

# DISCLOSURE & COMMUNICATION POLICY

<b>Owner</b>	General Counsel & Company Secretary
<b>Approved</b>	18 September 2024
<b>Purpose</b>	This Policy sets out BOQ's requirements for meeting its continuous disclosure obligations and communicating with investors effectively.
<b>Scope</b>	<p>This Policy applies to Bank of Queensland Limited, its subsidiaries, and Owner Managed Branches (collectively, "<b>BOQ</b>", "<b>BOQ Group</b>", "<b>Group</b>", "<b>us</b>", "<b>we</b>" or "<b>our</b>").</p> <p>It applies when assessing whether information needs to be disclosed to the market under continuous disclosure obligations and communicating information with the market.</p>



# Contents

Purpose .....	1
Scope.....	1
1 Context .....	3
BOQ's commitment to disclosure and communication .....	3
Purpose of this policy .....	3
Application of this policy.....	3
2 Requirements .....	3
Continuous Disclosure Obligations .....	3
Disclosure roles, responsibilities and internal procedures.....	5
Disclosure matters generally.....	7
Investor relations and market communications .....	8
3 Supporting Information .....	10
Roles and Responsibilities.....	10
Non-Compliance with this Document.....	11
Related Documents .....	11
Document Information.....	11
Version History.....	11

# 1 Context

## BOQ's commitment to disclosure and communication

1. BOQ is committed to the objective of promoting investor confidence and the interests of investors by:
  - a. complying with the continuous disclosure obligations imposed by law;
  - b. seeking to ensure that BOQ's announcements are presented in a factual, clear and balanced way;
  - c. seeking to ensure that investors have equal and timely access to material information concerning BOQ; and
  - d. communicating effectively with investors and making it easy for them to participate in general meetings.

## Purpose of this policy

2. This policy outlines corporate governance measures adopted by BOQ to further its commitments. It seeks to incorporate:
  - a. Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations;
  - b. the principles in ASX's Guidance Note 8 Continuous Disclosure: Listing Rules 3.1- 3.1B (**Guidance Note 8**) and to the 10 principles set out in ASIC's Regulatory Guide 62 Better disclosure for investors; and
  - c. disclosure obligations in the ASX Listing Rules (**Listing Rules**).

## Application of this policy

3. This policy applies to all directors on the board of BOQ (**Board**), as well as to all officers, employees, consultants, contractors and secondees of BOQ.
4. Disclosure and materiality guidelines for officers and employees may be made available in certain circumstances to assist officers and employees to understand their obligations under this policy.

# 2 Requirements

## Continuous Disclosure Obligations

### Disclosure Obligations

5. BOQ is listed on the Australian Securities Exchange (**ASX**) and must comply with the continuous disclosure obligations in the Listing Rules. These obligations have the force of law under the Corporations Act 2001 (Cth) (**Corporations Act**).

### Immediate notification of information which may have a material effect on price or value

6. Listing Rule 3.1 requires BOQ, subject to certain exceptions, to immediately (meaning, 'promptly and without delay') disclose to the market any information concerning BOQ that a reasonable person would expect to have a material effect on the price or value of BOQ's securities. Disclosure is made by making an announcement to ASX.
7. This information needs to be disclosed to ASX under Listing Rule 3.1 unless an exception applies at that time.

8. What is material depends on BOQ's business activities, size and place in the market. A matter may be material even if there is little impact on BOQ's financial position and/or financial prospects. For example, the matter may have a significant impact on BOQ's reputation or perception of BOQ's strategy.
9. ASX provides examples in **Listing Rule 3.1** and **Guidance Note 8**. Relevantly, the types of information that may need disclosure include:
  - a. a material acquisition or disposal;
  - b. takeovers, mergers, de-mergers, restructures, schemes of arrangement and all other transactions involving a transfer of control or significant change in the nature or scale of BOQ's activities;
  - c. share buybacks and capital reductions concerning BOQ securities;
  - d. equity capital raisings for BOQ;
  - e. market updates, including any earnings guidance for BOQ;
  - f. interim and final results, including media releases, investor presentations and investor reports accompanying the release of interim and final results;
  - g. dividend policy and dividend determinations/declarations concerning BOQ;
  - h. any matter in respect of which directors make a recommendation to BOQ shareholders;
  - i. the granting or withdrawal of a material licence;
  - j. entry into, variation or termination of a material agreement;
  - k. change of chairperson, director, Chief Executive Officer or Managing Director & Chief Executive Officer (as applicable) (**MD & CEO**), Chief Financial Officer (**CFO**) or Company Secretary;
  - l. significant analyst or media reports based on incorrect or out of date information;
  - m. becoming a plaintiff or defendant in a material law suit, or material regulatory action brought against BOQ;
  - n. the appointment of a liquidator, administrator or receiver;
  - o. material cyber security incidents or data breaches;
  - p. any rating applied by a rating agency to BOQ or its securities and any change to such a rating;
  - q. information that may have an adverse effect on the reputation of BOQ; or
  - r. any other matter that the Board determines to be a significant matter affecting BOQ.
10. There are many other types of information that could give rise to a disclosure obligation.
11. If any material information disclosed to the market becomes incorrect, BOQ must release an announcement correcting or updating the information.
12. Further guidance on materiality may be provided to officers and employees, depending on the circumstances.

## Exceptions to disclosure of information

13. Disclosure of price sensitive information is not required while the following paragraphs (a), (b) and (c) are satisfied:
  - a. one or more of the following 5 situations applies:
    - i. it would be a breach of a law to disclose the information;
    - ii. the information concerns an incomplete proposal or negotiation;
    - iii. the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
    - iv. the information is generated for the internal management purposes of BOQ; or
    - v. the information is a trade secret;

- b. the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
  - c. a reasonable person would not expect the information to be disclosed.
14. BOQ must disclose the information to ASX as soon as one of paragraphs (a), (b) or (c) is no longer satisfied.
15. Guidance Note 8 provides further detail on exceptions to immediate disclosure.

## Disclosure roles, responsibilities and internal procedures

### Board

16. All directors have an ongoing responsibility with respect to market disclosure. Directors must assess whether they are aware of information that may be required to be disclosed under this policy, including at each Board meeting.
17. As a standing agenda item at the conclusion of each Board meeting, the chairperson is required to notify the Disclosure Officer or the Company Secretary if the directors are aware of information or if information has emerged from the meeting, that may require disclosure.
18. Material announcements relating to matters which fall within the reserve powers of BOQ or the Board and not delegated to management, or which are otherwise clearly within the purview of the Boards' responsibilities, must be referred to the Board for approval. Such matters may include Company-transforming events and any other matters determined by the chairperson to be of fundamental significance to BOQ.
19. The Disclosure Committee or the Disclosure Officer may also from time to time request the participation of directors in:
- a. the decision-making process regarding the disclosure of certain information; and
  - b. the preparation and approval of the content of certain ASX announcements.

### Disclosure Committee

20. BOQ has established a Disclosure Committee. At the date of adoption of this policy, the members are:
- a. The MD & CEO;
  - b. the CFO;
  - c. the Chief Risk Officer;
  - d. the Disclosure Officer (General Counsel & Company Secretary);
  - e. the GM Investor Relations & Corporate Affairs; and
  - f. the Company Secretary
21. The members of the Disclosure Committee may vary from time to time, but will consist of at least two members out of the MD & CEO, CFO and Chief Risk Officer and at least one member of either the General Counsel & Company Secretary or the Company Secretary.
22. The MD & CEO will chair the Disclosure Committee and keep the chair of the Board updated of all decisions made by the Disclosure Committee.
23. The role of the Disclosure Committee is to manage BOQ's compliance with its disclosure obligations and this policy.
24. Subject to any directions given by the Board (either generally or in a particular instance), its responsibilities include:
- a. seeking to ensure that BOQ complies with its disclosure obligations including having relevant procedures in place;
  - b. assessing the possible materiality of information which is potentially price sensitive;
  - c. making decisions on information to be disclosed to the market;

- d. seeking to ensure that announcements are made in a timely manner, are not misleading, do not omit material information and are presented in a clear, balanced and objective way;
- e. referring any announcement which the Disclosure Committee considers to be a matter of key significance to the Board for consideration;
- f. reviewing BOQ's periodic disclosure documents and media announcements before release to the market; and
- g. monitoring disclosure processes and reporting.

## **Disclosure Officer**

25. BOQ has appointed the General Counsel & Company Secretary as its designated Disclosure Officer (with the Company Secretary appointed as the Disclosure Officer's alternative, should the General Counsel & Company Secretary be unavailable to act). The role of the Disclosure Officer is to assist the Disclosure Committee to manage BOQ's compliance with its continuous disclosure obligations and this policy.
26. The responsibilities of the Disclosure Officer include:
- a. reviewing information which is brought to his/her attention to determine if the information may be price sensitive information;
  - b. referring any matter that the Disclosure Officer determines may be price sensitive information to the Disclosure Committee, by requesting the Secretariat Team to convene a meeting of the Disclosure Committee;
  - c. overseeing and coordinating the disclosure of information to ASX;
  - d. reviewing the text of speeches and external addresses with potential disclosure implications for meetings and briefings with analysts or investors;
  - e. seeking to ensure that BOQ complies with its disclosure obligations including having relevant procedures in place and ensuring an announcement has been approved under this policy before it is released to ASX; and
  - f. educating directors, officers and employees on BOQ's disclosure policies and procedures and raising awareness of the principles underlying continuous disclosure.

## **The Company Secretariat team**

27. The responsibilities of the Company Secretariat Team include:
- a. ensuring that the Board receives a copy of any ASX announcements promptly after the announcement has been made to ASX by email;
  - b. overseeing the preparation of, and authorising, administrative or non-market sensitive mandatory lodgements under the Listing Rules and the Corporations Act;
  - c. convening meetings of the Disclosure Committee;
  - d. maintaining a record of discussions and decisions made about disclosure issues by the Disclosure Committee and a register of announcements made to ASX;
  - e. monitoring BOQ's continuous disclosure obligations and advising on compliance with the Listing Rules and the Corporations Act;
  - f. reviewing all material shareholder communications / presentations; and
  - g. acting as the liaison with ASX in respect of all market disclosures.

## **Group Executives**

28. All Group Executives have an ongoing responsibility with respect to market disclosure. This includes that, as a standing agenda item at the conclusion of each meeting of BOQ Executive Committee, BOQ Executives are required to notify the Disclosure Officer if they are aware of information or if information has emerged from the meeting, that may require disclosure.

29. The Disclosure Committee or the Disclosure Officer may from time to time request the participation of other members of Group Executives in:
- the decision-making process regarding the disclosure of certain information; and
  - the preparation and approval of the content of ASX announcements.

## **Investor Relations**

30. BOQ Investor Relations team is responsible for:
- engaging effectively with analysts, investors, shareholders, and the public including arranging meetings and identifying, building and maintaining relationships;
  - managing shareholder communications on BOQ's website and other retail shareholder communications;
  - supervising the preparation of presentations and analyst information relating to BOQ's financial reporting for the half-year and full-year results; and
  - notifying the Disclosure Officer of any matter which comes to their attention which may require disclosure.

## **Other officers and employees**

31. This policy (and any applicable disclosure and materiality guidelines) is provided to all officers and relevant employees on appointment. They must read this policy (and any applicable additional guidelines) so as to gain an appreciation of what type of information may potentially be price sensitive and when to immediately refer any matter or event which may need to be disclosed to the Disclosure Officer and/or Company Secretary.
32. The Disclosure Committee will periodically review this policy (and any applicable disclosure and materiality guidelines) and, where considered necessary, organise training for BOQ's officers and relevant employees to:
- assist with their understanding of BOQ's and their own legal obligations relating to disclosure of price sensitive information, materiality and confidentiality;
  - raise awareness of the internal processes and controls; and
  - promote compliance with this policy and the guidelines.
33. Significant amendments made by the Disclosure Committee to this policy (or to any applicable disclosure and materiality guidelines) will be communicated to officers and relevant employees by the Company Secretary.

## **Disclosure matters generally**

### **Inform ASX first**

34. BOQ will not release any information publicly that is required to be disclosed through ASX until BOQ has received formal confirmation of its release to the market by ASX, unless otherwise permitted by the Listing Rules.
35. Information must not be given to the media before it is given to ASX, even on an embargo basis.

### **Speculation and rumours**

36. Generally, BOQ will not respond to market speculation or rumours unless a response is required by law or ASX, including for the purposes of paragraph 37 of this policy.

### **False market**

37. If ASX considers that there is, or is likely to be, a false market in BOQ's securities and asks BOQ to give it information to correct or prevent a false market, BOQ must give ASX the information needed to correct or prevent the false market.

## Trading halts and voluntary suspension

38. If necessary, the Disclosure Committee may consider and are authorised to request a trading halt from ASX to prevent trading in BOQ's securities on an uninformed basis, and to manage disclosure issues.

## Breaches

39. Failure to comply with the disclosure obligations in this policy may lead to a breach of the Corporations Act or Listing Rules and to personal penalties for directors and officers. Breaches of this policy may lead to disciplinary action being taken.

## Investor relations and market communications

### Investor relations program

40. BOQ implements a range of investor relations strategies to facilitate effective two-way communication with investors. BOQ also recognises the importance of general stakeholder engagement.

### Communication of information – Company website

41. BOQ will post on its website relevant announcements made to the market and related information, (which may include slides and presentations used in analyst or media briefings) after they have been given to ASX and following confirmation of release to the market by ASX.
42. Material price sensitive information will be posted as soon as reasonably practicable after its release to ASX following receipt of confirmation from ASX.
43. Information may also be provided from time to time to the media on behalf of BOQ but not before disclosure to ASX, even on an embargo basis.
44. BOQ also uses its website to provide investors with information about BOQ and its governance. Investor information will be posted in a separate part on the website from other material about BOQ. The website will include information relating to the following (as recommended in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations):
- corporate governance;
  - communications;
  - Company information; and
  - Company and registry contact details.

### Analysts and investor briefings

45. BOQ considers one-on-one discussions and meetings with analysts and investors as an important part of proactive investor relations. Accordingly BOQ may conduct briefings for analysts and institutional investors from time to time to discuss matters concerning BOQ. Only the MD & CEO and CFO or approved representatives of BOQ are authorised to speak with analysts and institutional investors.
46. Before each reporting period, the MD & CEO and CFO will formulate guidelines for briefings for that period. BOQ's policy at these briefings is that:
- BOQ will not comment on price sensitive issues not already disclosed to the market and will only discuss information that has been previously disclosed to the market or other general non-sensitive information; and
  - any questions raised in relation to price sensitive issues not already disclosed to the market will not be answered or will be taken on notice.
47. If a question is taken on notice and the answer would involve the release of price sensitive information, the information must be released through ASX before responding.
48. BOQ may webcast and/or teleconference any major briefings it has with a group of analysts or investors. Planned webcasts and teleconferences will be advised beforehand so all interested parties may participate. BOQ will endeavour to make a file note of all meetings and briefings with analysts or investors unless the event is webcast or teleconferenced or a recording or transcript is added to BOQ's website.



49. The GM Investor Relations & Corporate Affairs (or delegate) will attend all briefings and presentations. Following any briefings or presentations, the GM Investor Relations & Corporate Affairs (or, in their absence, the executive officer involved) and a member of the Disclosure Committee will review and consider the matters discussed. Where the GM Investor Relations & Corporate Affairs (or delegate) or the member of the Disclosure Committee considers that information which may be market sensitive has been disclosed inadvertently, the information must be communicated to the market as set out in paragraph 52.

## **Analyst reports**

50. If requested, BOQ may review analyst reports. BOQ's policy is that it will only review these reports to clarify historical information and correct factual inaccuracies if this can be achieved using information that has been disclosed to the market generally.
51. No comment or feedback will be provided on financial forecasts, including profit forecasts prepared by the analyst, or on conclusions or recommendations set out in the report. BOQ will communicate this policy whenever asked to review an analyst report.

## **Inadvertent disclosure or mistaken non-disclosure**

52. If price sensitive information is inadvertently disclosed or a director or employee becomes aware of information which should be disclosed, a member of the Disclosure Committee must immediately be contacted so that appropriate action can be taken including, if required, announcing the information through ASX and then posting it on BOQ's web site.

## **Media relations and public statements**

53. Media relations and communications are the responsibility of the GM Investor Relations & Corporate Affairs. On major matters, the MD & CEO is generally the spokesperson, and on financial matters, the CFO or the MD & CEO will generally speak.
54. Other officers or senior employees may be authorised by the Board or the MD & CEO to speak to the media on particular issues or matters.
55. Any inquiry that refers to market share, financials or any matter which the recipient considers may be price sensitive must be referred to the Disclosure Officer.
56. No information is to be given to the media on matters which are of general public interest or which may be price sensitive without the approval of the MD & CEO.
57. The guidelines outlined above are subject to any directions given by the Board, either generally or in a particular instance.

## **Periodic reporting**

58. BOQ produces half yearly and yearly financial reports and an annual report in accordance with the Corporations Act, the Listing Rules and applicable accounting standards. It seeks to give balanced and understandable information about BOQ (including financial and non-financial information and any applicable disclosure) in its reports to investors.

## **Blackout period prior to release of results**

59. During the period from the end of the financial year or half year to the release of results, BOQ will not discuss financial performance or forecasts with any analysts, investors or the media, unless the information discussed has already been disclosed to ASX.

## **Use of electronic communication and other technology**

60. Shareholders may elect to receive information electronically as it is posted on BOQ's website. The website provides information about how to make this election. Shareholders may also communicate electronically with BOQ and its registry as provided for on the website.
61. BOQ will communicate by post with shareholders who have not elected to receive information electronically.
62. BOQ may consider the use of other technologies as they become widely available.

## General meetings

63. General meetings are used to communicate with shareholders and allow an opportunity for informed shareholder participation. Shareholders are encouraged to attend or, if unable to attend, to vote on the resolutions proposed by appointing a proxy or using any other means included in the notice of meeting. BOQ conducts its general meetings in accordance with BOQ's constitution, the Corporations Act and the Listing Rules. The Board will consider the use of technology and other means to facilitate shareholder participation as appropriate.

## Notices of meetings

64. BOQ seeks to ensure that the form, content and delivery of notices of general meetings will comply with BOQ's constitution, the Corporations Act and Listing Rules. Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting. BOQ will place notices of general meetings and accompanying explanatory material on BOQ's website.

## Auditor to attend AGM

65. BOQ's external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

## Shareholder privacy

66. BOQ recognises that privacy is important and will not disclose registered shareholder details unless required by law. Shareholder details will only be used in accordance with applicable privacy laws.

# 3 Supporting Information

## Roles and Responsibilities

67. The following table outlines the roles and responsibilities relating to this Policy.

Role	Responsibility
Board	<ul style="list-style-type: none"> <li>Approve this Policy</li> <li>Assess whether they are aware of information that may be required to be disclosed under this Policy, including at each Board meeting</li> <li>Report any information that may require disclosure under this Policy to the Disclosure Officer or Company Secretary</li> </ul>
Company Secretariat Team	<ul style="list-style-type: none"> <li>Notify the Board of ASX announcements</li> <li>Oversee the preparation of, and authorize administrative or non-market sensitive mandatory lodgments under the Listing Rules and the Corporations Act</li> <li>Convene meetings of the Disclosure Committee</li> <li>Maintain a record of discussions and decisions made about disclosure issues by the Disclosure Committee and a register of announcements made to ASX</li> </ul>
Disclosure Committee	<ul style="list-style-type: none"> <li>Assess materiality of potentially price sensitive information</li> <li>Determine whether information needs to be disclosed to the market</li> <li>Ensure market announcements are timely and appropriate</li> </ul>
Disclosure Officer	<ul style="list-style-type: none"> <li>Review and determine whether information is price sensitive</li> <li>Refer price sensitive information to the Disclosure Committee</li> </ul>
Group Executives	<ul style="list-style-type: none"> <li>Assess whether they are aware of information that may be required to be disclosed under this Policy, including at each Executive committee meeting</li> <li>Report any information that may require disclosure under this Policy to the Disclosure Officer or Company Secretary</li> </ul>

<b>Investor Relations</b>	<ul style="list-style-type: none"> <li>Engage with analysts, investors, shareholders, and the public</li> <li>Manage shareholder communications on BOQ's website and other retail shareholder communications</li> <li>Supervise the preparation of presentations and analyst information relating to the BOQ's financial results</li> </ul>
<b>Other Officers and Employees</b>	<ul style="list-style-type: none"> <li>Assess whether they are aware of information that may be required to be disclosed under this Policy</li> <li>Report any information that may require disclosure under this Policy to the Disclosure Officer or Company Secretary</li> </ul>

## Non-Compliance with this Document

68. Suspected or actual non-compliance with this Policy must be reported to the Document Owner and managed according to BOQ's issue, risk event, and consequence management processes.

## Related Documents

69. The following documents relate to this Policy:

- a. *Securities Trading Policy*

## Document Information

Approver	Board
Approved on	18 September 2024
Document Owner	General Counsel & Company Secretary
Accountable Group Executive	Chief Risk Officer
Document Level	Board Policy
Information Classification	Public
Relevant Legislation (incl. Prudential Standards)	ASX Corporate Governance Council's Corporate Governance Principles and Recommendations ASX Guidance Note 8 Continuous Disclosure ASX Listing Rules Corporations Act (2001) Cth
Risk Class(es)	Compliance & Conduct
Review Frequency	2 years
Next scheduled review date	18 September 2026
Transition Period	N/A

## Version History

Version	Date	Author	Description
1-7	Various	Company Secretary	Annual Policy Review
8	06/07/2022	Company Secretary	Annual Policy Review
9	06/07/2023	Company Secretary	Annual Policy Review