referred to in paragraph (b) in our Corporate Governance Statement on page 7.</p> <p>and the length of service of each director at:</p> <p>Bank of Queensland Limited Directors' Report, contained on pages 67-70 of the 2022 Annual Report: https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 2.4 | A majority of the board of a listed entity should be independent directors. | <input checked="" type="checkbox"/> on page 7 | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.5 | The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity. | <input checked="" type="checkbox"/> on page 4 | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 2.6 | A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively. | <input checked="" type="checkbox"/> on page 7 | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

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|---|--|---|--|
| PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY | | | |
| 3.1 | A listed entity should articulate and disclose its values. | <input checked="" type="checkbox"/> on page 2 and we have disclosed our values at: in our Corporate Governance Statement on page 2. | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.2 | A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code. | <input checked="" type="checkbox"/> on page 15 and we have disclosed our code of conduct at: https://www.boq.com.au/About-us/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.3 | A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy. | <input checked="" type="checkbox"/> on page 15 and we have disclosed our whistleblower policy at: https://www.boq.com.au/About-us/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 3.4 | A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy. | <input checked="" type="checkbox"/> on page 15 and we have disclosed our anti-bribery and corruption policy at: https://www.boq.com.au/About-us/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| Corporate Governance Council recommendation | Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement: | Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵ | |
|---|--|---|---|
| PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS | | | |
| 4.1 | <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p><input checked="" type="checkbox"/> on page 10</p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.boq.com.au/About-us/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> <p>Bank of Queensland Limited Directors' Report, contained on pages 67-70 of the 2022 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.2 | <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> | <p><input checked="" type="checkbox"/> on page 14</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 4.3 | <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p> | <p><input checked="" type="checkbox"/> on page 14</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|---|---|---|---|
| PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE | | | |
| 5.1 | A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1. | <input checked="" type="checkbox"/> on page 15 and we have disclosed our continuous disclosure compliance policy at: https://www.boq.com.au/About-us/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.2 | A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made. | <input checked="" type="checkbox"/> on page 15 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 5.3 | A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation. | <input checked="" type="checkbox"/> on page 15 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS | | | |
| 6.1 | A listed entity should provide information about itself and its governance to investors via its website. | <input checked="" type="checkbox"/> on page 18 and we have disclosed information about us and our governance on our website at: https://www.boq.com.au/About-us/corporate-governance | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.2 | A listed entity should have an investor relations program that facilitates effective two-way communication with investors. | <input checked="" type="checkbox"/> on page 19 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.3 | A listed entity should disclose how it facilitates and encourages participation at meetings of security holders. | <input checked="" type="checkbox"/> on page 19 and we have disclosed how we facilitate and encourage participation at meetings of security holders: in our Corporate Governance Statement on page 19. | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.4 | A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. | <input checked="" type="checkbox"/> on page 18 | <input type="checkbox"/> set out in our Corporate Governance Statement |
| 6.5 | A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically. | <input checked="" type="checkbox"/> on page 19 | <input type="checkbox"/> set out in our Corporate Governance Statement |

Key to Disclosures Corporate Governance Council Principles and Recommendations

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|--|--|---|---|
| PRINCIPLE 7 – RECOGNISE AND MANAGE RISK | | | |
| 7.1 | <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | <p><input checked="" type="checkbox"/> on page 10</p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.boq.com.au/About-us/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> <p>Bank of Queensland Limited Directors' Report, contained on pages 67-70 of the 2022 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 7.2 | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p><input checked="" type="checkbox"/> on page 11</p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in the Corporate Governance Statement at: https://www.boq.com.au/About-us/corporate-governance</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

Key to Disclosures Corporate Governance Council Principles and Recommendations

| | | | |
|-----|---|--|---|
| 7.3 | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p> | <p><input checked="" type="checkbox"/> on page 14</p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs:</p> <p>in our Corporate Governance Statement on page 14.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |
| 7.4 | <p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p> | <p><input checked="" type="checkbox"/> on page 13</p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement</p> |

| PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY | | | |
|---|--|---|--|
| 8.1 | <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p><input checked="" type="checkbox"/> on page 10</p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.boq.com.au/About-us/corporate-governance and the information referred to in paragraphs (4) and (5) at: https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> <p>Bank of Queensland Limited Directors' Report, contained on pages 67-70 of the 2022 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.2 | <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p> | <p><input checked="" type="checkbox"/> on page 17</p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: https://www.boq.com.au/Shareholder-centre/financial-information/Annual-Report</p> <p>Bank of Queensland Limited Remuneration Report, contained on pages 71-100 of the 2022 Annual Report.</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |
| 8.3 | <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p><input checked="" type="checkbox"/> on page 15</p> <p>and we have disclosed our policy on this issue or a summary of it at: https://www.boq.com.au/About-us/corporate-governance Securities Trading Policy</p> | <p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p> |

| ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES | | | |
|---|---|---|--|
| 9.1 | A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents. | <input type="checkbox"/> Not applicable | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 9.2 | A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time. | <input type="checkbox"/> Not applicable | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable |
| 9.3 | A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit. | <input type="checkbox"/> Not applicable | <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable |

| ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES | | | |
|---|--|---|--|
| - | <p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p> | <input type="checkbox"/> Not applicable | <input type="checkbox"/> set out in our Corporate Governance Statement |
| - | <p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p> | <input type="checkbox"/> Not applicable | <input type="checkbox"/> set out in our Corporate Governance Statement |

2022 CORPORATE GOVERNANCE STATEMENT



**BOQ
GROUP**

**20
22**

Contents

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BOQ Group

We are always looking for ways to improve our reporting. Please send your questions or suggestions to our Investor Relations team at InvestorRelations@boq.com.au

Bank of Queensland Limited
 ABN 32 009 656 740
 AFSL No. 244616
 Level 6, 100 Skyring Terrace,
 Newstead QLD 4006

Our purpose: Building social capital through banking

Bank of Queensland (**BOQ**) is committed to high standards of governance. We believe this is key to our ability to deliver on our purpose and strategy.

We recognise that reliability and trust is at the core of everything we do and that our purpose, values and culture set the foundations for good conduct.

BUILDING SOCIAL CAPITAL THROUGH BANKING

Group Purpose

| | | | | | | |
|--------------|----------------------------|------------------------|----------------------------------|---------------------------|----------------------------------|--------------------|
| Group Values | S | O | C | I | A | L |
| | Spirited | Optimistic | Curious | Inclusive | Accountable | Lionhearted |
| | Be outrageously courageous | To infinity and beyond | Be truly madly deeply interested | Tap the collective genius | Be the rubber that hits the road | Be fiercely caring |

Strategic Pillars

EXCEPTIONAL CUSTOMER EXPERIENCE

Through loved brands, caring bankers, building relationships, and enriching communities.

CLOUD-BASED, DIGITAL BANK

With at scale unit costs, impactful data insights and fast innovative solutions.

SUSTAINABLE PROFITABLE GROWTH

With improving strength, risk and return.

ENRICHING PEOPLE

By developing curious bankers, building an agile organisation and being a good corporate citizen.

Introduction

Our purpose, values and culture are core to who we are and how we operate. During 2022 we have refreshed our purpose and values to reflect our expanded business. We believe that an inclusive culture where our people are spirited, optimistic, curious, accountable and lionhearted is essential to creating long-term value for our customers, shareholders and our people. 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.

This 2022 Corporate Governance Statement outlines key areas of our governance framework that includes:

- an accountable, performance focused, highly capable, diverse, experienced and independent Board, supported by Board committees;
- clear separation in the roles of Board and Management;
- timely disclosures; and
- a risk management framework which is reviewed regularly for fitness and efficacy.

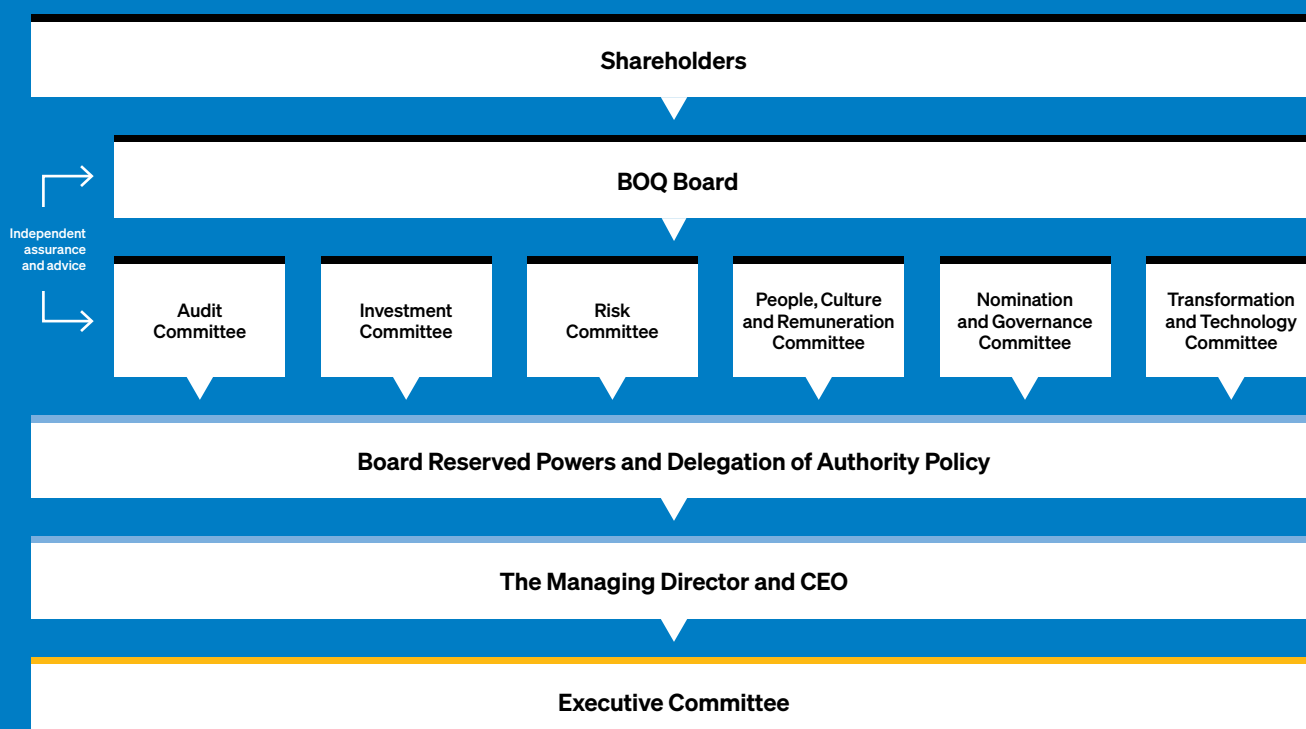
BOQ follows the ASX Corporate Governance Principles and Recommendations (4th edition) (CGPR) published by the ASX Limited's Corporate Governance Council.

The Board regularly reviews and refines its corporate governance arrangements to consider their appropriateness. This includes incorporation of new laws and regulations, evolving stakeholder expectations and the volatile environment in which we all presently operate. More information on BOQ's Constitution, Board and Committee Charters and key corporate governance policies is available on our [website](#).

The Statement has been approved by the Board and is current as at 11 October 2022.

The framework

BOQ aims to ensure that the corporate governance framework, policies, and practices deliver a high standard of corporate governance. BOQ's corporate governance framework is outlined below.



The Board

The role of the Board and management

The role of the Board is to approve BOQ's strategic direction, risk appetite and cultural expectations through the Code of Conduct and 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 our 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 BOQ Executive Team), 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 Delegated Authority Framework is reviewed regularly.

The roles of the Chairman and the MD & CEO are separate.

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 Board Chair is an independent Non-Executive Director elected by the Board. Patrick Allaway was appointed a Director of BOQ in May 2019 and as Chairman in October 2019. Patrick Allaway also chairs the Nomination and Governance Committee and the Investment Committee. He is a member of all other Board Committees.

Role of Managing Director and CEO

The Board appoints the MD & CEO. The Board delegates to the MD & CEO, under the Delegated Authority Framework, the authority and responsibility to make decisions with the aim of achieving the approved strategies and financial objectives of the BOQ Group. The Delegated Authority Framework and Delegations Matrix clearly outlines those matters delegated to the MD & CEO and other members of senior management.

The MD & CEO is responsible for the leadership of the Executive team.

The Executive Team

Executives are responsible for providing the Board with accurate, timely and clear information to enable the Board to perform its role. The MD & CEO and the Executives operate in accordance with the delegations as set out in the Board Charter and Delegations Policy and Framework.

The members of the Executive team are listed on [our website](#). The team meets regularly and is responsible for delivering BOQ's purpose and strategy. It does this by focusing on key stakeholders, shaping culture and capability, prioritising effort and allocation of resources.

BOQ also has a number of formally established management committees; each committee addresses a particular set of priorities and issues and has a defined decision-making authority.

As required by the Banking Executive Accountability Regime (**BEAR**), individual Accountability Statements have been developed and are maintained and regularly reviewed for the BOQ Group's Accountable Persons and are lodged with APRA. These Accountability Statements contain a statement of each Accountable Person's individual responsibilities and an acknowledgement of those accountability obligations.

Executives have the qualifications and industry experience necessary to perform their duties, and are required to maintain those qualifications and experience while they remain in their role. They are also formally assessed under BOQ's Fit and Proper Policy on appointment and annually. Further, BOQ undertakes extensive background and screening checks prior to appointing Executives.

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

Management Performance Evaluations

Management has a program of formal half and full year performance reviews for all employees. This commences with the annual setting of Key Performance Indicators (**KPIs**) by the MD & CEO for his direct reports at the start of the financial year. The KPIs inform individual KPIs for each employee.

A formal evaluation of each individual's performance against their KPIs is undertaken following the conclusion of each of the half and full financial years. The results of this process are then incorporated into an annual remuneration review.

A performance evaluation of the Executives was completed in respect of FY22 in accordance with this program.

The Chairman meets with the MD & CEO weekly and on a formal basis at least twice a year to discuss the Board's view of Management's performance and Management's view of the Board's performance.

The Board (continued)



Patrick Allaway
BA, LLB

Non-Executive Director since May 2019.

Patrick became Chair of the Board in October 2019.



George Frazis
B. Eng (Hons), MBA

Chief Executive Officer and Managing Director since September 2019.



Karen Penrose
B. Com, CPA, FAICD

Audit Committee Chair.

Non-Executive Director since November 2015.



Bruce Carter
B. Econ, MBA, FAICD, FICA

Risk Committee Chair.

Non-Executive Director since February 2014.



Mickie Rosen
BA, Economics, MBA

Transformation and Technology Committee Chair.

Non-Executive Director since March 2021.



Warwick Negus
B Bus, M Com, SF Fin

People, Culture and Remuneration Committee Chair.

Non-Executive Director since September 2016.



Deborah Kiers
B Sc (Hons), MPA, MAICD

Non-Executive Director since August 2021.



Dr Jennifer Fagg
PhD, B Econ

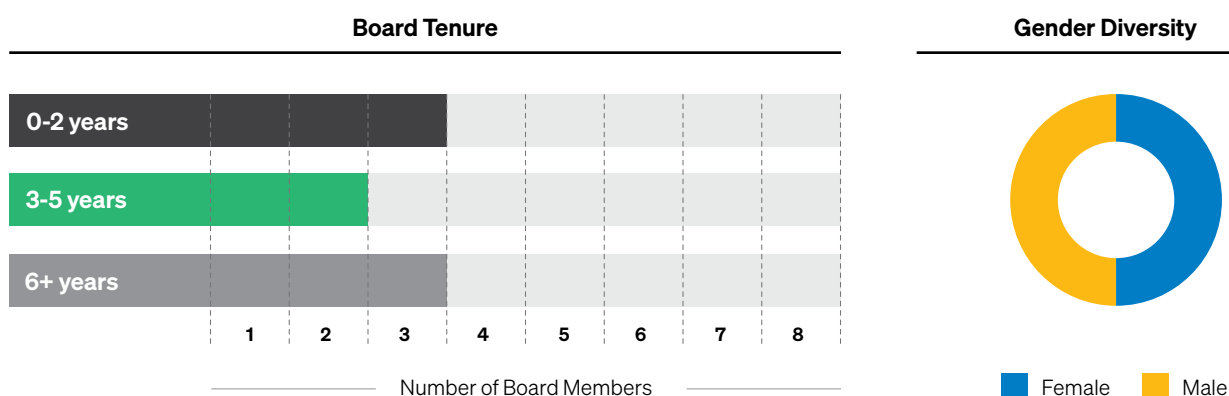
Non-Executive Director since October 2021.

Biographies of our Directors, including their qualifications, experience and length of service can be found on [our website](#).

Board Composition, Diversity and Performance

Board composition

The tenure of all Board members is set out in detail in the Directors' Report contained within the 2022 Annual Report on page 70, or on [our website](#). The Board achieved its target of 40% of either gender on BOQ's Board in FY22⁽¹⁾.



Board areas of focus in FY22

The Board and its Committees engage in key strategic, governance and oversight areas each year. The following topics have been focused on in FY22:

- Financial resilience through the cycle, strengthening BOQ's capital and liquidity position.
- Execution of BOQ's digital transformation and the integration of ME Bank from complex legacy systems, to building an integrated cloud based digital and data led scalable organisation.
- Profitable and quality growth.
- Embedding BOQ's new purpose and living our values, enabling curiosity and accountability to make a difference and do the right thing together.
- Focus through the business on improving our customer experience.
- Ongoing focus on embedding risk culture, ensuring divisional accountability, building a risk culture where risk is everyone's business.
- Development and retention of a quality and diverse team with future fit skills and capability to deliver our ambition.
- Work on BOQ's 2030 strategy including consideration of market consolidation, disruption, new opportunities for growth and diversity of earnings and addressing key consumer trends and market shifts.

(1) The Board of Directors gender diversity target is calculated as the percentage of each gender as a proportion of the total number of non-Executive and Executive Directors.

Board Composition, Diversity and Performance (continued)

Board renewal

The BOQ Board embarked on a period of continuous improvement and renewal following the 2019 Board Performance Review with a focus on operating with a smaller, diverse and future-fit Board.

The Board renewal program over the past 18 months has enabled BOQ to deepen its Board capability in digitisation, customer experience, financial and non-financial risk management, organisational transformation, culture and strategy. These are highly relevant skills, aligned to BOQ's transformation strategy and growth ambitions.

Effective from the close of the 2021 Annual General Meeting (**AGM**), there were 7 Non-Executive Directors and 1 Executive Director.

BOQ has a diverse and contemporary future-fit Board with the following key attributes:

1. Leading and diverse skills and experience across identified essential skill sets in strategically relevant sectors and functions.
2. Individual inherent thinking styles that differ from their peers with intellectual curiosity.
3. Strong emotional intelligence, empathy, respect, listening skills, transparency and constructive challenge.
4. Diversity of views and backgrounds, gender, culture and geography.

In the past 12 months, there were two changes to our Board as part of our renewal program. On 13 October 2021, Dr Jennifer Fagg was appointed to the Board. On 7 December 2021, John Lorimer retired from the Board.

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 a formal 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 team, 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 development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.

BOQ considers at least annually the need for existing Directors to undertake professional development to develop and maintain the skills and knowledge needed to perform their role as Directors 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, no Non-Executive Directors have any relationship, interest or position that might influence, or be 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, the majority of the Board are independent Directors.

Directors are required to bring an independent mind to bear on all matters coming before the Board for consideration. 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.

Board Composition, Diversity and Performance (continued)

Board Skills Matrix

The Board is committed to continually improving its performance and efficacy, and to fulfil its responsibilities. This requires the Board to have a diverse range of skills and experience that reflect the breadth of the operations of BOQ's business and its future strategy.

BOQ utilises a skills matrix to position the Board to be future-fit, to assist in identifying the areas of focus, and to build and maintain an appropriate mix of skills and diversity in the Board's composition. The skills matrix is also used for succession planning and Director development.

Those insights have been incorporated in the Board's ongoing succession planning. The Board Skills Matrix is set out below:

Skills and Competency Area

| | | |
|---------------------------------------|--|--|
| Commercial and Leadership | Skills gained at a senior level including running complex businesses, leading workplace culture and leading projects. | |
| Corporate Finance | Proficiency in accounting or financial management and in understanding financial statements and corporate finance and an ability to assess the adequacy of financial controls. | |
| Risk Management | Experience in identifying, assessing and monitoring existing and emerging financial and non-financial risks. | |
| Corporate Governance | Knowledge of, and commitment to, governance, environmental and social issues. | |
| Sector Experience | Experience in financial services and the regulation of this industry. | |
| Stakeholder Management | Experience in building and maintaining relationships with regulators, community and other stakeholder groups. | |
| People and Culture | Knowledge and experience of workplace culture matters, the appointment of senior personnel and remuneration practices. | |
| Customer and Marketing | Experience in building relationships in customer segments and delivering on customer outcomes. | |
| Digital Transformation and Technology | Experience in digital channels, information technology systems and information security. | |

In addition to the "technical skills" of a Board member, the following considerations are undertaken by the Board in its succession planning:

1. Include individuals whose inherent thinking style differs from others on the Board who can challenge the status quo.
2. Augment the range of industry experience among Board members with individuals from strategically relevant sectors.
3. Prioritise the following attributes: emotional intelligence, empathy, trust, constructive challenge, listening, critical and analytical thinking, transparency, and intellectual curiosity.

Board Composition, Diversity and Performance (continued)

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.

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

In FY22 the Board utilised the services of an external consultant to assist it with the evaluation of the Board, the Committees and individual directors. The same external consultant was involved in the 2020 Board review process to ensure a consistent approach and to compare against the results of the last review.

The main areas of focus in the external review were:

- Interface with management
- Culture
- Strategic thinking and prioritisation
- Succession planning and Board and Committee performance against their roles.

The outcomes of those evaluations were presented by the external consultant to the Nominations and Governance Committee. The Board Committees and Management then discuss the outcomes of the review and develop an action plan for addressing areas of focus.

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

Role of company secretaries

The Board is responsible for appointing the BOQ Group Company Secretaries. The Board had two appointed Company Secretaries as at 31 August 2022. Profiles of BOQ's Company Secretaries can be found in the Directors' Report on page 70 of the Annual Report.

The Company Secretaries are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

Board Committees

BOQ has five principle Board Committees as outlined below:

| Committee | Chair | Composition |
|--|-----------------|---|
| Audit Committee | Karen Penrose | The Audit Committee must have: <ul style="list-style-type: none"> • Three independent Non-Executive Directors (NEDs). • An independent NED as Chair who is not Chair of the Board or the Risk Committee. |
| Risk Committee | Bruce Carter | The Risk Committee must have: <ul style="list-style-type: none"> • Three independent NEDs. • An independent NED as Chair who is not Chair of the Board or the Audit Committee. |
| People, Culture and Remuneration Committee | Warwick Negus | The People, Culture and Remuneration Committee must have: <ul style="list-style-type: none"> • Three independent NEDs. • An independent NED as Chair. |
| Nomination and Governance Committee | Patrick Allaway | The Nominations and Governance Committee must have: <ul style="list-style-type: none"> • Three independent NEDs. • All Committee members must be NEDs. • The Chair of the Board is 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: <ul style="list-style-type: none"> • Three independent NEDs. • An independent NED as Chair. |

Each committee has its own charter describing its role and responsibilities. Each committee charter can be found on [our website](#).

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

The Board may also establish ad-hoc Committees from time to time.

Details of the Board's Committees, including the current members of each Committee and the number of meetings held during FY22 are contained in the Directors' Report in the 2022 Annual Report on pages 68-70, or on [our website](#). The Directors' Report also sets out a record of the individual attendances of members at meetings as at 31 August 2022 on page 70, or on [our website](#). The experience of those appointed to the Audit Committee are set out in the Directors' Report in the 2022 Annual Report on page 68 and 69, or on [our website](#).

The Transformation and Technology Committee appointed an independent advisor to the Committee to assist with its transformation agenda. The adviser has extensive experience in core banking systems capability, data governance and cyber security and digital transformation.

Risk Management

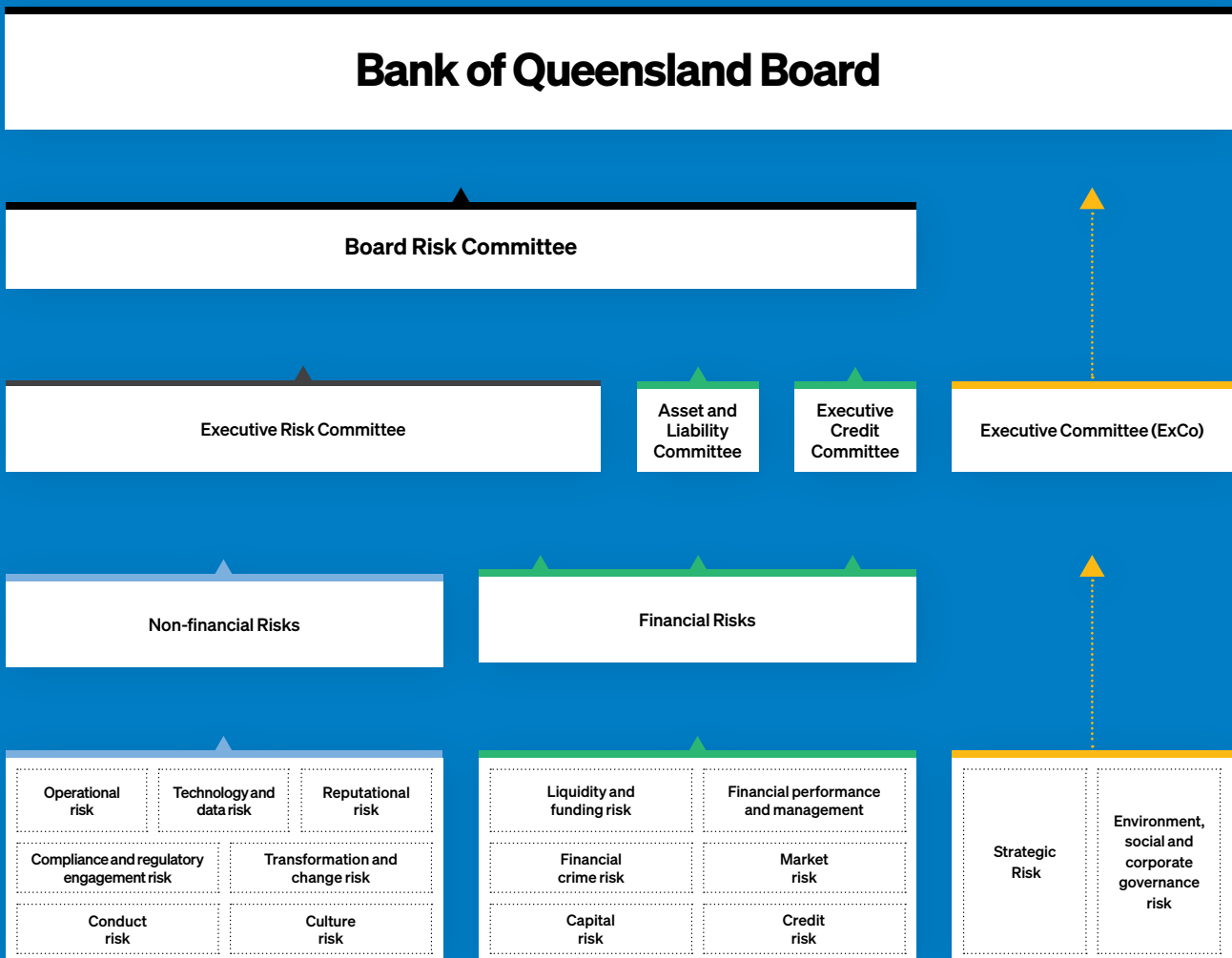
Risk is the potential for harm and is inherent across the BOQ Group. Our ability to manage risk ensures we deliver to the objectives of our customers and key stakeholders through balancing the growth of the business with the protection of shareholders' funds, earnings, brand and reputation, and the interests of our current and prospective customers and the community. This is achieved through the Risk Management Framework, documented in the Risk Management Strategy.

Risk management framework

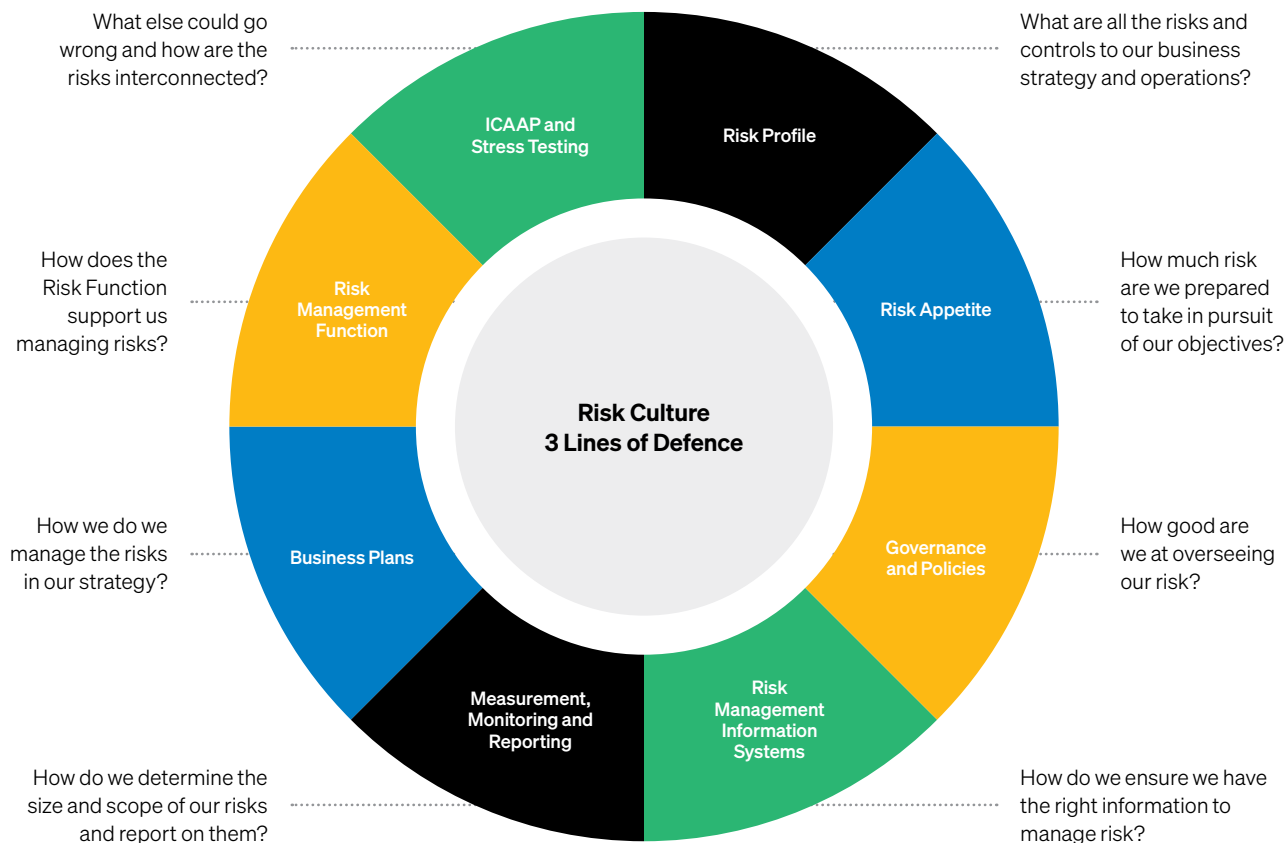
The Risk Management Framework (RMF) is designed to identify, measure, evaluate, monitor, report and control or mitigate all internal and external sources of material risk for the Group.

BOQ's day to day operations involves managing a range of material business risks. The following categories of risk have been identified as the material business risks of BOQ under its Risk Management Framework: credit risk; market risk; funding and liquidity risk; capital risk; financial risk; operational risk; technology and data risk; transformation and change risk; compliance and regulatory risk; strategic risk; reputational risk; conduct risk; financial crime risk; environmental, social and governance risk; and culture risk.

The Risk Management Framework through the Risk Management Strategy is reviewed annually by the Risk Committee and approved by the Board. The updated Risk Management Framework was reviewed by the Board during the FY22 period. The Board also makes an annual Risk Management Declaration to APRA in accordance with CPS 220 Risk Management, confirming whether the Risk Management Framework remains sound, reflects the size, business mix and complexity of the Group, and the outcomes reflect the risk appetite set by the Board. This Risk Management Declaration is currently being undertaken in accordance with the timing of the annual process.



Risk Management (continued)



Risk management framework (continued)

Accountability for risk management at BOQ is structured through a “Three Lines of Defence” operating model. The overarching principle of the model is that each business embeds the management of its risk-taking in day-to-day activities.

The role of each line is:

- **First Line** – Each Business line owns and manages risks and controls through policies, procedures, and self-assessment of the daily operations to prevent or mitigate risks.
- **Second Line** – A dedicated Risk function that provides the policies, frameworks, expertise, and monitoring and assurance over the effectiveness of risk management within the first line business. The function also executes specific risk management activities where a segregation of duties and/or risk capability is required.
- **Third Line** – An independent Internal Audit function to the Board that provides audit activities over the effectiveness of achieving risk management and control objectives by the business through both the first and second line of defence.

The Risk Appetite Statement is a key component of our Risk Management Framework and endorses the principle that a well-considered and clearly articulated risk appetite is the foundation of sound risk management. The Risk Appetite Statement presents the material risks through a clear expectation of how the Group will operate from a risk-taking perspective in pursuit of strategic objectives, and for each material risk the maximum level of risk that the Group is willing to operate within. The Board Risk Committee annually reviews the Risk Appetite Statement, and was last reviewed in February 2022 by the Board.

The Annual Report outlines further information on our framework and actions taken to improve risk management during the year, learn more on [our website](#).

Risk Management (continued)

Risk governance

Risk governance is critical to the long-term success of BOQ. The Board is responsible for approving BOQ's risk management framework and risk appetite, including the Risk Appetite Statement and Risk Management Strategy. This responsibility extends to overseeing that Management establishes a sound risk management culture to enable effective risk management throughout the Group.

Risk governance originates at the Board and then cascades through to the Board Risk Committee, MD & CEO, Executives and business lines.

The Board Risk Committee assists the Board through:

- Independently overseeing Management's implementation of the risk management framework and its related operation within the Group;
- Taking a Group-wide view of BOQ's current and emerging risk position relative to the Group's risk appetite and capital strength;
- Discharging its specific responsibilities for market, credit, capital, financial, operational, liquidity and reputational risk management and for the management of BOQ's regulatory and compliance obligations; and
- Advising the Board on current and future risk appetite and risk management strategy.

The Chief Risk Officer and the General Counsel are responsible for reporting of key risk management framework and risk appetite measures, along with associated commentary at each scheduled meeting of the Executive Risk Committee and the Board Risk Committee.

As a part of our overall transformation strategy, the bank has recognised there is more work to do to improve its risk management framework and practices.

Recent reviews have identified areas for improvement in our risk culture and governance. BOQ is committed to an integrated plan supported by specialists to strengthen our financial and operating resilience and risk culture.

Complementing this plan is the investment in our transformation program, which is critical to simplifying our technology and automating our processes. The ultimate aim of the program is to continue to provide better outcomes for our customers, bankers, and shareholders.

Material exposure to Environmental, Social, and Governance (ESG) risks

BOQ continues to address social and environmental sustainability risks and is mindful of the increasing expectation for greater transparency to support investor's assessment of risk.

The Board is responsible for setting the approach and for overseeing the execution practices to manage our ESG risk, supported by the Board Risk Committee and Board Audit Committee and the Board Nomination and Governance Committee accordingly.

The Board delegates the day-to-day management of environmental and social risks and opportunities including climate change to the Executive team. The Executive team is accountable for actions and commitments to embed climate change into business strategy and risk management. The Sustainability Working Group (**SWG**) supports the Executive team with the development and implementation of climate initiatives and reporting requirements.

The [FY22 Sustainability Report](#) contains further detail on BOQ's material exposure to environmental and social risks which were identified through the FY22 materiality assessment and how BOQ manages or intends to manage those risks.

The FY22 Annual Report contains detail as to how BOQ is managing the risks associated with climate change and sets out BOQ's public commitments to reducing its own emissions.

Audit and Financial Governance

External auditor

In FY22, BOQ's external auditor was PricewaterhouseCoopers.

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**) and 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 all audit, audit-related and non-audit services whether on an engagement basis or under a specific service pre-approved by the Committee, regularly reviews the independence of the External Auditor, and evaluates their effectiveness. Further information can be found in [BOQ's Auditor Independence Policy](#).

As required by the Corporations Act 2001, information about the non-audit services provided by the External Auditor, PricewaterhouseCoopers, 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.

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 is reported through the Audit Committee and the Chief Audit Executive has a direct line of communication to the Chair of the Audit Committee, MD and CEO and the External Auditor. The Internal Audit 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 approval.

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 2022 and full year ended 31 August 2022, 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, Sustainability Report and Corporate Governance Statement are prepared by the relevant subject matter experts and reviewed by relevant members of the Executive Team and senior managers prior to Board approval. ASX announcements (other than administrative announcements) are reviewed in accordance with BOQ's Market Disclosure Policy.

BOQ's external auditors provide recommendations for consideration to enhance reporting of non-financial performance measures.

BOQ has arrangements in place with its external auditors to review its APRA Basel III Pillar 3 Q2 and Q4 reports. BOQ's Q1 and Q3 APRA Basel III Pillar 3 reports are verified by the CFO and Group Finance team.

Key Policies

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

Code of Conduct

BOQ's Code of Conduct is grounded in BOQ's purpose and values and provides all of our people with a set of guiding principles to help them make fair, balanced and ethical decisions every day. The Code of Conduct is clear in its expectations of Directors, Executives, employees, agents, contractors and owner-managers (and their employees and contractors). This includes acting with integrity, courtesy and respect. The Code of Conduct also covers conflicts of interest, privacy and confidentiality considerations. All our people receive periodic training in the Code of Conduct and there is on-going monitoring of conduct. In accordance with BOQ's Board Charter, material breaches of the Code of Conduct are reported to the Board. Further information can be found in [BOQ's Code of Conduct](#).

Fit and Proper policy

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.

Whistleblowing

The Board and Management are actively shaping 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 Board meeting. Further information is available in the [Whistleblower Policy](#).

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 is available on [our website](#).

Market Disclosure Policy

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 Officers of any information that may require disclosure. Continuous disclosure confirmation is a standing agenda item at all Board and 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 and General Manager Company Secretariat are the Disclosure Officers and are also responsible for communications with the ASX.

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

Securities Trading Policy

BOQ's Securities Trading Policy provides Directors, Executives, employees, owner managers, 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](#).

Key Policies (continued)

Modern Slavery

Sustainability and an empathetic approach to doing business are key elements of BOQ's values. BOQ is committed to contributing to society's efforts to address and ultimately eliminate any exploitation of vulnerable people with which we may be involved, directly or indirectly, and to addressing any risk of slavery, human trafficking and forced labour. BOQ recognises that respecting and protecting human rights across our operations and supply chains is an area of great importance to our organisation, shareholders, customers and the communities where we operate. Accordingly, BOQ seeks to engage with suppliers and customers who have a similar ethical approach to doing business and has taken steps to manage its supply chain in this way.

BOQ also takes its compliance obligations under the *Australian Modern Slavery Act 2018* (Cth) seriously and submitted its first Modern Slavery Statement with the Australian Border Force in December 2020. This statement detailed the steps BOQ is taking to minimise the risks of modern slavery in our operations and supply chains and is publicly available on the government's online register. BOQ's commitment to human rights can also be found on our website. Following lodgement of this first statement, BOQ has continued to progress its program of work on modern slavery risks, particularly in the management of third party suppliers and has recently implemented a new Supplier Code of Conduct aligned to BOQ's modern slavery commitments. BOQ filed its second [Modern Slavery Statement](#) at the end of February 2022.

Our People

Diversity and inclusion

BOQ believes in the power of an inclusive culture that embraces diversity in the workforce. Our new values have elevated further the importance of inclusion, curiosity, accountability, and care, to building trust with all stakeholders. Tapping the collective genius of our people enables us to forge strong connections with our customers, be imaginative and make better decisions. Diversity, in this context, includes age, caring responsibilities, cultural identity, ethnicity, gender expression and identity, sexual orientation, abilities, neurodiversity, education, family/relationships, religious beliefs and/or socioeconomic background. Diversity also encompasses the many ways people differ in terms of their background, education, life experience, location, personality, way of thinking and work experience.

Our policy on Diversity and Inclusion is on [our website](#).

BOQ's People, Culture and Remuneration Committee plays an important role in relation to our people strategy, remuneration strategy and approach to diversity and inclusion (including gender balance). This committee has a role to:

- Review, note and monitor the effectiveness of our approach to diversity and inclusion;
- Review and recommend to the Board measurable objectives for achieving diversity and inclusion; and
- Review both the objectives and progress in achieving the objectives, including the relative proportion of women and men at all levels.

This Committee also reviews annual performance remuneration outcomes including a review of the outcomes by gender of the distribution of performance ratings, change in salary and STI, and has a focus on gender pay equity.

Gender balance is the responsibility of the Nomination and Governance Committee in connection with the Board. Further information regarding BOQ's Diversity and Inclusion Policy is available on [our website](#).

Our People (continued)

Targets

To attract and retain a high performing and diverse workforce, BOQ is committed to providing an environment in which all employees are treated fairly and equitably, and where diversity, inclusion and flexibility are embraced.

BOQ's Diversity and Inclusion Policy requires the Board to set measurable objectives for achieving gender diversity and is reviewed annually to assess the effectiveness of the policy.

In FY21, the Board set BOQ's measurable objectives for achieving gender diversity at 42% of women in leadership and a target of at least 40% of either gender on BOQ's Board. In addition, BOQ has been focused on a target of 40% of women in Senior Leadership by the end of FY22.

We are proud to have 50% female representation on our Board. With organisational changes to ensure BOQ Group is fit for future and a talent tight external market BOQ did not achieve its target of 42% of women in leadership or 40% of senior women in leadership in FY22. These targets will remain in place for FY23. Continuing to strengthen our internal talent pipeline and proactively source high calibre external talent will be two key levers to drive a shift in our representation of female leaders in FY23.

The percentage of women employed by BOQ is set out below:

40%
of women on the
Executive Team

37%
women in
Senior Leadership ⁽¹⁾

38%
women in Leadership ⁽²⁾

52%
women in total workforce

Under the *Workplace Gender Equality Act 2012* (Cth), BOQ is required to annually report to the Workplace Gender Equality Agency (**WGEA**) disclosing its "Gender Equality Indicators." These reports are filed annually in respect of the 12 month period ending 31 March. The BOQ Group's annual report to the WGEA is available on [our website](#) and at www.wgea.gov.au.

BOQ recognises that diversity and inclusion cover a range of factors such as gender, age, sexual preference, cultural background and disability. All Directors, employees, prospective employees, agents, contractors, customers and suppliers of BOQ are treated fairly and equitably. Everyone is valued for their distinctive backgrounds, skills, experiences, and perspectives. Additionally, we invest in driving a culture across the organisation to support and enable diversity, inclusion and flexibility into the way we work and do business so that BOQ, our employees and customers thrive and enjoy the benefits of having a diverse workforce and inclusive culture.

(1) Senior Leadership encompasses our Executive Committee, General Managers and Heads of responsible for leading an organisational department.
(2) Women in Leadership: encompasses Senior Leaders (as defined above) and Specialist Managers.

Remuneration

Remuneration Policies and Practices

The Board has approved 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 510 Governance.

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

Details of remuneration paid to Directors (Executive and non-Executive) are set out in the 2022 [Remuneration Report](#) contained within the Annual Report. The Remuneration Report on pages 71-100 also contains information on BOQ's policy for determining the nature and amount of remuneration for Directors and senior Executives.

Please see our [Remuneration Report](#) for further detail.

Our Stakeholders

Our customers

Our customers deserve a loud voice, especially those whose voice can be hardest for us to hear. BOQ's Office of the Customer Advocate was established by authority of the Executive Committee in 2017 and exists to be the voice of our customers, ensuring they are listened to, understood and treated fairly.

The Customer Advocate operates independently within BOQ with a particular focus on:

- Facilitating fair outcomes with a focus on making things easier.
- Identifying opportunities to improve BOQ's products, services, systems and processes.
- Advocacy and insights to deliver better outcomes for customers that align with community expectations; and
- Supporting BOQ Group customers experiencing vulnerability.

In FY22 the Customer Advocate Office provided support and advice to 268 customer cases, 88% of which related to people experiencing a recognised vulnerability.

BOQ's Chief Public Affairs and Communications commenced in 2022. This newly created role on the Executive Team brought together the Corporate Affairs, Government Relations, Investor Relations, Community Investment and Customer Advocate functions. The role was designed to elevate the voice of the customer across the BOQ Group. Our [Sustainability Report](#) contains more information regarding our approach to Customers.

Our shareholders

BOQ is focused on growing shareholder value and strives for transparency in all 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 all made available via the Corporate Governance page and 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. 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 sustainable lending, sustainable focus areas and Sustainability Report.

The Shareholder Centre can be accessed from [our website](#).

Our Stakeholders (continued)

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 [our website](#), 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 e-mail at InvestorRelations@boq.com.au and BOQ's share registry can be contacted by email at boq@linkmarketservices.com.au. Security holders may elect to receive a document electronically or in physical form at least once in each financial year.

AGM

The 2022 AGM will be held on 6 December 2022.

Shareholders are encouraged to submit questions ahead of the AGM. More frequently asked questions received ahead of the AGM will be attempted to be addressed in the Chair's address and the MD & CEO's 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 [our website](#) for security holders who are unable to attend.

BOQGROUP