



Annual Election of Directors 2023 Nomination Form

I hereby nominate.....
(please use block letters)
for the position of Director of Qudos Bank Mutual Limited, trading as Qudos Bank ('Qudos Bank').

Name of Proposer Member Number.....
(please use block letters)
Signature of Proposer.....
Name of Secunder..... Member Number.....
(please use block letters)
Signature of Secunder.....

CONSENT & DECLARATION BY NOMINEE

I,
of
.....
(home address)

consent to being nominated for election as a Director of Qudos Bank Mutual Limited (Qudos Bank) ABN 53 087 650 557, and, if elected, to act as a Director of Qudos Bank.

I declare that I:

- am qualified under the Constitution of Qudos Bank and the *Corporations Act 2001* to be elected and act as a Director;
- have the required experience and skills to be a Director;
- am committed to devoting such time as is necessary to carry out the duties of Director;
- agree to observe the Directors' and Officers' Code of Conduct; and
- have been provided with a Director Nomination Pack, including information about the eligibility, fit and proper and competency requirements to be a Director of Qudos Bank and forms to be completed by me in support of my fit and proper assessment to hold the position of a Director of Qudos Bank.

SignatureDate.....

Contact Telephone No:..... Member No.....

Nominations must be received by the Returning Officer not later than **Noon (Sydney time) on Friday the 4th of August 2023.**

- ALL NOMINEES MUST PROVIDE THE FOLLOWING (please refer to Nomination Pack for more information):
- DECLARATION AND QUESTIONNAIRE;
 - COMPETENCY SELF-ASSESSMENT
 - A BRIEF PROFILE OF QUALIFICATIONS AND EXPERIENCE UP TO 200 WORDS;
 - PASSPORT SIZED PHOTO (good quality, high resolution);
 - BANKRUPTCY SEARCH
 - NATIONAL POLICE CHECK

Nomination forms and attachments should be sent to: **sydreturningofficer@computershare.com.au** or The Returning Officer, Qudos Bank, Level 3, 60 Carrington Street Sydney NSW 2000

WE ENCOURAGE NOMINATIONS TO BE EMAILED TO THE RETURNING OFFICER IF POSSIBLE

Director Nomination Pack

Introduction

This Nomination Pack provides important information to Members considering nominating to stand for election as a Director of Qudos Mutual Limited, trading as Qudos Bank (Qudos Bank). It provides background information about Qudos Bank, outlines various corporate governance requirements applying to the Board and Directors of Qudos Bank and explains the process for nomination and election under Qudos Bank's Constitution.

Attached to this pack is a declaration and questionnaire in support of the nomination for Director that must be completed and returned to Qudos Bank, together with certain other documents **no later than Noon (Sydney time) on Friday the 4th of August 2023** for the nomination to be considered by Qudos Bank's Returning Officer and Nominations Committee.

The Documents to be provided are:

- ✓ **completed nomination form**
- ✓ **completed declaration and questionnaire**
- ✓ **completed competency self-assessment**
- ✓ **profile (no more than 200 words)**
- ✓ **passport sized photo**
- ✓ **Bankruptcy Search**
- ✓ **National Police Check**

If all information is not provided, the Nominations Committee may not be able to complete the eligibility and fit and proper assessments and the nomination may be rejected. Links to assist with obtaining the necessary searches are attached at the end of this declaration and questionnaire.

For more information, you can contact the Returning Officer by calling 02 8234 5171, emailing sydreturningofficer@computershare.com.au or writing to the Returning Officer, Qudos Bank, Level 3, 60 Carrington Street Sydney NSW 2000

Background of Qudos Bank

Qudos Bank (formally Qantas Credit Union) was formed in 1959 by a small group of Qantas Airways employees who decided to pool their funds by saving together and lending to each other, to create a financial co-operative for competitive loans and savings accounts. In 2015 Qantas Staff Credit Union Limited changed its name to Qudos Bank Mutual Limited and in 2016 became a bank and launched as Qudos Bank.

Today, Qudos Bank has over 90,000 Members, over \$5billion in assets and provides a vastly expanded range of financial services. A copy of Qudos Bank's latest annual report is available from our website, www.qudosbank.com.au.

Being a customer owned bank, Qudos Bank has an inherent co-operative structure and attitude, and can offer benefits that other types of financial institutions cannot, whilst being equally able to fulfil members' financial needs.

Qudos Bank is a very strong and secure financial institution, offering a wide range of products and services and up-to-date facilities, including the following:

- Membership rather than pure customer status.
- Common interest rather than profit motive.
- Members are shareholders and thus owners.
- Pricing structure based on competitive rates and fair fees.
- One member, one vote, to control policy and direction.
- Members elect the majority of Directors from within the membership.
- Operated under strict prudential standards and supervision to protect members' interests and Qudos Bank's financial integrity and efficiency.

Offices

Qudos Bank operates throughout Australia, including Member Service Centres in Sydney, Melbourne and Brisbane and its head office is located at Mascot, New South Wales.

Products and Services

Qudos Bank offers a full range of retail financial services, including:

- Savings accounts
- Payment services (e.g. cards, chequing and online banking)
- Term deposits
- Retirement Savings Accounts
- Home and Investment loans
- Personal loans
- Overdrafts
- Credit Cards

Qudos Bank also has arrangements with third parties to provide members with insurance, financial planning and international money.

Eligibility for Membership

To become a shareholding member of Qudos Bank a person or entity must meet certain criteria contained in the Constitution. Details can be found on the Qudos Bank website (www.qudosbank.com.au). In summary, eligibility is linked to current or past employment within the airline, travel, hospitality and government sectors, being the family of a member, being nominated by a member, or being a body corporate controlled by members.

Constitution

Qudos Bank's Constitution sets out rules for the company, including the election of Directors. A summary of the election process is included in this pack. A copy of the Constitution is available on our website www.qudosbank.com.au, or from Qudos Bank's Company Secretary, Cindy Hansen, by telephoning 1300 747 747 or by sending an email to chansen@qudosbank.com.au.

The Board of Directors

Qudos Bank's Board of Directors (Board) has the ultimate responsibility to its members/shareholders for the strategy and performance of Qudos Bank in general. The Board is dedicated to fulfilling these duties in a lawful and professional manner, and with the utmost integrity and objectivity. As such, the Board actively pursues best practice governance processes.

Good governance policies and processes are critical for ensuring that Qudos Bank is governed in the best interests of Qudos Bank as a whole. With this in mind, the Board has formalised a corporate governance framework within which Qudos Bank operates that defines the respective roles, responsibilities and authorities of the Board, both individually and collectively, and of Management in setting the direction, management and control of the organisation.

Time Commitment

The Board and its Committees meet in accordance with a schedule of meetings. Board and/or Committee meetings take place most months at Qudos Bank's Head Office at 191 O'Riordan Street Mascot NSW or via video conference. Meeting times may range from one hour to two days. Papers for these meetings require at least six hours pre-reading. In addition, the Board may hold special meetings for strategic planning and there are additional meetings for General Meetings. Meetings attended by Directors each year could range from 15 to 30+ depending on the Board Committees upon which the Director serves. Where circumstances require, meetings may be more numerous, frequent or be conducted electronically, such as during the COVID-19 pandemic. Directors must be contactable between meetings for urgent matters or circular resolutions.

Prudential Regulation

Qudos Bank is an Authorised Deposit Taking Institution (ADI) licensed under the Banking Act 1959 by the Australian Prudential Regulation Authority (APRA). As an ADI, Qudos Bank is governed by the same prudential regulation as all other banks, building societies and credit unions in Australia. APRA imposes minimum prudential standards ensuring that Qudos Bank maintains appropriate risk management systems, including in relation to the skills, qualifications and experience of our Board of Directors. Qudos Bank also holds an Australian Credit Licence and Australian Financial Services Licence, regulated by the Australian Securities and Investments Commission (ASIC).

Directors' Duties

Directors of public companies, such as Qudos Bank, are subject to comprehensive statutory and governance obligations. Further, in addition to general Corporations Law obligations, financial institutions such as Qudos Bank are subject to specific legal requirements relating to their prudential management and their credit and financial services activities.

Qudos Bank's Board must not only oversee corporate governance, financial reporting and the setting of strategy, but also risk management systems, including key areas of credit risk, interest rate risk, liquidity, capital adequacy, legal risk and operational risk.

Directors must comply with Qudos Bank's corporate governance policies, including the Code of Conduct, annual fit and proper assessments, annual Board and Director evaluations (e.g. independence and competency assessments) and ongoing training and development requirements.

The Director Election Process

Under Qudos Bank's Constitution, Directors may either be Member Elected or Board Appointed. A majority of Directors must be Member Elected Directors.

Member Elected Directors are elected by our Members for three-year terms from within our eligible Membership base.

The process to elect Member Elected Directors is set out in Schedule 2 of Qudos Bank's Constitution.

Eligibility to nominate as a Member Elected Director

In order to nominate as a Member Elected Director, a person must:

- be eligible for election under article 12.8 of the Constitution;
- be nominated by two members who are entitled to vote;
- consent to the nomination; and
- provide a declaration:
 - as to his or her eligibility for election under article 12.8 of the Constitution; and
 - as to whether he or she:
 - has any interest in a contract or a proposed contract, with the Company; or
 - holds an office or has an interest in property, whereby, whether directly or indirectly, duties or interests may be created that could conflict with a Director's duties or interests as a Director of the Company.

Under article 12.8 of the Constitution, to be eligible to nominate as a Member Elected Director, a person must:

- not be an employee of Qudos Bank or have been an employee in the three-year period prior to the 2023 AGM;
- have been a Member of Qudos Bank for at least 12 months;
- not have served as a Director of Qudos Bank for any consecutive period equal to or exceeding 12 years (unless the person has not been a Director of Qudos Bank for a consecutive period of three years following their retirement or vacating of office);
- not be bankrupt, have applied to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounded with his or her creditors, or made an assignment of his or her remuneration for their benefit;
- not be prohibited from being a director of a body corporate by the Corporations Act;
- not have been convicted in the last ten years of an indictable offence in relation to the promotion, formation or management of a body corporate, or an offence involving fraud or dishonesty;
- satisfy Qudos Bank's fit and proper policy prepared in accordance with APRA's prudential standards and guidance notes and not have been disqualified by APRA (the details of any determination made under this item will be kept confidential, except to the extent that disclosure is required by law); and
- not have had your Member voting rights suspended under article 11.14 of the Constitution.

Eligibility assessment

Upon receipt of nomination forms, Qudos Bank's Returning Officer will initially assess the nominations to confirm that the nominees are eligible under article 12.8 of the Constitution, for all matters other than satisfaction of Qudos Bank's Fit and Proper policy.

Nominations will then be forwarded to Qudos Bank's Nominations Committee for an assessment to be made in accordance with Qudos Bank's Fit and Proper Policy. A copy of the Fit and Proper Policy will be provided to nominees as soon as possible after the nomination is received.

A summary of the fit and proper requirements and assessment process follows.

Fit and Proper requirements

Qudos Bank is an Authorised Deposit Taking Institution (ADI) regulated by the Australian Prudential Regulation Authority (APRA). APRA has released various Prudential Standards, including CPS 520 Fit and Proper, which provides that persons who are responsible for the management and oversight of an APRA-regulated institution need to have appropriate skills, experience and knowledge, and act with honesty and integrity. These skills and qualities strengthen the protection afforded to depositors, policyholders and other stakeholders. To this end, institutions need to prudently manage the risk that persons in positions of responsibility might not be fit and proper.

Accordingly, Qudos Bank's Fit and Proper Policy provides that responsible persons (including Directors) must:

- possess the competence, character, diligence, honesty, integrity and judgement to properly perform their duties;
- not be disqualified from holding a responsible person position or, if applicable, an accountable person position, under the *Banking Act, 1959*; and
- either not suffer from a conflict of interest in performing their duties, or if the person has a conflict of interest, it would be prudent for Qudos Bank to conclude that the conflict will not create a material risk that the person will fail to properly perform their duties.

Prior to calling for nominations for the Director Election the Board determines a list of competencies to ensure that candidates possess the appropriate skills, experience and knowledge to perform their duties. This list of competencies will include:

- the core competencies identified in Qudos Bank's Governance Framework;
- one or more functional competencies assessed by the Board as being necessary to maintain the appropriate mix of skills and experience on the Board; and
- the required level of the core and functional competencies.

Fit and Proper assessments for Director Elections are conducted by a Nominations Committee (NC) comprising 2 members who are not Directors, Employees or Members of Qudos Bank and one member who is a Director of Qudos Bank (who is not standing for re-election in the current election season).

Required Competencies

The NC will assess whether it is satisfied in its absolute discretion that a nominee demonstrates the required functional and core competencies, as well as meeting the other fit and proper requirements. Nominees who do not satisfy Qudos Bank's Fit and Proper Policy will not be eligible to stand as a candidate in the 2023 Director Election

Each candidate for the 2023 Director election must have relevant tertiary qualifications, professional memberships and/or type/length of experience such that the candidate would be able to provide strategic input into Board deliberations in relation to at least one of the following functional competencies at the required skill level:

- **Accounting**
- **Capital Markets**
- **Financial Services Industry/Retail Banking**

The required skill level for the functional competencies are:

Accounting

- Is a member of CPA Australia or the Chartered Accountants Australia and New Zealand
- Holds at least a Bachelors Degree in accounting or directly aligned discipline
- Has worked extensively in accounting across medium to large organisations for a period of 10 years or more
- Has experience with developing and reporting key accounts data in periodic reports
- Has lead a team with accounting responsibility for more than 7 years
- Has advanced knowledge of accounting processes and standards
- Proven ability to provide oversight and acknowledged high level advice on accounting processes
- Is able to identify the tax implications applicable to operations and ensure compliance across an organisation
- Has demonstrated an ability to think strategically about accounting across an organisation, enhancing performance as a result

Capital Markets	<ul style="list-style-type: none"> • Holds an Australian Financial Services Licence (AFSL) or is an authorised representative of an AFSL holder • Holds at least a Bachelors degree in commerce, finance, business or similar • Has worked in a role where capital markets were at least an underlying focus for 10 years or more • Has held a leadership role working in capital markets for a period of 7 years or more • Has proven capable of providing oversight and high level advice on capital markets • Consistently demonstrates an ability to read and interpret key data relating to capital markets • Possesses advanced knowledge of capital markets and the forces which drive market behaviour • Able to contribute knowledge of capital markets to Board discussions
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Financial Services Industry / Retail Banking	<ul style="list-style-type: none"> • Has worked in banking or financial services for 10 years or more • Has advanced understanding of operations at banks and other financial institutions • Holds at least a Bachelors degree or equivalent qualification in commerce, finance, business or other industry related field (such as marketing or customer relations) • Has a history of leadership roles within banking and financial services industry spanning 7 years or more • Holds an Australian Financial Services Licence (AFSL) or is an authorised representative of an AFSL holder • Has demonstrated an ability to think strategically within the banking or financial services industry • Has demonstrated capability in reading and interpreting key data relating to the banking and financial services industry • Has regularly exhibited the ability to make informed decisions about the banking and financial services industry • Proven ability to provide oversight and acknowledged high-level advice within the banking and financial services industry • Able to contribute knowledge on the banking and financial services industry to Board discussions
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In addition to at least one of the functional competencies, all Directors must have **ALL** of the following qualifying skills at the required level to allow them to make an effective contribution to Board deliberations and processes:

- **Financial Literacy**
- **Risk Management**
- **Governance**
- **Managing People and Organisations**

The required levels are set out in the competency self-assessment included in this pack.

Fit and Proper assessments

In addition to completing a declaration and questionnaire and providing police and bankruptcy checks, nominees will be asked to complete a self-assessment against the required competencies, which will be provided to the NC. The NC will then conduct a pre-liminary assessment and provide nominees an opportunity to respond to any matters of concern.

Nominees may be invited to attend an interview with the NC and must provide the NC with all information and documentation that the NC reasonably requests to determine if the person is of appropriate fitness and propriety to be and act as a Director in accordance with the Fit and Proper Policy.

Nominees are responsible for meeting their costs associated with attending an interview with the NC, and for all searches and enquiries which the NC is required to undertake in accordance with the Fit and Proper Policy.

Any nominee who fails to make themselves available for interview or provide information will have their nomination rejected.

After making their assessment the NC will advise the Returning Officer of the nominees assessed to be eligible candidates for the Director Election.

It is important to note that a person may not satisfy requirements for a particular responsible person position because they do not have the required competency for that position, however the person may still be fit and proper for another responsible person position because of the competencies specific to that position. Accordingly, a determination that a nominee does not satisfy the Fit and Proper policy for the Director Election does not mean that they are not fit and proper to be a director of other companies, nor that they might not be fit and proper to nominate for a future election when the necessary skills may be different.

Election material

After the NC assessments have been conducted, the Returning Officer will determine whether an Election of Directors is required under Schedule 2 of the Constitution. If a Director Election is required, all eligible candidates will be randomly selected to determine the order in which their names will appear on the ballot.

Election material will be made available via Qudos Bank's website in October 2023. Members who have elected to receive paper ballot papers will be sent ballot papers in October 2023.

In addition to the ballot, the election material will include a photograph and a profile of each candidate to enable shareholders to make an informed decision on their election. There is a strict limit of 200 words for the profile. Words in excess of the 200 word limit may be excised without consultation. The candidate's name, title, nickname and letters after their name will count towards the 200 word limit.

The profile can only include:

- biographical details, including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
- details of relationships between:
 - the candidate and Qudos Bank; and
 - the candidate and Directors;
- directorships held;
- particulars of other positions which involve significant time commitments;
- the term of office currently served by any Directors subject to re-election;
- any other particulars required by law.

The profile for each candidate cannot include any extraneous information, for example the profile must not:

- represent that the candidate is a member of a group;
- endorse any other candidate;
- refer to intentions, policies or objectives of the candidate;
- be inaccurate, misleading, deceptive or defamatory;
- be irrelevant to the candidature; or
- breach the Directors' and Officers' Code of Conduct.

The election material and ballot may indicate which of the candidates are retiring Directors standing for re-election. In addition, Qudos Bank may adopt an ASX corporate governance recommendation to include a statement by the Board in the election material as to whether it supports the nomination of candidates.

Voting and Election results

Members can vote electronically or by postal ballot. Electronic voting will open in October 2023 and paper voting material will be sent to Members who have requested paper ballots in October. Voting will close 14 days before the Annual General Meeting (AGM). The election results will be announced at the AGM.

Qudos Mutual Limited

Director Nomination Assessment Declaration and Questionnaire

Full Name of Nominee

Address of Nominee

I DO SOLEMNLY AND SINCERELY DECLARE AS FOLLOWS:

1. The answers given in my completed Questionnaire, and any other information that I give to Qudos Mutual Limited (Qudos Bank) in connection with the assessment of my nomination for the position of Director, are complete and accurate as at today's date. I am not aware of any other matters which are relevant and material to an assessment of my eligibility, and fitness and propriety for the position of Director by Qudos Bank, as described in the Nomination Pack provided to me.
2. I authorise Qudos Bank to collect information and make enquiries to assess my eligibility, and fitness and propriety for the position of Director, including, without limitation, criminal history, bankruptcy, disqualification register and references checks and verifying information provided by me with relevant third parties (e.g. my employment and qualification details).
3. At no time have I, either in Australia or overseas:
 - demonstrated a lack of willingness to comply with legal obligations, regulatory requirements or professional standards, or been obstructive, misleading or untruthful in dealing with regulatory bodies or a court;
 - breached a fiduciary obligation or other legal or professional obligation involving trust or conflict of interest or perpetuated or participated in negligent, deceitful or otherwise discreditable business or professional practices;
 - perpetrated or participated in negligent, deceitful, or otherwise discreditable business or professional practices;
 - been reprimanded, or disqualified, or removed, by a professional or regulatory body in relation to matters relating to personal honesty, integrity or business conduct (or been involved with the affairs of an entity that has been subject to such discipline);
 - seriously or persistently failed to manage personal debts or financial affairs satisfactorily in circumstances where such failure caused loss to others;
 - been substantially involved in the management of a business or company which has failed, become insolvent, or entered into any form of external administration or scheme or arrangement with its creditors, where that failure, insolvency etc. has been occasioned in part by deficiencies in that management;
 - been of bad repute in any business or financial community or any market;
 - been the subject of civil or criminal proceedings or enforcement action, in relation to the management of an entity, or commercial or professional activities, which were determined adversely to me (including by me consenting to an order or direction, or giving an undertaking, not to engage in unlawful or improper conduct) and which reflected adversely on my competence, diligence, judgment, honesty or integrity;
 - been refused a licence or authorisation or been involved with the affairs of an entity that was refused a licence or authorisation (or had that licence or authorisation restricted) relating to a commercial or professional activity, or had such a licence or authorisation revoked where I engaged in conduct that caused or contributed to the refusal or revocation

- of the licence or authority; this includes any Corporations Act 2001 (or previous corresponding laws) licence or an Australian credit licence;
 - been the subject of any investigations or proceedings that are current or pending and which may result in disciplinary action being taken in relation to any such licence or authorisation;
 - had a claim made against a professional indemnity insurance policy in relation to advice I tendered or been refused professional indemnity insurance;
 - been disqualified from holding a responsible person position under the Banking Act 1959 (Cth); or
 - failed to be assessed as fit and proper within a fit and proper policy of an APRA-regulated institution.
4. Any conflicts of interests (or perceived conflicts of interest) that I have are disclosed in the Questionnaire and will not create a material risk that I will not properly perform the position of Director.

Declared at

City/Town

State/Territory

Signature of nominee

Before me

Signature of witness

Name of witness

Address of witness

**Qualification
witness**

of

Justice of the Peace/Solicitor *(delete as applicable)*

To be completed by the witness

**Please cross out any text that does not apply*

I certify the following matters concerning the making of this statutory declaration by the person who made it:

*I saw the face of the person

or

*I did not see the face of the person because the person was wearing a face covering, but I am satisfied that the person had a special justification for not removing the covering.

*I have known the person for at least 12 months

or

*I have confirmed the person's identity using an identification document and the document I relied on was

[describe identification document relied on].

Date

Information for Nominees for the position of Director

All Directors, as responsible persons of Qudos Bank, are subject to assessment as to their eligibility, and fitness and propriety for the responsible person position they occupy. Nominees for Director must provide Qudos Bank with a completed Declaration and Questionnaire and supporting documentation. Qudos Bank collects personal information from you for these purposes:

- to verify information contained in your completed Declaration and Questionnaire;
- to assess whether you are eligible to be a Director under the Constitution, and fit and proper to be a responsible person of Qudos Bank as an Authorised Deposit-taking Institution under the Banking Act and under Qudos Banks' Australian Financial Services Licence and Australian Credit Licence.

We may also collect information about you from other persons and organisations disclosed in your completed Questionnaire, such as previous employees, professional and industry bodies of which you may have been a member, business associates, referees and educational institutions. In order to collect this information we may disclose that you have nominated as a Director and the information contained in your completed Declaration and Questionnaire to these persons and organisations.

If you do not give us the personal information we require we will not be able to assess your eligibility, and fitness and propriety to hold a responsible person position of Qudos Bank.

We may disclose your information to our Returning Officer, our Nominations Committee, our legal representatives, our auditors and the Australian Prudential Regulation Authority (APRA).

By submitting the completed Questionnaire, you consent to our collection and use of your personal information as disclosed above.

You may request that we amend or remove personal information that we hold about you. You can access and amend the personal information we hold about you by contacting Qudos Bank's Company Secretary by telephoning 1300 747 747 or by sending an email to chansen@qudosbank.com.au.

Required Competencies for Candidates

As part of the assessment under Qudos Bank's Fit and Proper Policy, each candidate for the 2023 Director election must have relevant tertiary qualifications, professional memberships and/or type/length of experience such that the candidate would be able to provide strategic input into Board deliberations in relation to at least one of the following functional competencies at the required skill level:

- **Accounting**
- **Capital Markets**
- **Financial Services Industry/Retail Banking**

The required skill level for the functional competencies are:

Accounting

- Is a member of CPA Australia or the Chartered Accountants Australia and New Zealand
- Holds at least a Bachelors Degree in accounting or directly aligned discipline
- Has worked extensively in accounting across medium to large organisations for a period of 10 years or more
- Has experience with developing and reporting key accounts data in periodic reports
- Has lead a team with accounting responsibility for more than 7 years
- Has advanced knowledge of accounting processes and standards
- Proven ability to provide oversight and acknowledged high level advice on accounting processes
- Is able to identify the tax implications applicable to operations and ensure compliance across an organisation
- Has demonstrated an ability to think strategically about accounting across an organisation, enhancing performance as a result

Capital Markets

- Holds an Australian Financial Services Licence (AFSL) or is an authorised representative of an AFSL holder
- Holds at least a Bachelors degree in commerce, finance, business or similar
- Has worked in a role where capital markets were at least an underlying focus for 10 years or more
- Has held a leadership role working in capital markets for a period of 7 years or more
- Has proven capable of providing oversight and high level advice on capital markets
- Consistently demonstrates an ability to read and interpret key data relating to capital markets
- Possesses advanced knowledge of capital markets and the forces which drive market behaviour
- Able to contribute knowledge of capital markets to Board discussions

Financial
Services
Industry / Retail
Banking

- Has worked in banking or financial services for 10 years or more
- Has advanced understanding of operations at banks and other financial institutions
- Holds at least a Bachelors degree or equivalent qualification in commerce, finance, business or other industry related field (such as marketing or customer relations)
- Has a history of leadership roles within banking and financial services industry spanning 7 years or more
- Holds an Australian Financial Services Licence (AFSL) or is an authorised representative of an AFSL holder
- Has demonstrated an ability to think strategically within the banking or financial services industry
- Has demonstrated capability in reading and interpreting key data relating to the banking and financial services industry
- Has regularly exhibited the ability to make informed decisions about the banking and financial services industry
- Proven ability to provide oversight and acknowledged high-level advice within the banking and financial services industry
- Able to contribute knowledge on the banking and financial services industry to Board discussions

In addition to at least one of the above functional competencies, each candidate must have **ALL** of the following qualifying skills at the required skill level to allow them to make an effective contribution to Board deliberations and processes:

- **Financial Literacy**
- **Risk Management**
- **Governance**
- **Managing People and Organisations**

The required skill levels for these competencies are set out in the competency self-assessment included in the Nomination Pack, to be completed by all nominees.

The Nominations Committee will assess whether it is satisfied in its absolute discretion that a nominee demonstrates the requirements. Nominees who do not demonstrate the requirements will not be eligible to stand as a candidate in the 2023 Director Election.

It is important to note that a person may not satisfy requirements for a particular responsible person position because they do not have the required competency for that position, however the person may still be fit and proper for another responsible person position because of the competencies specific to that position. Accordingly, a determination that a nominee does not satisfy the Fit and Proper policy for the Director Election does not mean that they are not fit and proper to be a director of other companies, nor that they might not be fit and proper to nominate for a future election when the necessary skills may be different.

Questionnaire

Your Personal Details

Family Name

Given Names

Have you ever been known by another name?

Yes No

If Yes, by what other names?

When?

Sex

Male Female

Date of Birth

Town/City of birth

Country of birth

Have you been a member of Qudos Bank for at least 12 months?

Yes No

If Yes, what is your membership number?

Do you have a Director Identification Number (DIN)?

Yes No

If Yes, what is your DIN?

Your Contact Details

Telephone

Home

Business

Mobile

Email

Residential address

Suburb

Postcode

Your Employment Details

Your occupation

Your employer

Business address

Suburb

Postcode

Your Employment History

Details of your employment history:

(For more than 5 past employers, provide details on an attached sheet)

Employer 1

Address

Period of employment

to

Position held

Reason for leaving

Employer 2

Address

Period of employment

to

Position held

Reason for leaving

Your Employment History continued

Employer 3

Address

Period of employment

to

Position held

Reason for leaving

Employer 4

Address

Period of employment

to

Position held

Reason for leaving

Employer 5

Address

Period of employment

to

Position held

Reason for leaving

Your Knowledge, Skill & Experience

- | | | |
|---|-----------------------------|--|
| 1. Do you have any tertiary qualifications? | No <input type="checkbox"/> | Yes <input type="checkbox"/>
Provide details at page 12 |
| 2. Have you ever been a director or manager of a company? | No <input type="checkbox"/> | Yes <input type="checkbox"/>
Provide details at page 13 |
| 3. Have you ever been the director or employee of, or professional consultant to, an Authorised Deposit Taking Institution (ADI)? | No <input type="checkbox"/> | Yes <input type="checkbox"/>
Provide details at page 14 |
| 4. Have you ever been a member of a professional services firm? | No <input type="checkbox"/> | Yes <input type="checkbox"/>
Provide details at page 15 |
| 5. Have you ever been a member of a professional or industry body? | No <input type="checkbox"/> | Yes <input type="checkbox"/>
Provide details at page 16 |
| 6. Do you have any other qualifications or experience which makes you suitable to be a responsible person of Qudos Bank? | No <input type="checkbox"/> | Yes <input type="checkbox"/>
Provide details below:

 |
| 7. Refer to the relevant competencies listed in the competency self-assessment – do you believe that you have the specified competencies? | No <input type="checkbox"/> | Yes <input type="checkbox"/> |

Your Propriety

8. Have you ever been convicted of a criminal offence under the laws of Australia or of a foreign country?

No

Yes
Provide details below:

PLEASE ATTACH YOUR NATIONAL POLICE CHECK CERTIFICATE*

9. Have you ever been bankrupt under the laws of Australia or of a foreign country?

No

Yes
Provide details below:

PLEASE ATTACH YOUR BANKRUPTCY SEARCH RESULT*

10. Have you ever executed a deed of arrangement, or accepted a composition with your creditors under the Bankruptcy Act, 1966 (Cth) or a similar law of a foreign country?

No

Yes
Provide details below:

11. Have you ever been disqualified from managing or directing a corporation?

No

Yes
Provide details below:

* see attached for guidance on how to obtain this certificate/search

Your Propriety continued

12. Has the Australian Prudential Regulation Authority ('APRA') ever disqualified you from being or acting as a director or senior manager of an authorised deposit taking institution or a authorised non-operating holding company, or a senior manager of the Australian operations of a foreign authorised deposit-taking institution?

No

Yes
Provide details below:

13. Have you ever been disqualified under the law of a foreign country from managing, or taking part in the management of an entity that carries on the business of banking or insurance or otherwise deals in financial matters?

No

Yes
Provide details below:

14. Has a personal representative or trustee ever been appointed to administer your property on the grounds of mental incapacity?

No

Yes
Provide details below:

15. Are there any unsatisfied judgments against you in any court of law?

No

Yes
Provide details below:

16. Are you able to pay your debts as and when they fall due?

No

Yes

Your Propriety continued

17. Are you aware of any other matters which may be relevant to an assessment of your character, diligence, honesty, integrity or judgment?

No

Yes
Provide details below:

Conflicts of Interest

18. Do you have any interest in a contract or a proposed contract with Qudos Bank?

No

Yes
Provide details below:

19. Do you hold an office or have an interest, whereby, whether directly or indirectly, a conflict could arise with your duties and interests as a director of Qudos Bank?

No

Yes
Provide details below:

Other Matters

20. Are you aware of any other matters which are relevant and material to an assessment of your fitness and propriety for the Position by Qudos Bank?

No

Yes
Provide details below:

Character References

Provide the names and contact details of 3 people who are prepared to give a character reference about you.

Reference 1

Family Name

Given Names

Telephone

Home

Business

Mobile

Reference 2

Family Name

Given Names

Telephone

Home

Business

Mobile

Reference 3

Family Name

Given Names

Telephone

Home

Business

Mobile

Details of Tertiary Qualifications for Question 1

(For more than 4 qualifications, provide details on an attached sheet)

Qualification 1 - attach a copy of your academic transcript

What is the name of the qualification?

Which institution conferred the qualification?

When was the qualification conferred?

Qualification 2 - attach a copy of your academic transcript

What is the name of the qualification?

Which institution conferred the qualification?

When was the qualification conferred?

Qualification 3 - attach a copy of your academic transcript

What is the name of the qualification?

Which institution conferred the qualification?

When was the qualification conferred?

Qualification 4 - attach a copy of your academic transcript

What is the name of the qualification?

Which institution conferred the qualification?

When was the qualification conferred?

Details of Directorships or Management of Companies for Question 2

(For more than 4 companies, provide details on an attached sheet)

Company 1

What was the name of the company?

What was your role?

During what periods did you have this role?

Company 2

What was the name of the company?

What was your role?

During what periods did you have this role?

Company 3

What was the name of the company?

What was your role?

During what periods did you have this role?

Company 4

What was the name of the company?

What was your role?

During what periods did you have this role?

Details of Directorship, Employment or Consultancy of an Authorised Deposit Taking Institution (ADI) for Question 3

(For more than 4 ADIs, provide details on an attached sheet)

ADI 1

What was the name of the ADI?

What was your role?

During what periods did you have this role?

ADI 2

What was the name of the ADI?

What was your role?

During what periods did you have this role?

ADI 3

What was the name of the ADI?

What was your role?

During what periods did you have this role?

ADI 4

What was the name of the ADI?

What was your role?

During what periods did you have this role?

Details of Membership of a Professional Services Firm for Question 4

(For more than 4 Professional Services Firms, provide details on an attached sheet)

Professional Services Firm 1

What was the name of the Professional Services Firm?

What was your role?

During what periods did you have this role?

Professional Services Firm 2

What was the name of the Professional Services Firm?

What was your role?

During what periods did you have this role?

Professional Services Firm 3

What was the name of the Professional Services Firm?

What was your role?

During what periods did you have this role?

Professional Services Firm 4

What was the name of the Professional Services Firm?

What was your role?

During what periods did you have this role?

Details of Membership of a Professional or Industry Body for Question 5

(For more than 4 Professional or Industry Bodies, provide details on an attached sheet)

Professional or Industry Body 1 - attach a copy of your membership

What was the name of the Professional or Industry Body?

During what periods were you a member?

Professional or Industry Body 2 - attach a copy of your membership

What was the name of the Professional or Industry Body?

During what periods were you a member?

Professional or Industry Body 3 - attach a copy of your membership

What was the name of the Professional or Industry Body?

During what periods were you a member?

Professional or Industry Body 4 - attach a copy of your membership

What was the name of the Professional or Industry Body?

During what periods were you a member?

LINKS FOR OBTAINING SEARCHES TO BE RETURNED WITH QUESTIONNAIRE

National Police Check

National Police Checks can be ordered online via State or Federal Police websites.

Refer to https://portal.police.nsw.gov.au/s/policecheck-definition?reportType=CP_PoliceCheck for more information about conducting a national police check via the NSW Police.

Refer to <https://www.afp.gov.au/what-we-do/services/criminal-records/national-police-checks> for more information about conducting a national police check via the Australian Federal Police.

NB for searches via the AFP, please use reason code 25 - Australian Securities and Investments Commission (ASIC) Consumer Credit/Financial Services Licensing Requirements

Bankruptcy Search

Refer to <https://www.afsa.gov.au/resources/npjii/how-to-search-the-npjii> for more information.

If you do not think that you will receive your police check or bankruptcy search prior to the closing date for nominations, please submit your nomination with a note advising the date you applied for the police check/bankruptcy search. Your nomination will be reviewed subject to receipt of the searches. However, if the searches are not received prior to 18 August 2023 your nomination may be rejected.

SENDING NOMINATIONS AND ATTACHMENTS

Nominations must be received by the Returning Officer not later than Noon (Sydney time) on Friday the 4th of August 2023

Nomination forms and attachments should be sent to:

sydreturningofficer@computershare.com.au

OR

The Returning Officer
Qudos Bank
Level 3, 60 Carrington Street
Sydney NSW 2000

WE ENCOURAGE NOMINATIONS TO BE EMAILED TO THE RETURNING OFFICER IF POSSIBLE

Competency Criteria 2023 Director Election

Functional Competencies (at least one of the following)

Accounting

- Is a member of CPA Australia or the Chartered Accountants Australia and New Zealand
- Holds at least a Bachelors Degree in accounting or directly aligned discipline
- Has worked extensively in accounting across medium to large organisations for a period of 10 years or more
- Has experience with developing and reporting key accounts data in periodic reports
- Has lead a team with accounting responsibility for more than 7 years
- Has advanced knowledge of accounting processes and standards
- Proven ability to provide oversight and acknowledged high level advice on accounting processes
- Is able to identify the tax implications applicable to operations and ensure compliance across an organisation
- Has demonstrated an ability to think strategically about accounting across an organisation, enhancing performance as a result

Please demonstrate how you meet this competency:

Capital Markets

- Holds an Australian Financial Services Licence (AFSL) or is an authorised representative of an AFSL holder
- Holds at least a Bachelors degree in commerce, finance, business or similar
- Has worked in a role where capital markets were at least an underlying focus for 10 years or more
- Has held a leadership role working in capital markets for a period of 7 years or more
- Has proven capable of providing oversight and high level advice on capital markets
- Consistently demonstrates an ability to read and interpret key data relating to capital markets
- Possesses advanced knowledge of capital markets and the forces which drive market behaviour
- Able to contribute knowledge of capital markets to Board discussions

Please demonstrate how you meet this competency:

Financial Services Industry / Retail Banking

- Has worked in banking or financial services for 10 years or more
- Has advanced understanding of operations at banks and other financial institutions
- Holds at least a Bachelors degree or equivalent qualification in commerce, finance, business or other industry related field (such as marketing or customer relations)
- Has a history of leadership roles within banking and financial services industry spanning 7 years or more
- Holds an Australian Financial Services Licence (AFSL) or is an authorised representative of an AFSL holder
- Has demonstrated an ability to think strategically within the banking or financial services industry
- Has demonstrated capability in reading and interpreting key data relating to the banking and financial services industry
- Has regularly exhibited the ability to make informed decisions about the banking and financial services industry
- Proven ability to provide oversight and acknowledged high-level advice within the banking and financial services industry
- Able to contribute knowledge on the banking and financial services industry to Board discussions

Please demonstrate how you meet this competency:

Qualifying Skills (all mandatory)

Financial Literacy

- Understands fundamental accounting concepts, the purpose of financial statements, the role of accounting policies and the role of notes in financial statements
- Has knowledge of technical accounting issues including accounting standards
- Has knowledge of auditing standards and the scope and limitations of the audit process
- Can analyse financial statements, e.g., to assess solvency and liquidity
- Has undertaken training (e.g. AICD Finance for Directors course) and acquired the level of financial knowledge needed to sign off on financial statements to meet a Director's duty of care and diligence

Please demonstrate how you meet this competency:

Risk Management

- Has demonstrated knowledge and understanding of the Board's role in risk management processes across an organisation
- As a member of the Board, often participates in the discussion of risk
- Has experience dealing with risk at Board level
- May have received some formal or informal training or guidance on risk management at Board level
- As a Director, has contributed to setting the risk parameters for an organisation and/or management on more than one occasion
- Has experience with the engagement of external and internal auditors
- Has demonstrated an understanding of risk management procedures

Please demonstrate how you meet this competency:

Governance

- Has served as a Director at least once before and shows an appreciation for the development of organisational culture
- Has received some formal or informal guidance or training in governance
- Contributes when the Board discusses governance
- Has been involved in the establishment or review of governance frameworks and has an understanding of policies and processes which enable effective governance
- Demonstrates an appreciation for transparency and disclosure in Board activity and has an appreciation of Board renewal processes
- Has an appreciation of Board dynamics
- Can define and delineate the roles and responsibilities of Board and management
- Is able to identify the time commitment and level of involvement required of the Board and its Directors and invests enough time and energy into the Director's role

Please demonstrate how you meet this competency:

Managing People and Organisations

- Has been a CEO or consultant providing advice to CEOs, Executive Management teams, Business Unit Heads or Boards for 4-6 years or Executive Manager for at least 10 years
- If an Executive Manager at a company with a valuation of less than \$1bn then:
 - Presents to the board on a regular basis
 - Attends all of the board meeting each month and participates in all discussions
 - Regularly prepares papers for board discussions and decisions

Please demonstrate how you meet this competency: