# Nomination & Governance Committee Charter

## Bank of Queensland Limited

## 1. Purpose

1.1 The purpose of the Nomination & Governance Committee (**Committee**) of the Board of Bank of Queensland Limited (**BOQ**) is to assist the Board to effectively discharge its responsibilities in respect of the following matters:

(a) overseeing and monitoring the effectiveness of the corporate governance framework and policies for BOQ and its subsidiaries (**BOQ Group**);

(b) the composition and performance of the Board and each Board Committees;

(c) performance review processes for the Board and each Board Committees;

(d) the appointment, election and re-election of Directors;

(e) Board succession planning (including for Chair and the Managing Director & CEO);

(f) the appointment of the Managing Director & CEO;

(g) assessing Director independence;

(h) Director induction and development programs; and

(i) the Financial Accountability Regime with respect to assessment of suitability of Directors.

## 2. Composition

2.1 The Committee must comprise a minimum of three independent Non-Executive Directors. All Committee members must be independent Non-Executive Directors.

2.2 The Chair of the Board will be the Chair of the Committee, except when the Committee is dealing with the appointment of a successor to the Chair of the Board. The Board will appoint all other members of the Committee.

2.3 The Committee Chair is responsible for:

(a) leading the Committee and overseeing processes for the Committee's performance of its role in accordance with this Charter;

(b) encouraging discussion and debate by the Committee in an open and inclusive manner;

(c) setting the agenda for meetings with the Company Secretary and ensuring that appropriate time is given to matters brought to the Committee, including the calling of additional meetings as may be necessary.

2.4 If the Committee Chair is absent from a meeting, the members of the Committee present will appoint a Chair for that meeting.

2.5 BOQ's Company Secretary, his or her designated representative, or such other person as the Board may nominate, will act as Committee Secretary.

## 3. Responsibilities of the Committee

In performing its role, the responsibilities of the Committee include, but are not limited to:

Corporate Governance Framework and Policies

3.1 Reviewing and making recommendations to the Board on the most appropriate corporate governance framework and policies for the BOQ Group.

3.2 Reviewing and recommending BOQ's Corporate Governance Statement for approval by the Board.

3.3 Advising the Board on the Group's compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and applicable regulatory governance requirements falling within the responsibilities of this Committee.

3.4 Reviewing significant developments in corporate governance standards and making recommendations to the Board on necessary or appropriate amendments to BOQ's corporate governance framework and policies.

Board and Board Committee Composition

3.5 Reviewing and making recommendations to the Board on matters relating to the size, composition and structure of the Board and Board Committees.

3.6 Reviewing and making recommendations to the Board in relation to the appropriate mix of skills, knowledge, experience, independence and diversity on the Board as a whole, and the extent to which they are represented on the Board so that the Board can competently discharge its duties.

3.7 Reviewing the approach to setting, assessing, monitoring and making amendments to the Board skills matrix, which sets out the mix of skills, knowledge, experience, independence and diversity that the Board currently has or is looking to achieve in its composition, having regard to the strategic direction of the BOQ Group and making recommendations to the Board on any changes that should be made to the Board skills matrix.

3.8 Reviewing the composition of material BOQ subsidiary boards and considering whether any subsidiaries would benefit from non-executive directors on the board, including succession plans, so that an appropriate balance of skills, experience and diversity is maintained.

Diversity

3.9 Reviewing and reporting to the Board, at least annually, in relation to Board diversity (including progress in achieving the measurable objectives set by the Board in relation to board diversity).

Appointment, Election and Re-election of Directors

3.10 Reviewing and making recommendations to the Board on the processes, policies and criteria for the identification, selection, election and re-election of candidates for the Board.

3.11 Identifying and recommending to the Board for approval the appointment and terms of appointment of candidates for the Board, who must satisfy the Board's appointment and fit

and proper criteria applicable to BOQ Group's Responsible Persons[1] and Accountable Persons.

3.12 Overseeing that appropriate checks are undertaken before appointing a Director or putting someone forward for election as a Director.

3.13 Assessing the continuing fitness, propriety and suitability of BOQ Group's Responsible Persons and Accountable Persons, at least annually.

Board Succession Planning

3.14 Reviewing and making recommendations to the Board in relation to succession and renewal plans for the Board with a view to maintaining an appropriate mix of skills, knowledge, experience, independence and diversity on the Board, taking into account the challenges and opportunities facing BOQ Group and the skills and expertise that may be required on the Board in the future.

3.15 Reviewing and making recommendations to the Board in relation to succession planning for the Chair of the Board.

Managing Director & CEO Appointment, Performance and Succession

3.16 Making recommendations to the Board in relation to the process for the appointment, reappointment and, where appropriate, removal of the Managing Director & CEO.

3.17 Reviewing and making recommendations to the Board in relation to succession planning for the Managing Director & CEO including reporting to the Board on the processes for identifying and selecting suitable candidates for appointment as Managing Director & CEO for near-term and longer-term scenarios.

Board and Board Committee Performance Reviews

3.18 Establishing, overseeing and making recommendations to the Board in relation to the processes for the external review of the performance of the Board as a whole, each Board Committee and individual Directors, including the Chairs of the Board and each Board Committee.

3.19 Reviewing and approving the processes for the review of the performance of boards of BOQ's subsidiaries.

3.20 Regularly reviewing the time required from a Non-Executive Director to fulfil their responsibilities as a Director and considering whether the Non-Executive Directors are meeting that requirement.

Director Independence

3.21 Reviewing, at least annually, the independence of Non-Executive Directors against the Board's Policy on the Independence of Directors, for the purposes of disclosures in the annual report.

3.22 Assessing any change in a Non-Executive Director's interests, positions or relationships against the Board's Policy on the independence of Directors as soon as practicable after the Committee becomes aware of the change.

[1] As defined in APRA Prudential Standard CPS 520 *Fit and Proper*.

Director Induction and Development

3.23 Overseeing and reviewing induction programs for new Directors, such programs to be tailored to their existing skills, knowledge and experience.

3.24 Overseeing the continuing professional development programs and arrangements for Directors to develop and maintain the skills and knowledge required to perform their duties as Directors and periodically reviewing whether there is a need for existing directors to undertake such a program.

3.25 Overseeing briefings on material developments in laws, regulations and accounting standards relevant to BOQ where relevant from time to time.

## 4. Meetings

4.1 The Committee will meet a minimum of three times per financial year and otherwise as often as is necessary to fulfil its responsibilities.

4.2 Meeting dates and times are to be determined by the Committee Chair. However, any Committee member may call a Committee meeting at any time. On the request of a Committee member, the Committee Secretary must convene a meeting of the Committee, provided that reasonable notice is given to all Committee members.

4.3 The agenda for Committee meetings will:

(a) be prepared by the Committee Secretary and approved by the Committee Chair; and

(b) include items required by this Charter and any other items requested by Committee members or management and approved by the Committee Chair.

4.4 Committee meeting papers should be distributed to Committee members prior to each meeting in sufficient time to enable Committee members to read the papers and properly prepare for the meeting. The Committee Secretary will endeavour to ensure that, to the extent practicable, Committee meeting papers are distributed at least 7 days prior to each meeting.

4.5 A quorum for any Committee meeting will be one half of the members of the Committee (rounded upwards if not a whole number).

4.6 The Committee may adopt any rules and regulations as it considers appropriate to conduct its activities, provided they do not conflict with BOQ's Constitution, this Charter or any resolution of the Board.

4.7 The Committee may refer any governance and accountability related matters that have come to the attention of the Committee to the relevant Committee so that it may form its view of organisational culture or risk culture.

## 5. Attendance by non-members

5.1 Each Board member who is not a member of the Committee will receive all Committee meeting papers and may attend all Committee meetings. The Managing Director & CEO may also attend Committee meetings by standing invitation unless advised otherwise by the Committee Chair.

5.2 Other members of management and/or external parties to the BOQ Group may be invited to attend any Committee meeting.

5.3 Non-members in attendance at Committee meetings will have no voting rights and may be asked to withdraw from all or any part of a Committee meeting.

## 6. Reporting

6.1 Minutes of Committee meetings will be circulated to all Board members.

6.2 The Committee Chair will provide regular reports to the Board in relation to its activities and make recommendations, as appropriate.

## 7. Conflicts of interest

7.1 The guidelines set out in BOQ's Board Charter or approved by the Board from time to time relating to declaring and dealing with conflicts of interests at a Board level will apply to Committee meetings.

## 8. Access to management or other parties

8.1 The Committee has free and unfettered access to senior management and any other internal or external parties, and may make any enquiries, to fulfil its responsibilities.

8.2 The Committee may seek independent advice in connection with fulfilling its responsibilities (including by engaging and receiving advice and recommendations from appropriate independent experts or consultants) at BOQ's expense, subject to obtaining the prior written approval of the Chair of the Board (such approval not to be unreasonably withheld).

8.3 Committee members are entitled to rely on information and advice and assurances provided by management on matters within their responsibility, and on the expertise of independent experts, as long as they are not aware of any grounds that would make such reliance on that independent advice inappropriate.

## 9. Committee performance

9.1 The Committee will review its performance annually as part of the annual Board performance review and will report on the findings and any recommendations resulting from its review to the Board.

## 10. Review

10.1 The Committee will review this Charter as required and at least annually and will recommend any amendments to the Board for approval.

## 11. Delegation to act

11.1 The Committee may, in its discretion, delegate some or all of its responsibilities to the Committee Chair, the Chair of the Board, or a sub-committee of the Committee.

## 12. Other

12.1 Committee members will be available to meet with APRA and other regulators on request.

12.2 The Committee will perform any other responsibilities as determined by the Board from time to time.

**Date:** 8 July 2026