SUNCORP

Building futures and protecting what matters

FY26 Corporate Governance Statement

Suncorp Group Limited | ABN 66 145 290 124

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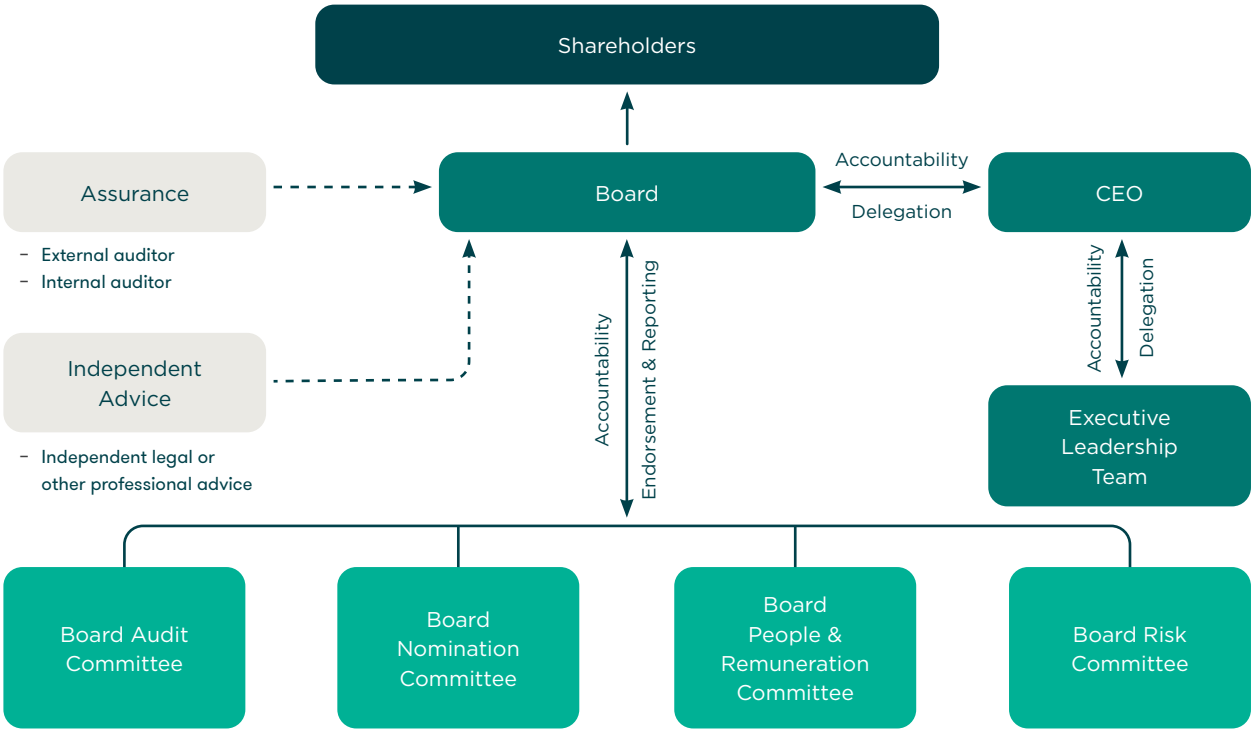
Suncorp's Corporate Governance Statement (Statement) outlines our approach to corporate governance and our principal governance practices.

The Board believes high standards of corporate governance are essential to achieving Suncorp's business objectives, which are aimed at creating value and sustainable outcomes for shareholders, customers and the communities in which Suncorp operates.

This Statement:

- has been approved by the Board
- reports Suncorp's compliance with the 4th edition of the ASX Corporate Governance Principles and Recommendations (ASX Principles)
- is current as at 12 August 2026.

Corporate Governance Framework



The Suncorp Board oversees the Suncorp Group business activities in Australia and New Zealand. However, as a New Zealand licensed insurer, Vero Insurance New Zealand Limited (VINZL) is separately regulated by the Reserve Bank of New Zealand and Financial Markets Authority. It is subject to New Zealand regulatory and licensing requirements with respect to its governance, including board structure and composition, capital requirements and conduct management. Accordingly, VINZL's board structure retains direct oversight of VINZL's business activities.

Suncorp also has a Customer Advocate management role that actively engages with the Board and the Executive Leadership Team (ELT) on key customer matters, including customer vulnerability, customer complaints, and other emerging industry and customer matters.

The Board's areas of focus during FY26

The Board's FY26 governance activities, directly and through its Committees, included:

- oversight of Suncorp's response to significant natural disasters in Australia including:
  - support for our many customers who have been directly affected by these events
  - continued contribution to, and advocacy for, increased disaster mitigation and community resilience measures, and other opportunities to improve insurance affordability
- robust discussion on, and approval of, management's FY27-29 strategic plan, through a dedicated Board meeting and subsequent checkpoint discussions during Board meetings
- additional discussions during scheduled Board meetings and information sessions, in relation to Suncorp's strategic imperatives for each of its business portfolios, including:
  - management's focused actions to deliver improved outcomes for our customers
  - continued oversight of management's multi-year technology transformation, including:
    - progressive implementation of a new customer policy administration system, to enable our people to assist our customers with greater speed and efficiency
    - delivering a new human capital management and payroll platform, to simplify and connect our people processes and enable us to be more efficient and effective in the way we work
  - leveraging artificial intelligence at scale to enhance the quality and efficiency of the service and claims experience for our customers, while ensuring its use is responsible and aligned with evolving best practice governance expectations
  - oversight of management's people strategy, with a particular focus on building a high-performance and future-ready workforce
  - management's identification of other growth opportunities for its Australian and New Zealand insurance portfolios
- continued oversight of Suncorp's reinsurance program, including approval of a 5-year aggregate reinsurance arrangement and placement of the main catastrophe program
- continued oversight of Suncorp's disciplined approach to capital management, including completion of our on-market share buy-back program and issuance of Wholesale Additional Tier 1 and Tier 2 Subordinated Notes
- ongoing oversight of existing and emerging risks, including cyber security risks, as well as activities to enhance Suncorp's control environment and broader risk maturity
- continued oversight of the brand sharing arrangements, and provision of transitional business and technology services to Suncorp Bank for an agreed period following completion of the sale of Suncorp Bank to ANZ
- ongoing focus on Board renewal (see the Board composition section of this Statement for further details)
- dedicated sessions to consider Board governance and performance, including an independently facilitated annual Board and Committee performance evaluation process in 2026
- continued focus on Board education and development through:
  - site visits and immersion sessions, to gain valuable first-hand insights in relation to Suncorp's businesses, customers, people and suppliers
  - discussions with external advisers where relevant and necessary
- ongoing engagement with:
  - institutional investors and proxy advisors, including in relation to ESG and remuneration matters
  - retail shareholders including through Suncorp's 2025 AGM, which we continue to hold in a hybrid format enabling shareholders to participate in person or online
  - key regulators, government and industry stakeholders.

The Board

Members of the Board

The Board currently consists of ten non-executive, independent directors (including Chairman Duncan West) and one executive managing director (CEO Steve Johnston).

Biographical details for each director, including their tenure, are disclosed in the Directors' Report on pages 69 to 74 of our FY26 Annual Report and on our website.

Learn more[1]

The roles and responsibilities of the Board and management

The Constitution states Suncorp's business and affairs are to be managed under the Board's direction.

1. https://www.suncorpgroup.com.au/about/committees

The Board Charter:

- states the Board's role is one of stewardship on behalf of stakeholders, ensuring Suncorp remains sustainable and effective in the present and for the future
- clearly sets out the Board's responsibilities, powers and duties and describes those matters expressly reserved for the Board's determination and those matters delegated to management.

Other than the responsibilities specifically reserved for the Board and its Committees in their respective Charters, responsibility for management of the day-to-day business activities is delegated to the CEO who is accountable to the Board.

The Board regularly reviews the Board Charter and its delegation of authority to the CEO.

The Constitution, and Board and Committee Charters are available in the Governance & policies section of our website.

Learn more[1]

Director independence

The Board Charter requires that the Chairman, and a majority of directors, are independent, non-executive directors.

All non-executive directors are expected to act in the best interests of Suncorp, and to be free of any interest, position or relationship that might materially influence their capacity to bring independent judgement to the Board's deliberations. Further, non-executive directors are expected to constructively challenge management. In addition, the non-executive directors hold regular discussions during scheduled Board and Committee meetings without the CEO or other management in attendance.

The Board formally assesses the independence of its directors on appointment and when reviewing each non-executive director's annual attestation. A register of directors' interests is kept current, to facilitate an ongoing assessment through the year.

The Board's criteria for assessing independence aligns with the ASX Principles and APRA's Prudential Standards. The Board gives consideration to a non-executive director's tenure on the Board in assessing independence, but the mere fact that a director has served on the Board for a substantial period does not mean that the director can no longer be considered independent.

Based on its annual and ongoing assessments (and in the case of Saw Teow Yam (Yen Saw), the assessment undertaken at the time of her appointment), the Board considers that throughout FY26, the Board Chairman and all non-executive directors have remained independent and have satisfied the Board's independence criteria.

Certain non-executive directors serve on the boards of other organisations. Full details are outlined in the Directors' Report. In any circumstances where one of these organisations may have a commercial relationship with Suncorp:

- each non-executive director has confirmed they have no involvement in, or influence over, any decisions made by the relevant other organisation in relation to Suncorp
- the Board has robust processes in place to manage actual, potential or perceived conflicts of interest, as outlined in the following section.

Ian Hammond receives a post-termination benefit from his former partnership, PricewaterhouseCoopers (PwC) following his retirement in 2015. This benefit is fixed, separately managed outside of PwC and its operation is independent of PwC performance. In addition:

- during FY26, Suncorp undertook a review of its external audit engagement. The review was supported by a formal tender process, which PwC participated in. Ian did not participate in the related Board and Board Committee discussions and decisions (in accordance with the protocols outlined in the Managing director conflicts of interest section below)
- on occasion, Suncorp engages PwC to provide consulting services. Ian does not participate in any decision to engage PwC.

Managing director conflicts of interest

The Constitution, Board Charter and Suncorp Code of Conduct highlight the importance of managing actual, potential or perceived conflicts of interest.

Each director has a continuing obligation to keep the Board advised of any interest that has arisen that could potentially conflict with those of Suncorp.

Where a director has an actual, potential or perceived conflict in relation to a matter being considered by the Board, the director will:

- declare that conflict of interest
- not receive the relevant content within Board papers
- not be present when the matter is considered during a Board or Committee meeting, and
- not participate in any decision on the matter,

unless the Board Chairman (or if the relevant director is the Board Chairman, either of the Board Audit or Risk Committee Chairmen) determines otherwise.

The Code of Conduct is available in the Governance & policies section of our website.

Learn more[1]

1. https://www.suncorpgroup.com.au/about/corporate-governance

Board composition

The Constitution and Board Charter require the Board is comprised of a minimum of five and a maximum of 13 directors.

The composition of the Board at any time will, within the above prescribed range, also reflect the Board's ongoing:

- commitment to ensuring its directors collectively have a sufficient mix of skills, experience and diversity required for the effective governance of Suncorp as it implements its strategic priorities
- objective of maintaining a balance between longer-serving directors with established experience and knowledge of Suncorp's business activities, and new directors who bring fresh perspectives.

The above priorities are demonstrated through:

- the appointment of Duncan West as Chairman, whose current tenure on the Board is five years, following the retirement of Christine McLoughlin AM at the conclusion of the 2025 AGM
- the upcoming retirement of Sally Herman OAM and Simon Machell at the conclusion of our 2026 AGM, following eleven and nine years' service on the Board, respectively
- Elmer Funke Kupper seeking re-election at our 2026 AGM, for his third and final term
- the appointment of Yen Saw in June 2026. Yen will seek election by shareholders at our 2026 AGM
- the Board's ongoing commitment to Director renewal.

Average non-executive director tenure will be five years at the conclusion of our 2026 AGM (compared with six years in August 2025).

Board skills matrix

The Board skills matrix sets out the key skills, expertise and qualities the Board believes are necessary for the ongoing effective governance of Suncorp.

During FY26, the Board reviewed the matrix categories, to ensure they continue to reflect Suncorp's strategic priorities and operating environment, in particular Suncorp's ambition to become a globally recognised insurance leader, and oversight of management's execution of a significant technology transformation.

Each director undertakes an annual self-assessment against the confirmed skills matrix categories, which are then aggregated and peer-reviewed by the Board.

The 2026 Board skills matrix (next page):

- demonstrates good alignment between the Board's desired and actual range of skills and expertise
- provides a granular view of areas the Board will seek to add to the Board's collective capabilities in the future.

2026 Board skills matrix

Category	Description	Director Ratings
Customer outcomes	Experience in developing and delivering customer strategies, meeting customer expectations and delivering the right customer outcomes, consistent with Suncorp's focus on customer obsession.	5 3 3
Insurance industry experience	Personal and commercial insurance experience, including products, customers and intermediaries.	4 4 3
Strategy	Experience with the corporate strategy process, including broad portfolio-based capital allocation, business planning and budgeting, and implementation of strategic measurement/accountability.	5 6
Corporate governance and executive experience	Corporate Governance - relevant board experience and board/committee leadership. Understanding of board processes and procedures. Executive - significant P&L and international leadership experience, industry level influence and a track record of long-term value creation.	7 3 1
Risk management	Experience with risk management systems, risk reporting to the board, crisis management, and oversight of key risks including regulatory risk, people risk and financial services risk.	6 5
Technology, data and digital	Experience with digital strategy and transformation, including a deep understanding of the digital expectations of customers. Understanding of relevant emerging technologies (including AI), the mechanics of digital transformation, relevant industry technology to drive data-led strategic insights for the organisation, privacy and data regulation and cyber security risks.	3 2 6
Major change and transformation	Experience with enterprise-wide transformation and major change programs (including technology-led transformation, leveraging AI at scale and workforce transformation), including strategy, implementation and mitigation of project delivery risk.	4 5 2
Major projects, innovation and disruption	Experience with substantial and relevant major projects, including project-based governance (including risk governance). Experience with substantial and relevant disruption and industry transformation, including emerging technology and skill implications, changes to value models and industry structure. Experience leading new venture development.	2 7 2
Government engagement	Experience with government relations, including an understanding of the political, policy and regulatory process, communication of policy positions, and maintaining key government relationships.	3 3 5
Regulatory engagement	Experience with proactive regulatory engagement and negotiation with relevant regulators, both at an enterprise and industry level. Understanding of the regulatory process and decision makers.	6 4 1
Community engagement	Experience with socially responsible operations, including community partnerships and cultural considerations.	3 4 4
Sustainability	Experience with sustainability governance, including strategy, risk and oversight mechanisms. Identifying, assessing and monitoring responses to existing and emerging risks and opportunities arising from environmental and social issues (including climate change and emissions, human rights and modern slavery within supply chains).	3 4 4
Culture, diversity and inclusion	Experience with establishing a positive organisational culture and building a culturally safe workplace, including diversity and inclusion intervention and advocacy.	2 6 3
Accounting and financial reporting	Proficiency in financial control, including the implementation of financial systems and processes that are appropriate for the relevant organisation. Experience with the preparation of financial statements, and external and internal audit.	3 8

Expert Advanced General

Board renewal

Where the Board has identified the need for a new director, the Board Nomination Committee will assist with a candidate search and make a recommendation to the Board. An external consultant is engaged to support the search process.

This search process is informed by the Board skills matrix, specifically the skills and expertise the Board is seeking to add to the Board's collective capabilities (or retain through succession planning), as set out in the previous section.

A new director is only appointed after the completion of appropriate checks, in accordance with Suncorp's Fit and Proper Policy (which in turn meets the requirements set out in APRA's Prudential Standard CPS 520 Fit and Proper and also applies to ELT appointments). Directors are formally assessed against this policy on appointment (and annually thereafter), to confirm they are of good standing, and that they possess and have maintained the necessary competence, integrity, character and judgement required to fulfil their role.

Suncorp has formal letters of appointment in place with each non-executive director, which set out their appointment terms. The CEO has an employment contract.

Any new non-executive director appointed by the Board seeks election by shareholders at the AGM following their appointment (consistent with the Corporations Act and the ASX Listing Rules).

Suncorp discloses all information relevant to the election of a new non-executive director in the AGM Notice of Meeting, including details of the skills and experience they bring to the Board.

Once elected, each continuing non-executive director seeks re-election by shareholders every three years at an AGM, subject to the recommendation of the Nomination Committee and the support of the Board. The Board's recommendation in relation to each director seeking re-election is disclosed in the AGM Notice of Meeting.

The Board Renewal Policy is set out in the Board Charter, which is available in the Governance & policies section of our website.

Learn more[1]

Director induction and education

New non-executive directors meet with the Board Chairman, the CEO, members of the ELT, other relevant senior managers (including the Suncorp Customer Advocate) and the external auditor, to gain knowledge about Suncorp's structure, business activities, strategic priorities and key risks.

Ongoing director education is provided through regular management presentations on key business activities and issues that are topical for Suncorp, including areas subject to regulatory or operational change. Directors also engage with, and receive presentations from:

- employees throughout Suncorp, including customer-facing employees
- Suncorp customers, through site visits
- external experts, where relevant and required.

Directors supplement their understanding, beyond that facilitated by Suncorp, on topical issues of broader significance.

Director's access to information and independent advice

Directors have full access to Suncorp's internal records, to the ELT and to other relevant senior management.

The Board collectively and each director individually, are entitled to obtain independent professional advice, if considered necessary to fulfil their duties and responsibilities. Where the advice is sought by an individual director, the Chairman's prior approval is required, and a copy of any professional advice received by the director is made available to all other Board members, except where the circumstances would make that inappropriate.

Board performance evaluation

The Board undertakes an annual evaluation of its performance, as well as the performance of its Committees and each director individually, including the Chairman. The Board and Committee Chairmen facilitate group discussions, and the Chairman meets individually with each director. The Board then discusses and considers the outcomes of the evaluation and agrees any necessary recommendations.

Periodically (generally every three years), the Board engages the assistance of an external consultant to facilitate the evaluation process, as was the case for the evaluation completed during 2026. The Board has discussed the insights from that review and is progressively addressing them.

The above structured evaluation processes supplement ongoing director focus at Board and Committee meetings on continuous improvement opportunities, including in relation to workplans, agendas and materials, to support effective meeting discussions between directors and management.

1. https://www.suncorpgroup.com.au/about/corporate-governance

Board Committee composition and responsibilities

The Board currently has four standing Board Committees to assist it in discharging its responsibilities:

- Audit Committee
- Nomination Committee
- People and Remuneration Committee
- Risk Committee.

The Board Committees are comprised of:

- non-executive directors only
- at least three members, a majority of whom must be independent
- a chairman, who must be independent. For all standing Committees other than the Nomination Committee, the Board Chairman does not serve as Committee chairman.

The Board, at the Nomination Committee's recommendation, reviews and confirms Board Committee composition at least annually, to ensure each Committee has the requisite skills and expertise to remain effective in carrying out its role. The Board also has a practice of periodically changing the Chairmen of its Committees.

The Board may also establish other ad-hoc Board Committees as required, to deal with specific matters and for a specific duration of time.

To ensure directors remain informed in relation to material matters discussed at Board Committee meetings:

- there is a standing invitation for directors who do not serve as members of a given Board Committee to attend meetings of that Committee
- copies of Board Committee meeting papers and minutes are provided to all directors, regardless of whether they currently serve as a member of the relevant Committee
- a written report from the Chairman of each Board Committee is submitted to the next Board meeting following the relevant Committee meeting.

A summary of each standing Board Committee's role, as set out in the relevant Committee Charter, follows. Each Committee regularly reviews its Charter, and any proposed enhancements are subsequently approved by the Board.

The number of Board and standing Board Committee meetings held during FY26 (and director attendance at those meetings) is disclosed in the Directors' Report on page 75 of our FY26 Annual Report. Membership of standing Board Committees is detailed in the director biographies, which are disclosed in the Directors' Report on pages 69 to 74 of our FY26 Annual Report and on our website.

Learn more[1]

The standing Board Committee Charters are available in the Governance & policies section of our website.

Learn more[2]

Audit Committee

The Audit Committee assists the Board in its oversight of Suncorp's financial and operational control environment. Specific matters addressed through the year, in accordance with its Charter, include:

- overseeing the integrity of the half-year and annual financial statements prior to consideration by the Board
- overseeing compliance with all disclosure requirements associated with Suncorp's statutory and regulatory financial and taxation reporting, including Australian Accounting Standards, and APRA and the Australian Securities and Investments Commission's requirements
- reviewing related reports from management, the Appointed Actuary, and the external auditor in relation to matters impacting Suncorp's statutory and regulatory financial reporting
- reviewing the appointment, compensation, performance, effectiveness, and independence of the external and internal auditors, including:
  - oversight of annual work plans
  - reviewing the provision of non-audit services by the external auditor to ensure there is no actual or perceived impact on the external auditor's independence
  - discussions with the auditors in the absence of management
- assessing the adequacy of any actions taken by management where the internal or external auditors have identified weaknesses in controls or procedures.

Nomination Committee

The Nomination Committee assists the Board in achieving the optimal composition of the Board and Board Committees, by:

- making recommendations to the Board in relation to:
  - succession planning for non-executive directors, including the consideration of potential new candidates and confirming support for the re-election of non-executive directors
  - the composition of Board Committees
- periodically reviewing the Board skills matrix categories, to ensure they remain appropriate
- ensuring appropriate processes are in place to support:
  - director induction and continuing education
  - an annual review of the performance and effectiveness of the Board, its committees and individual directors.

1. https://www.suncorpgroup.com.au/about/committees
2. https://www.suncorpgroup.com.au/about/corporate-governance

People and Remuneration Committee

The People and Remuneration Committee assists the Board in overseeing that Suncorp's people and remuneration frameworks support the achievement of Suncorp's strategic and cultural objectives and are transparent, fair and competitive. Specific matters addressed through the year, in accordance with its Charter, include:

- reviewing and making recommendations to the Board in relation to:
  - Suncorp's remuneration framework, including an assessment of the effectiveness of the remuneration framework and its compliance with any applicable legal and regulatory requirements
  - the remuneration arrangements and outcomes for the CEO, senior executives and other specified roles
  - the structure and operation of equity-based plans, including performance measures and outcomes in relation to short and long-term incentive grants for the CEO, senior executives and other accountable persons
  - the size of the annual short-term incentive and fixed pay increase pools
  - recruitment, retention and termination of senior executives
  - development and succession planning for senior executives
  - decisions relating to deferral of variable remuneration, and application of malus and/or clawback if applicable
  - the remuneration of non-executive directors
  - measurable objectives for achieving diversity in the composition of the Board, senior executives and employees generally
- reviewing management's implementation of organisational culture, diversity and inclusion initiatives
- reviewing management's employee engagement and talent management strategies.

Risk Committee

The Risk Committee assists the Board with oversight across all categories of risk and risk culture. Specific matters addressed through the year, in accordance with its Charter, include:

- ensuring Suncorp's risk and compliance management, frameworks and strategies remain appropriate to the size, business mix and complexity of Suncorp, and are consistent with Suncorp's business plan
- overseeing management's processes for the identification, assessment, management and improvement of financial and non-financial risk and compliance, in accordance with Suncorp's related policies and frameworks
- reviewing, approving and making recommendations to the Board (as appropriate) in relation to Suncorp's risk management strategies, Risk Appetite Statements (RAS), the Enterprise Risk Management Framework (ERMF) and other policies in relation to specific categories of risk
- overseeing management's implementation of the ERMF and adherence to RAS and other internal risk and compliance management policies
- reviewing and considering Suncorp's risk profile, including emerging risks and risk culture, through regular reports from management
- undertaking all risk-related activities required of the Board or Risk Committee by APRA and other regulators.

Company Secretaries

The Company Secretaries provide advice and support, and are directly accountable, to the Board through the Chairman, for all corporate governance matters relating to the Board's efficient functioning. The Company Secretaries are appointed and removed by the Board, and each director can communicate directly with each Company Secretary.

Matthew Leslie and Cassandra Hamlin were appointed by the Board as a Company Secretary in 2025 and 2022, respectively. Their biographical details are disclosed in the Directors' Report on page 75 of our FY26 Annual Report.

Suncorp's purpose, values and culture

The Board and management believe that how we achieve our purpose of 'building futures and protecting what matters' is equally as important as the results we deliver.

Our Being @ Suncorp behaviours provide everyone at Suncorp with clear and consistent behavioural expectations that support the achievement of our desired culture.

Further detail about Suncorp's purpose and values, which work together with our Code of Conduct, are disclosed in our How we create value section on page 8 of our FY26 Annual Report.

Suncorp's alignment of remuneration outcomes with consequence management is disclosed in the Remuneration Report on page 95 of our FY26 Annual Report. Material breaches of the Code of Conduct are also reported to the Board.

Whistleblower protection

Suncorp supports and promotes a culture where our people feel able to report instances of wrongdoing. The Whistleblower Policy describes additional protections and support that are provided to people in circumstances where the nature of the reportable conduct requires it.

A summary of de-identified incidents reported under the Whistleblower Policy are disclosed to the Board.

Financial crime prevention policy

Suncorp has zero tolerance for illegal activity and requires compliance with all applicable anti-bribery and corruption laws in all markets and jurisdictions in which we operate or conduct transactions.

The Code of Conduct and Financial Crime Prevention Policy prohibit our people from:

- offering, accepting, soliciting or paying any bribe in any form (including facilitation payments)
- engaging in any form of corruption, regardless of the intended beneficiary of the activity.

Any material breaches of the Financial Crime Prevention Policy would be reported to the Board. If evidence of illegality were to be identified, the matter would also be referred to the relevant law enforcement agency.

Political engagement

Suncorp seeks to deliver enhanced outcomes and positive changes for our customers and other stakeholders through our engagement with government. We are committed to conducting these activities transparently, ethically and honestly.

Any political expenditure reflects a non-partisan approach to political engagement, and is publicly reported in accordance with Federal and State disclosure requirements.

Learn more[1]

Trading in Suncorp securities

The Corporations Act and Suncorp's Securities Trading Policy prohibit directors, executives and all employees from trading in Suncorp securities at any time while in possession of price sensitive information.
In addition:

- directors and prescribed persons are prohibited from trading in Suncorp securities at certain times including prior to the release of Suncorp's half-year and full-year financial results to the ASX, and prior to the AGM
- directors and employees must not enter into a hedging transaction that is designed to limit the economic risk of holdings in Suncorp securities.

Continuous disclosure

The Disclosure Policy and associated procedures set out Suncorp's approach to ensure awareness of, and compliance with, our legal continuous disclosure obligations. This includes the disclosure of required material information about Suncorp's activities in a timely and balanced manner to all market participants equally, through lodgement with the ASX.

The Chief Financial Officer (CFO) is Suncorp's Corporate Disclosure Officer. Management's Disclosure Committee assists the Corporate Disclosure Officer with ensuring compliance with Suncorp's continuous disclosure obligations. The Disclosure Committee meets regularly, and is engaged as required, to consider matters that may require disclosure, and to review and approve the content of proposed material for lodgment with the ASX.

In the case of significant ASX announcements, Board engagement (or where required, Board approval) is facilitated. The Board receives copies of all such announcements.

The Whistleblower, Financial Crime Prevention, Political Engagement, Securities Trading and Disclosure Policies are available in the Governance & policies section of our website.

Learn more[2]

1. https://www.suncorpgroup.com.au/corporate-responsibility/trust-and-transparency
2. https://www.suncorpgroup.com.au/about/corporate-governance

Engaging with our shareholders

Shareholder communication

Copies of all Suncorp ASX announcements are available to all shareholders, and other market participants and interested stakeholders, via the ASX and on our website. In addition to the specific corporate governance-focused materials outlined in this Statement, Suncorp also publishes other relevant information about Suncorp on our website.

We encourage Suncorp shareholders to register to receive shareholder communications electronically, by contacting our share registry, MUFG Corporate Markets. MUFG Corporate Markets is also available to assist with other shareholder-related matters.

Shareholders can subscribe to receive email updates from Suncorp for market sensitive announcements. Our Investor Relations team also:

- maintains a list of frequently asked questions on our website
- responds to questions from shareholders submitted to the email address on our website.

Learn more[1]

Investor relations program

Suncorp's investor relations program enables ongoing two-way communication with institutional investors, retail shareholders, market analysts and proxy advisors.

Consistent with Suncorp's broader approach to continuous disclosure, when investor presentations are held (including those that accompany the announcement of our half-year and full-year results) the presentation materials are lodged with the ASX prior, and are also made available on our website.

Access to webcasts and webcast recordings are also made available via the ASX or on our website.

Learn more[1]

Annual General Meeting

The AGM is a key two-way engagement opportunity for the Suncorp Board, ELT and our shareholders, particularly our retail shareholders.

A Notice of Meeting is made available to shareholders at least 28 days prior to each AGM and clearly sets out:

- the ways in which shareholders can participate in the AGM
- the business to be considered and voted on during the AGM
- that voting on each proposed resolution is conducted by poll, rather than by a show of hands.

Suncorp provides a range of means through which shareholders can vote and ask questions, both ahead of and during the AGM, and observe the meeting proceedings.

Since 2022, Suncorp has adopted a hybrid format for its AGMs, to facilitate attendance by shareholders in person and virtually.

For those shareholders and other interested stakeholders who are unable to participate during the live AGM, a webcast recording is made available on our website.

Learn more[2]

1. https://www.suncorpgroup.com.au/investors
2. https://www.suncorpgroup.com.au/investors/agm

Integrity of corporate reporting

Board oversight of Suncorp's financial reporting

The role of the Audit Committee is set out in the Board Committee composition and responsibilities section of this Statement.

The Board has approved an Auditor Independence Policy, which outlines the processes in place to ensure that Suncorp's external auditor is independent and is perceived to be independent.

The Auditor Independence Policy is appended to the Audit Committee Charter, which is available in the Governance & policies section page of our website.

Learn more[1]

External audit

KPMG is currently Suncorp's external auditor and acted in that role throughout FY26.

KPMG's role is to provide an independent opinion that Suncorp's financial reports are true, fair and comply with applicable accounting standards and regulations. KPMG also provides an independent opinion that Suncorp's Remuneration Report complies with the Corporations Act.

The Audit Committee meets regularly with KPMG without management being present.

KPMG's lead audit partner will attend the 2026 AGM to answer questions from shareholders regarding the conduct of its audit, its audit report and independence, and the accounting policies adopted by Suncorp in preparing its financial statements.

In support of KPMG's independence for FY26 its declaration, together with details of non-audit services provided by KPMG during FY26, are included in the Directors' Report, on page 80 and page 78 respectively of our FY26 Annual Report.

Suncorp has separately announced that, following a review of its external audit engagement, Ernst & Young (EY) has been confirmed as the preferred firm to be appointed as Suncorp's external auditor for the 2027 financial year onwards, subject to regulatory consent, and shareholder approval at the 2026 AGM.

Supporting declarations from management

In addition, and before the Board approves Suncorp's half-year or full-year financial statements, it receives a declaration from the CEO, CFO and the Chief Risk Officer, that states:

- in their opinion:
  - the financial records of Suncorp have been properly maintained in accordance with the Corporations Act
  - the financial statements comply with applicable accounting standards and give a true and fair view of the financial position and performance of Suncorp
- the above statements are founded on sound systems of risk management and internal control and that the systems are operating effectively in all material respects in relation to financial reporting risks.

The above declaration is supported by a broader management certification process, where other senior executives provide attestations for their respective areas of responsibility.

Other periodic corporate reports

All Suncorp periodic corporate reports lodged with the ASX (including those that are not audited or reviewed by KPMG) are subject to a thorough management review, verification and approval process.

Suncorp's Disclosure Committee reviews the content of all material documents for lodgement with the ASX. The Disclosure Committee in turn relies on a verification process that involves the relevant senior management confirming that the disclosure is accurate, not misleading and is supported by appropriate source documents or personal knowledge and expertise. The verification process for this report (including this Statement) is overseen by a specific management steering committee.

1. https://www.suncorpgroup.com.au/about/corporate-governance

Risk management

Board oversight of Suncorp's risk management framework

The Risk Committee:

- reviews an independent report on the appropriateness, effectiveness and adequacy of Suncorp's ERMF at least every three years, the last such report being in FY26
- oversees regular internal reviews of Suncorp's ERMF, including updates during FY26
- endorses for Board approval an annual declaration to APRA in relation to risk management, as required by APRA's Prudential Standard CPS 220 Risk Management.

Further information about Suncorp's approach to risk management, including the structure and objectives of the Internal Audit function, is provided in the risk management section on page 22 of our FY26 Annual Report.

Management of environmental and social risks and sustainability governance

The Board is accountable for oversight and approval of material ESG policies, commitments, targets and public disclosures, including the annual Sustainability Report and Modern Slavery Statement.

During FY26, the environment and social topics considered by the Board included:

- review of identified climate-related risks and opportunities and associated current & anticipated financial impact
- review of climate related metrics and targets
- oversight of climate scenario analysis and resilience assessment
- approval of Suncorp's FY26 Sustainability Report
- approval of Suncorp's FY26 Modern Slavery Statement
- review of non-financial metrics and targets included in the FY26 Data Pack.

Further detail on Suncorp's approach to climate governance is outlined in the Sustainability Report on pages 43 to 44 of our FY26 Annual Report.

Further information about Suncorp's sustainability initiatives, including performance against our targets, is provided in the How we create value section and Sustainability Report in our FY26 Annual Report and the FY26 Data Pack.

Learn more[1]

Remunerating fairly and responsibly

Board oversight of Suncorp's remuneration framework

As set out in the Board Committee composition and responsibilities section of this Statement, the People and Remuneration Committee's role includes assisting the Board in ensuring that Suncorp's remuneration framework:

- is transparent, fair and competitive
- reinforces executive accountability, as expected by our shareholders, customers, employees and the wider community
- maintains an ongoing focus on the attraction, motivation and retention of key talent to deliver for our shareholders, customers and our people.

Further information about Suncorp's remuneration framework, including our policies and practices for remunerating directors and senior executives, and evaluating the performance of executives, is provided in the Remuneration Report on page 81 of our FY26 Annual Report.

Fostering diversity, equity and inclusion

At Suncorp, we recognise that each employee brings a unique perspective shaped by their intersectional identities, which may include connections to groups who have been historically marginalised. We are committed to embedding equity-driven frameworks and processes that mitigate bias and fostering an inclusive and equitable environment where all employees can perform at their best and thrive.

Our Diversity & Inclusion Policy is available in the Governance & policies section of our website.

Learn more[2]

Gender equity

Suncorp's commitment to gender equity is reflected in progress towards our gender equality goals, as reported to the Workplace Gender Equality Agency (WGEA).

Learn more[3]

1. https://www.suncorpgroup.com.au/corporate-responsibility
2. https://www.suncorpgroup.com.au/about/corporate-governance
3. https://www.suncorpgroup.com.au/corporate-responsibility/reports

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