Beyond Bank Australia

Corporate Governance Statement.

For the year ended 30 June 2026

Beyond Bank AUSTRALIA

Corporate Governance.

Community expectations of organisations have been rising through periods of exceptional challenge, and the responsibility for good governance of your Bank has never been more critical.

Our core purpose is to create better lives by caring for our members and communities. In practice, this means delivering for members today while building a stronger, more sustainable bank for the future, underpinned by relevant, competitive and accessible products and services. This purpose has driven our strategy, which is built around four priorities: caring for members, powering communities, embracing simplicity and growing through values-aligned mergers. Caring for members remains at the heart of everything we do. We continue to invest in more personalised, proactive and responsive support, helping members navigate important life moments and build greater financial confidence.

Proper direction and control underpin our path to success. It requires the Board and management to be mindful of the risks in the business and the needs of all stakeholders (member-owners, staff, communities, partners and regulators).

Good governance is critical to creating an environment where our business can thrive and be managed for the long-term interests of our member-owners and communities around Australia.

It is the Board's responsibility to provide careful oversight of the strategic direction and operational performance of Beyond Bank. It must ensure that checks and balances are in place and risks are effectively managed to protect our member-owners' money. In addition, the Board ensures that decisions are financially and ethically sound to support our growth and development. We approach governance through assessing impact across our member-owners, our bank, our people and our communities.

At the root of good governance is the Board and management leadership's role in developing and sustaining a sound culture focused on our values. At its core, this includes doing the right thing the right way.

Corporate governance framework.

Board oversight

Living our values

- Member obsessed
- Right things, right way
- Shared ambition
- Championing sustainability.

Upholding our purpose

- To create better lives by caring for our members and communities.

Demonstrating our behaviours

- Own it
- Call it out
- Be respectful
- Bring your A-game
- Make a difference.

Reporting to members

- Annual report
- Annual General Meetings.

Overseeing compliance, risk and regulation

- Risk
- Audit
- Governance and remuneration
- Technology

Establishing strategic priorities

- Growth through values-aligned mergers.

Our responsibilities.

We are governed by a Board of directors, some of whom are member-elected and others that are Board-appointed.

We are focused on:

- Upholding our purpose: to create better lives by caring for our members and communities
- Driving our culture through living our values and demonstrating our behaviours
- Establishing our strategy and objectives
- Overseeing compliance and regulatory relationships
- Ensuring financial strength and sound risk management
- Governing according to our environmental, social and governance (ESG) objectives and responsibilities, including our commitment to B Corp certification
- Reporting to our member-owners.

Making sure our board is fit for purpose.

Beyond Bank's regulator, the Australian Prudential Regulation Authority (APRA) has supervisory oversight of all Authorised Deposit-taking Institutions (ADIs) in Australia. Part of this oversight is to ensure that the composition of the Board of an ADI collectively demonstrates competencies in core skills at a level commensurate with the size and complexity of the ADI.

Accordingly, your Board undertakes an assessment of the skills and aptitudes of its directors, and those seeking nomination for election or appointment as a director, to ensure that a high level of competency exists in the core areas of corporate and financial governance in a financial services organisation, business and commercial acumen, risk management, mutual businesses and the regulatory environment in which we operate. In addition, the Board seeks specialist skills in the areas of banking, technology and audit to ensure collectively it is fit to govern Beyond Bank, for the protection of our member-owners and the sustainability of our Bank.

With an eye to the future growth of your Bank, we are committed to ensuring that the Board collectively brings the necessary high levels of experience and skills to enable it to operate efficiently and effectively. Our current skills coverage includes high or very high levels of competency in the following areas:

- Banking
- Financial services risk management
- Strategic planning
- Environment, Social and Governance (ESG)
- Business and commercial experience
- Financial accounting and audit
- Corporate and financial governance
- Risk management
- Technology
- People management and remuneration
- Strategic enablement and marketing
- Legal.

Selection criteria for directors also consider personal qualities, including:

- integrity
- listening and communication
- emotional intelligence
- constructive questioning
- collaboration
- commitment
- influencing and negotiating
- critical thinking
- innovative and alternative thinking
- continual improvement
- leadership.

Directors elected by members serve for a three-year term. The Board is structured so that some elected directors must retire each year by rotation and may be eligible for re-election. Our directors cannot stand for re-election if they have served for nine years or more. This ensures our Board incorporates fresh perspectives, skills and experience to direct and oversee our organisation.

The performance of the Board, Board Committees and individual directors is internally assessed annually and independently assessed at least once every 3 years. The Constitution also allows for the appointment of directors, and your Board appoints directors where it is appropriate to bring specialised skills to the Board of Beyond Bank.

The Board currently comprises four elected directors and three directors appointed for specialist skills in:

- strategy development / implementation;
- technology and digital transformation; and
- banking.

All seven directors are independent, and all directors have been assessed by the Nomination Committee as fit and proper and having the requisite skills and experience to fulfil their responsibilities.

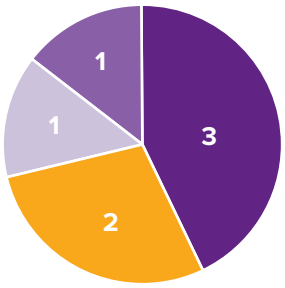
The Board of Directors considers succession planning and board composition annually. The critical roles of Chair and Board Committee Chairs have immediate succession plans in place in case of immediate need and for the long term as directors retire. The election rotation of directors is planned to ensure that required skills and experience are able to be clearly defined for each elected position so that the Nomination Committee can ensure that candidates placed before members for election are appropriately skilled and experienced in the required skills to govern an organisation of the size and complexity of Beyond Bank Australia.

The Directors have critically reviewed the structure, composition and competencies of the Bank's Board and its individual directors. Our peer-rated assessment of the skills and competencies demonstrates that the Board has strong capability across all key skill areas required to govern a bank of comparable size and complexity, with significant representation of directors assessed at the very strong and expert levels across each core competency. The Board is confident that the requirements of our regulator, the Australian Prudential Regulation Authority (APRA), are being met in the composition of the current Board.

The chart below shows the results of the skills and competencies of Beyond Bank's Board assessed during a review completed in November 2025 measured against our assessed minimum skills requirements.

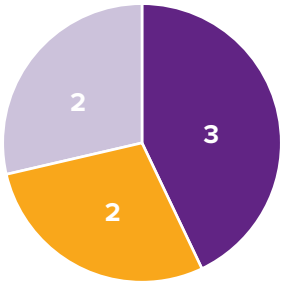
Board demographic composition.

Geographic diversity.



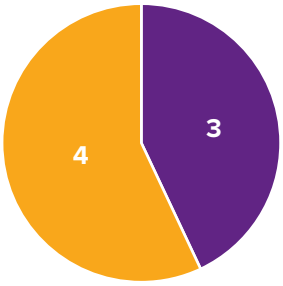
- NSW
- VIC
- QLD
- WA

Tenure diversity.



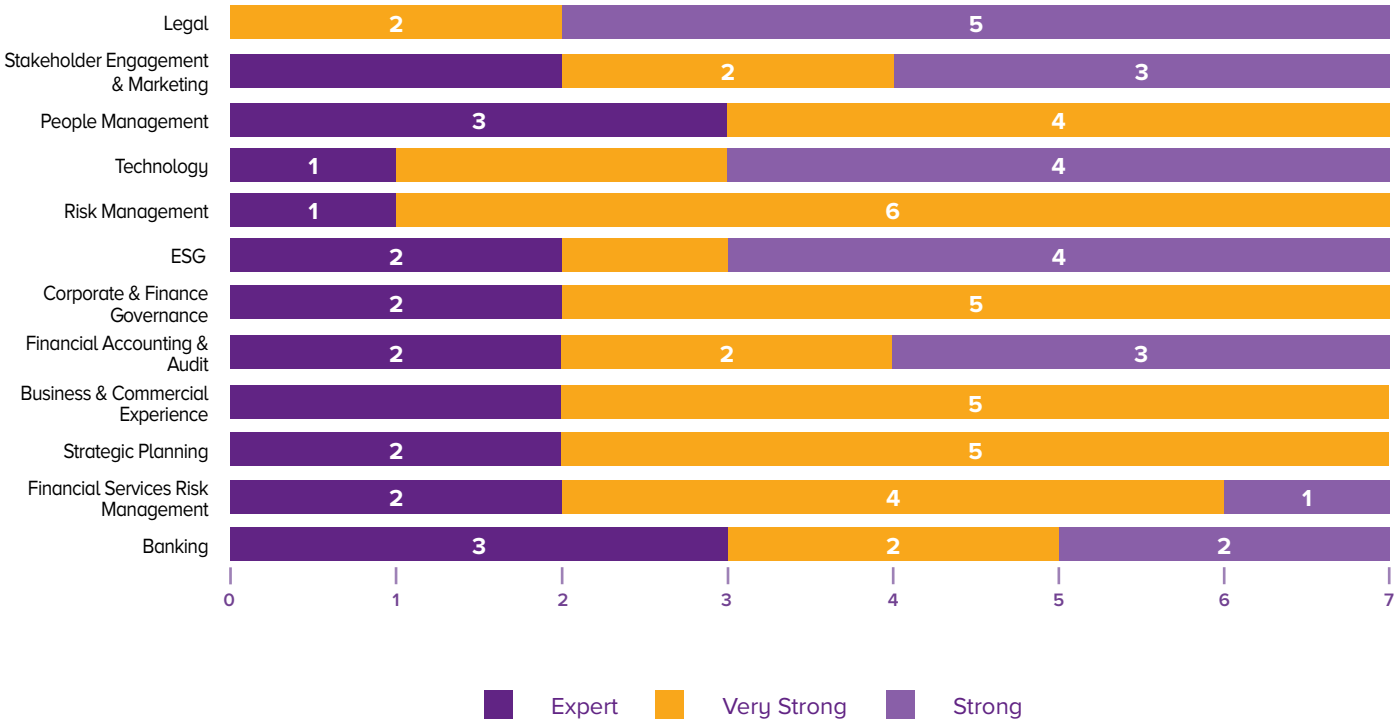
- 1-3 years
- 4-7 years
- 7-10 years

Gender diversity.



- Male
- Female

Board skills and experience composition.



Conflicts of interest.

We maintain a Conflicts of Interest Policy to ensure that directors comply with their legal obligations to disclose any material personal interests they have in a matter that relates to the affairs of Beyond Bank and its controlled entities.

Directors' interests are disclosed at least annually and as directors' interests change. Directors declare interests at the commencement of each meeting in the deliberation of specific items on the meeting agenda.

Remuneration.

Our remuneration policy is structured to ensure that the directors of Beyond Bank are remunerated at the median level for directors of member-owned banks of comparable size and complexity. We have adopted this benchmark level to ensure that the bank can attract and retain appropriately skilled and experienced directors to ensure the best possible outcomes for members. Remuneration for directors is assessed annually by the Beyond Bank Nomination Committee against the benchmark.

Subsequent to this year's review, the Nomination Committee recommended, and the Board approved, an increase in the base director fee of 3.5 per cent in line with wages growth generally, and to ensure comparability to market. With effect from 1 July 2026, the base fee has been set at $103,548 per annum (inclusive of the Superannuation Guarantee).

In addition to the base fee, additional payments are made as follows:

Position	Additional Payment
Chair of the Board	100% of the base director fee
Deputy Chair of the Board (if appointed)	50% of the base director fee
Chairs of Board Audit Committee, Board Governance and Remuneration Committee, Board Risk Committee and Board Technology Committee	25% of the base director fee
Chair of Nomination Committee	12.5% of the base director fee
Member of BAC, BRC, BGRC, BTC (other than the Chair of that Committee)	12.5% of the base director fee

These additional payments recognise the additional workload and responsibility attached to the performance of each of the positions referred to in this section. The additional payments are cumulative (i.e. if a director chairs (or is a member of) more than one committee, the director is entitled to an additional payment for each committee he/she chairs (or is a member of)). In general, and subject to prevailing circumstances, directors will serve as a Chair of a committee, or as a member of up to two committees only to ensure the most effective use of skills and resources.

The additional payments are regularly benchmarked. The last benchmarking was completed in May 2026.

How our Board operates.

Board committees.

In addition to providing general governance through Board meetings, directors are involved in specific guidance and assistance through the operation of four standing Board committees (Audit, Governance and Remuneration, Risk, Technology) and the Nomination Committee.

Committees are structured to ensure they have the qualifications and experience to execute their responsibilities. Membership of each committee consists of appropriately skilled directors (with the exception of the Nomination Committee, which must comprise of at least two members who are independent of the Board) and, from time to time, the Chief Executive Officer (CEO) by invitation.

Other executive officers may also attend Board and Board committee meetings by invitation. Executive management attendance promotes effective communication, governance and provides contemporary banking and finance industry experience to complement directors' broader perspectives.

The composition of each Committee is detailed below and reflects membership as at the date of publishing (September 2026).

Chair.

The Chair is responsible for leading the Board, managing the agenda and meetings, undertaking spokesperson and public relations activities, and facilitating:

- effective oversight of management
- the flow of information between directors and the CEO
- annual assessments of the effectiveness of the Board and Board committees and the performance of the CEO.

CEO.

The CEO, within the authority delegated by the Board, has senior executive responsibilities for the leadership and culture, strategic intent and direction, governance, management and performance of operations of all activities within the Beyond Bank Australia Group (the Group). including risk and compliance.

Audit Committee.

Chair
Helen Thornton

Members
Steve Coles
Trent Bartlett

Role
The committee's role is to:

- assist the Board in discharging its corporate governance oversight responsibilities by providing an objective non-executive review of the effectiveness of the Group's financial and assurance reporting processes, external audit, internal audit function and the appointment of the external and internal auditors
- maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis)
- provide oversight and an assessment of the adequacy of internal control systems and processes
- help maintain effective internal and external audit functions and communication between the Board, its committees and the external and internal auditors.

Expertise
All committee members have experience as company directors, and one is a qualified accountant. The committee members' experiences include:

- financial management and audit
- senior executive management in banking and technology services
- membership of professional bodies and their respective professional development requirements.

Risk Committee.

Chair
Joanne (Jodie) Baker

Members
Cindy (Cynthia) Batchelor
Christine (Chris) Yates

Role
The committee's role is to:

- consider any matters where there is exposure of the Group to possible economic or financial loss, damage, injury or delay as a consequence of pursuing its business
- monitor the alignment of the Group's risk profile and controls with the risk appetite (as defined in the risk appetite statement approved by the Board)
- monitor and provide oversight assurance of the Group's compliance with APRA Prudential Standards
- oversee the identification, management and reporting of risks inherent in the Group's operations.

Expertise
In addition to graduate qualifications in a range of disciplines, among committee members, there is considerable executive experience in risk management and strategy development/implementation across diverse industries, especially in banking, financial services businesses.

Nomination Committee.

Chair
John Evans

Independents
Kerryn Newton
Andrea Durrant

Role
The committee's role is to:

- assess each person who is nominated as a candidate for a director election or who is a retiring elected director standing for re-election, and provide a report to the Board of its assessment of each person
- ensure the combined skills of the Board are fit for purpose
- on an annual basis, seek and consider appropriate information and advice to make a recommendation to the Board on the levels of director remuneration and the board total remuneration cap.

Expertise
This committee is well qualified to fulfil its purpose. Members of this committee bring experience in business development, corporate governance, board performance and assessment, director recruitment, risk management and management consulting. Between committee members, there is substantial experience at senior executive and board level.

Governance and Remuneration Committee.

Chair
Trent Bartlett

Independents
John Evans
Cindy (Cynthia) Batchelor

Role
The committee's role has two functions:

- General governance - Assisting the Board in discharging its responsibility to ensure good corporate governance within the Group. This includes:
  - Making recommendations to the Board about changes to its size and composition
  - Ensuring an appropriate Board and committee structure is in place
  - Considering the skills, knowledge and experience currently represented on the Board to assess whether those meet the needs of the business
  - Overseeing the Beyond Bank constitution and making recommendations for changes.
- Board remuneration matters - Undertaking the duties of a Board remuneration committee as required by Prudential Standard CPS 511, the Financial Accountability Regime and the remuneration framework. This includes:
  - Conducting regular reviews and making recommendations to the Board on the Beyond Bank remuneration policy
  - Making annual recommendations to the Board on the remuneration of the CEO, direct reports of the CEO (i.e. executive officers) and other persons whose activities may, in the committee's opinion, affect the financial soundness of Beyond Bank
  - Making recommendations to the Board in relation to the remuneration framework and practices for all staff in the Group.

Expertise
Members of this committee bring experience in fields as diverse as banking, management consultancy, financial management, strategy development/ implementation, ESG (environmental, social, governance), audit, human resource management, leadership, governance and risk management. All committee members have experience in company directorship, hold undergraduate or postgraduate business qualifications and membership of professional bodies. One member of this committee was previously a partner of a Tier 1 international audit and accounting firm.

Technology Committee.

Chair
Steve Coles

Independents
Joanne (Jodie) Baker
Christine (Chris) Yates

Role
The committee's role is to:

- assist the Board in discharging its responsibility in relation to technology of the Group, by providing objective and non-executive oversight of the technology plan supporting the delivery of the Group's strategy
- review the execution of the technology plan supporting BBA's strategy and management's delivery against the agreed outcomes and milestones
- review the adequacy and suitability of the current and future technology enterprise architecture
- review the Information Security Policy and related cyber security policies.

Expertise
In addition to graduate qualifications in a range of disciplines, among committee members, there is considerable executive experience in technology management, information security and cyber risk management and technology strategy development and implementation across diverse industries, especially in banking, finance and technology services businesses.

External Auditor.

KPMG is Beyond Bank's external auditor, and it is responsible for forming an opinion about whether the financial report complies with the accounting standards and gives a true and fair view and conducts its audit in accordance with the auditing standards. KPMG must meet independence requirements (including professional standards) and provide the directors with an auditor's independence declaration.

Internal Auditor.

PwC is our internal auditor, responsible for conducting internal audit assignments set out in the rolling four-year Internal Audit Plan and reporting their results to the Board Audit Committee and management. In its internal audit reports, PWC summarises the results of the reviews of systems and related internal controls and identifies areas for improvement. PwC also undertakes targeted reviews where requested by the Board or management.

How we are regulated.

As an ADI, Beyond Bank is regulated by various regulators, including the Australian Prudential Regulation Authority (APRA), the Australian Securities and Investments Commission (ASIC), the Australian Transaction Reports and Analysis Centre (AUSTRAC) and the Office of the Australian Information Commissioner (OAIC).

In addition, we subscribe to the Customer Owned Banking Code of Practice. We are also a member of the Australian Financial Complaints Authority (AFCA), which provides a free and independent dispute resolution for customers or members of ADIs operating in Australia.

Our approach to risk management.

We adopt sound risk management principles to create an operating environment that realises potential opportunities whilst managing the adverse effects of the associated risks.

The Board sets the appropriate risk appetite and strategy to ensure Beyond Bank remains strong, its assets are protected and opportunities are optimised.

Our risk culture requires staff to be responsible for managing risks in line with our risk management strategies to protect existing value and create additional value.

To deliver this objective, Beyond Bank has adopted the Three Lines of Defence risk management and assurance model and regularly monitors the organisation's risk culture using a risk barometer.

Remaining compliant is at the forefront.

We manage compliance by:

- ensuring a sound compliance framework and systems to monitor and measure compliance
- investing in appropriate staff, training and systems
- ensuring appropriate processes to identify and manage actual and likely instances of non-compliance. Our culture is focused on doing the right things the right way
- regular reporting on compliance matters to the Board and relevant committees.