

2024 Annual Election of Directors Nomination Form

I hereby nominate _____
(Please use block letters)

for the position of Director of Qudos Mutual Limited, trading as Qudos Bank ('Qudos Bank').

Name of Proposer _____
(Please use block letters)

Member Number _____

Signature of Proposer _____

Name of Secondor _____
(Please use block letters)

Member Number _____

Signature of Secondor _____

CONSENT & DECLARATION BY NOMINEE

I, _____ of _____
(Please use block letters) (Home address)

consent to being nominated for election as a Director of Qudos 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 a 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 and provided by me in support of my fit and proper assessment to hold the position of a Director of Qudos Bank.

Signature _____

Member Number _____

Date _____

Contact Telephone No _____

Nominations must be received by the Returning Officer by no later than 12:00 noon (Sydney time) on Friday, 09 August 2024.

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 PHOTOGRAPH (good quality, high resolution);
- BANKRUPTCY SEARCH
- NATIONAL POLICE CHECK

Nomination forms and attachments should be sent to: sydneyreturningofficer@computershare.com.au or to: The Returning Officer (Qudos Bank), Reply Paid 2062, Melbourne VIC 8060.

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 12:00 noon (Sydney time) on Friday, 09 August 2024 for the nomination to be considered by the Returning Officer and Qudos Bank's 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 photograph (good quality, high resolution)
- 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 email at: sydreturningofficer@computershare.com.au or writing to: The Returning Officer (Qudos Bank) Reply Paid 2062 Melbourne VIC 8060.

Background of Qudos Bank

Qudos Bank (formally Qantas Staff 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 Mutual Limited and in 2016 became a bank and launched as Qudos Bank.

Today, Qudos Bank has over 90,000 Members, approx. \$6billion 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 customer owned, 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 fulfill 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 the Directors from within its 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, and maintains dedicated Member Service Centre's 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, mobile 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 and foreign exchange products.

Eligibility for Membership

To become a member of Qudos Bank a person or entity must meet certain eligibility criteria set out 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, Robert Agati, by telephoning 1300 747 747 or by sending an email to member_relations@qudosbank.com.au.

The Board of Directors

The Board of Directors has the ultimate responsibility to the Bank's members 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 governance practices.

Good governance is critical for ensuring the Bank's sound and prudential management and that the Bank is governed in the best interests of members 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 and operational management of the organisation.

Time Commitment

The Board and its Committees meet in accordance with a schedule of meetings. All 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 of pre-reading. In addition, the Board may hold special meetings for strategic planning purposes and there are additional members meetings. Meetings attended by Directors each year average 50 per year. Where circumstances require, meetings may be more numerous, frequent or be conducted electronically, such as those that occurred 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 its 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).

Director Identification Number

The Australian Federal Government introduced a requirement for all current and future directors of Australian companies, to apply for a director identification (Director ID) number. In Australia, all directors must be individual persons and, as such, applications for a Director ID requires the provision of verified identity documents.



A Director ID is a unique identifier, issued by Australian Business Registry Services (ABRS), that a director will apply for once and perpetually keep. The Director ID can be used for all director positions held by a person across all their appointments.

All nominees are required to have a Director ID to be eligible to stand as a candidate in the 2024 Director Election.

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.

The 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 its Code of Conduct, annual fit and proper assessments, annual Board and Director performance 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 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 be nominated 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;
- have been issued a Director Identification Number; 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 2024 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 judgment 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 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;
- two 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 Member Elected Directors are conducted by the Qudos Bank Nominations Committee 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 year).

Required Competencies

The Qudos Bank Nominations Committee 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 2024 Director Election.

Each candidate for the 2024 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:

- Digital Transformation
- Risk Management
- Strategy Development and Implementation

The required skill level for the functional competencies are:

Digital Transformation:

The eligible member nominating:

- Has worked in digital environments for 10 years or more.
- Has advanced understanding of digital environments and processes including cyber security, communication and data protocols and workplace digital tools.
- Holds at least a bachelor's degree or equivalent qualification in information technology and/or related field.
- Has a history of leadership roles in digital environments spanning a period of 7 years or more.
- Has demonstrated an ability to think strategically about digital environments across an organisation, successfully advancing its interests as a result.
- Has regularly exhibited an ability to make informed decisions about digital environments across an organisation.
- Consistently demonstrates capability in reading and interpreting technical data.
- Proven ability to provide oversight and acknowledged high level advice on digital environments.

Risk Management:

The eligible member nominating:

- Has worked in the management of risk for 10 years or more.
- Has advanced understanding of risk management functions including risk profiles and appetite statements, scenario planning, crisis management, risk identification/classification and similar functions.
- Holds at least a bachelor's degree or equivalent qualification in a related field, where risk was either an explicit focus or a major part of the coursework.



- Has a history of leadership roles with risk management responsibility spanning 7 years or more.
- Proven ability to provide oversight and acknowledged high level advice on risk.
- Has regularly exhibited an ability to make informed decisions about risk across an organisation.
- Has worked directly with risk management standards and frameworks such as ISO 31000.
- Consistently demonstrates capability in reading and interpreting data used to make decisions about risk.
- Has demonstrated an ability to think strategically about risk across an organisation, successfully advancing the interests of the organisation as a result.

Strategic Development & Implementation

The eligible member nominating:

- Has worked with strategy for 10 years or more, e.g. as a Strategy Manager within an organisation.
- Has advanced understanding of strategic principles including environment analysis, goal setting, core strategy development, key performance indicator (KPI) development, task tracking and similar concepts.
- Holds at least a bachelor's degree or equivalent qualification in a related field, where strategy was either an explicit focus or a major part of the coursework.
- More than 7 years' experience in leadership roles where strategy was an explicit focus.
- Proven ability to provide oversight and acknowledged high level advice on strategy development and implementation.
- Has regularly exhibited an ability to make informed decisions about the strategic direction of an organisation.
- Consistently demonstrates capability in reading and interpreting key data used to make strategic decisions.
- Has demonstrated an ability to think strategically about the positioning of an organisation, successfully advancing the interests of the organisation as a result.

In addition to the functional competencies, 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
- An understanding of the role and responsibilities of a director of an Authorised Deposit Taking Institution (ADI)
- Risk Management
- Governance
- Managing People and Organisations
- An understanding of, and demonstrated commitment to, the values of Qudos Bank
- Having sufficient time available to fulfill the role
- The capacity and willingness to undertake continuous professional development and learning consistent with Qudos Bank Policy
- Capacity to contribute to board meetings and deliberations
- The ability to listen, evaluate and form conclusions
- An understanding of the collegial nature of a Board and the ability to function effectively in a collegial way

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 Qudos Bank Nominations Committee who will then conduct a preliminary candidate assessment and provide nominees an opportunity to respond to any matters of concern.

Nominees may be invited to attend an interview with the Qudos Bank Nominations Committee and must provide the Committee with all information and documentation that they might reasonably requests to determine if the person nominated 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 the costs associated with attending an interview with the Nominations Committee, and for all searches and enquiries which the Nominations Committee required to undertake in accordance with the Fit and Proper Policy.

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

After making their assessment, the Qudos Bank Nominations Committee will advise the Returning Officer of the nominees assessed to be eligible for election as Member Elected Directors.

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 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 Nominations Committee have concluded their assessments, the Returning Officer will determine whether an election of directors is required under Schedule 2 of the Constitution. If an 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 2024. Members who have elected to receive the ballot papers in hardcopy will be sent ballot papers in October 2024.

In addition to the ballot, the election material will include a photograph and a profile of each candidate to enable members to make an informed decision on their election. There is a strict 200 words limit for the profile. Word counts exceeding the 200 word limit may be excised without consultation. The candidate's full name, preferred name, title, and post-nominals 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 existing director 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.

Other matters

Nominees are requested to note the announcement made earlier this year regarding Qudos Bank entering a Memorandum of Understanding with Bank Australia to explore a potential merger opportunity.

In anticipation of the Merger, the Directors intend to recommend and propose to Members at the 2024 Annual General Meeting the introduction of a board limit to reduce the number of directors on the Board from seven to five. There are currently five Directors on the Qudos Bank Board, two of which are due to retire in 2024. Both have indicated their intention to offer themselves for re-election.

The Board considers five directors to be the optimal number of directors given the potential merger and based on the size and nature of the Bank's current business. Reducing the number of directors to five will also enable the Bank to limit its expenses and promote more efficient decision-making.

Notwithstanding the above, Qudos Bank is required under its Constitution to conduct a director election for vacant member-elected positions. If the resolution to reduce the number of directors is approved, then the number of vacancies to be filled in the director election will be reduced accordingly.

Voting and Election results

Members can vote electronically or by postal ballot. Electronic voting will open in October 2024 and paper voting material will be sent to Members who have requested ballots in hard copy during October. Voting will close at 12:00 noon on 14 November 2024 (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

Name of Nominee

(Please use block letters)

Address of Nominee

(Please use block letters)

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;
 - 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 (including potential 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 _____
(Please use block letters)

State / Territory _____
(Please use block letters)

Signature of Nominee _____

Before me:

Signature of Witness _____

Address of Witness

Name of Witness _____
(Please use block letters)

Qualification of Witness

☐ Justice of the Peace ☐ Solicitor

To be completed by the Witness. Please strike through the 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 or
- I have known the person for at least 12 months.

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

(state identification document relied on)

Date: _____



Questionnaire

Your Personal Details

Family Name		
Given Names		
Have you ever been known by another name?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If Yes, by what other names?		
When?		
Sex	<input type="checkbox"/> Male	<input type="checkbox"/> Female
Date of Birth		
Town/City of birth		
Country of birth		
Have you been a member of Qudos Bank for at least 12 months?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If Yes, what is your membership number?		
Do you have a Director Identification Number (DIN)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If Yes, what is your DIN?		

Your Contact Details

Telephone	Mobile	Business
Email		
Residential address	Number/Street Suburb Postcode/State	

Your Employment Details

Your occupation	
Your employer	
Business address	Number/Street Suburb Postcode/State

Your Employment History

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



Employer 1		
Address	Number/Street Suburb Postcode/State	
Period of employment	From	To
Position held		
Reason for leaving		

Employer 2		
Address	Number/Street Suburb Postcode/State	
Period of employment	From	To
Position held		
Reason for leaving		

Employer 3		
Address	Number/Street Suburb Postcode/State	
Period of employment	From	To
Position held		
Reason for leaving		

Employer 4		
Address	Number/Street Suburb Postcode/State	
Period of employment	From	To
Position held		
Reason for leaving		



Your Employment History continued

Employer 5		
Address	Number/Street Suburb Postcode/State	
Period of employment	From	To
Position held		
Reason for leaving		

Your Knowledge, Skill & Experience

1	Do you have any tertiary qualifications?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details at page 15
2	Have you ever been a director or manager of a company?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details at page 16
3	Have you ever been the director or employee of, or professional consultant to, an Authorised Deposit Taking Institution (ADI)?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details at page 17
4	Have you ever been a member of a professional services firm?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details at page 18
5	Have you ever been a member of a professional or industry body?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details at page 19
6	Do you have any other qualifications or experience which makes you suitable to be a responsible person of Qudos Bank?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below
7	Refer to the relevant competencies listed in the competency self-assessment – do you believe that you have the specified competencies?	<input type="checkbox"/> No	<input type="checkbox"/> Yes

Your Propriety

8	Have you ever been convicted of a criminal offence under the laws of Australia or of a foreign country? PLEASE ATTACH YOUR NATIONAL POLICE CHECK CERTIFICATE*	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below
9	Have you ever been bankrupt under the laws of Australia or of a foreign country? PLEASE ATTACH YOUR BANKRUPTCY SEARCH RESULT*	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below

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



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?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below
11	Have you ever been disqualified from managing or directing a corporation?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below
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 an authorised nonoperating holding company, or a senior manager of the Australian operations of a foreign authorised deposit-taking institution?	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below
14	Has a personal representative or trustee ever been appointed to administer your property on the grounds of mental incapacity?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below
15	Are there any unsatisfied judgments against you in any court of law?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below
16	Are you able to pay your debts as and when they fall due?	<input type="checkbox"/> No	<input type="checkbox"/> Yes
17	Are you aware of any other matters which may be relevant to an assessment of your character, diligence, honesty, integrity or judgment?	<input type="checkbox"/> No	<input type="checkbox"/> Yes Provide details below

Conflicts of Interest

18	Do you have any interest in a contract or a proposed contract with Qudos Bank?	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> No	<input type="checkbox"/> Yes	Provide details below
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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	Mobile Business
Reference 2	
Family Name	
Given Names	
Telephone	Mobile Business
Reference 3	
Family Name	
Given Names	
Telephone	Mobile Business



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?



Your Profile

Please provide a profile (max 200 words) for inclusion in the election material.

This profile must contain a summary of your experience and qualifications only; extraneous material will not be included (refer to Nominations Pack for more information).

Please also attach a passport sized photograph.



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 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 employers, 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 provide all information required, we will not be able to assess your eligibility, and fitness and propriety to hold a responsible person position at Qudos Bank.

We may disclose your information to our Returning Officer, the Qudos Bank 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, Robert Agati, by telephoning 1300 747 747 or by sending an email to: member_relations@qudosbank.com.au.

Required Competencies for Candidates

As part of the assessment under Qudos Bank's Fit and Proper Policy, each candidate for the 2024 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:

- Digital Transformation
- Risk Management
- Strategy Development and Implementation

The required skill level for the functional competencies for the eligible member nominating are:

Digital Transformation:

- Has worked in digital environments for 10 years or more.
- Has advanced understanding of digital environments and processes including cyber security, communication and data protocols and workplace digital tools.
- Holds at least a bachelor's degree or equivalent qualification in information technology and/or related field.
- Has a history of leadership roles in digital environments spanning a period of 7 years or more.
- Has demonstrated an ability to think strategically about digital environments across an organisation, successfully advancing its interests as a result.
- Has regularly exhibited an ability to make informed decisions about digital environments across an organisation.
- Consistently demonstrates capability in reading and interpreting technical data.
- Proven ability to provide oversight and acknowledged high level advice on digital environments.

Risk Management:

- Has worked in the management of risk for 10 years or more.
- Has advanced understanding of risk management functions including risk profiles and appetite statements, scenario planning, crisis management, risk identification/classification and similar functions.
- Holds at least a bachelor's degree or equivalent qualification in a related field, where risk was either an explicit focus or a major part of the coursework.
- Has a history of leadership roles with risk management responsibility spanning 7 years or more.
- Proven ability to provide oversight and acknowledged high level advice on risk.
- Has regularly exhibited an ability to make informed decisions about risk across an organisation.
- Has worked directly with risk management standards and frameworks such as ISO 31000.
- Consistently demonstrates capability in reading and interpreting data used to make decisions about risk.
- Has demonstrated an ability to think strategically about risk across an organisation, successfully advancing the interests of the organisation as a result.

Strategic Development & Implementation

- Has worked with strategy for 10 years or more, e.g. as a Strategy Manager within an organisation.
- Has advanced understanding of strategic principles including environment analysis, goal setting, core strategy development, key performance indicator (KPI) development, task tracking and similar concepts.
- Holds at least a bachelor's degree or equivalent qualification in a related field, where strategy was either an explicit focus or a major part of the coursework.
- More than 7 years' experience in leadership roles where strategy was an explicit focus.
- Proven ability to provide oversight and acknowledged high level advice on strategy development and implementation.
- Has regularly exhibited an ability to make informed decisions about the strategic direction of an organisation.
- Consistently demonstrates capability in reading and interpreting key data used to make strategic decisions.
- Has demonstrated an ability to think strategically about the positioning of an organisation, successfully advancing the interests of the organisation as a result.

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
- An understanding of the role and responsibilities of a director of an Authorised Deposit Taking Institution (ADI)
- Risk Management
- Governance
- Managing People and Organisations
- An understanding of, and demonstrated commitment to, the values of Qudos Bank
- Having sufficient time available to fulfill the role
- The capacity and willingness to undertake continuous professional development and learning consistent with Qudos Bank Policy
- Capacity to contribute to board meetings and deliberations
- The ability to listen, evaluate and form conclusions
- An understanding of the collegial nature of a Board and the ability to function effectively in a collegial way
- 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.

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.

An understanding of the role and responsibilities of a director of an Authorised Deposit Taking Institution (ADI)

- Ability to articulate the general duties of a director of an ADI as well as the implications of a breach of those duties:
- exercise a director's powers and duties with the care and diligence that a reasonable person would have which includes
- taking steps to ensure you are properly informed about the financial position of the company
- exercise a director's powers and duties in good faith in the best interests of the company and for a proper purpose
- not to improperly use your position as a director to gain an advantage for yourself or someone else, or to cause detriment to the company
- not to improperly use information obtained through your position as a director to gain an advantage for yourself or someone else, or to cause detriment to the company.
- keep adequate financial records to correctly record and explain transactions and the company's financial position and performance.
- not to trade whilst insolvent
- ensure that they satisfy the requirements to be fit and proper for the role
- meet or exceed the prudential/financial requirements specified by APRA for the organisation
- comply with the risk management and governance requirements of APRA.

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.
- Director 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.
- Director has demonstrated an understanding of risk management procedures.

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.

Managing People & 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:
 - o Presents to the board on a regular basis.
 - o Attends all board meetings and participates in relevant discussions.
 - o Regularly prepares papers for board discussion and decision.

An understanding of, and demonstrated commitment to, the values of Qudos Bank

- Ability to articulate the values of Qudos Bank.
- Ability to articulate how these values would be reflected in how they undertake their role as a director of Qudos Bank.
- Understanding of the mutual structure of Qudos Bank.
- Ability to articulate how the mutual structure of Qudos Bank would be reflected in how they undertake their role as a director of Qudos Bank.
- Prepared to sign the directors' Code of Conduct.
- Not previously been sanctioned for breaches of a directorial or workplace code of conduct.

Having sufficient time available to fulfill the role

- Time available to deliver effective governance to the organisation.
- Ability to take the time to learn and prepare properly for board meetings.
- Available and approachable when needed to discuss issues with both fellow directors and management.
- Would rarely need to leave board/committee meetings early or be an apology for board/committee meetings.

The capacity and willingness to undertake continuous professional development and learning consistent with Qudos Bank Policy

- Ability to undertake professional development opportunities identified by the organisation.
- Demonstrated ability to undertake independent study.
- Prepared to agree to a binding professional development plan, default of which could lead to termination as a director.

Capacity to contribute to board meetings and deliberations

- Experience making decisions at board level/received guidance or training about making decisions at board level.
- Demonstrates structure in decision making, rarely acting on impulse or failing to act at all.
- Ability to consider the implications of decisions made.
- Understanding of scenario planning and ability to provide objective assessments.
- Ability to contribute when decisions are to be made.
- Ability to consider key business domains when making decisions (operations, marketing, finance, human resources, etc.).
- Ability to remain dispassionate when making decisions and accept consensus when a group decision may be in conflict with their personal position.

The ability to listen, evaluate and form conclusions

Effective listener, with ability to:

- use active listening and questioning to facilitate effective two-way communication.
- win agreement and trust of others by listening first and reaching conclusions second.
- receive, attend to, interpret, and respond to verbal messages and other cues, like body language, in ways that are appropriate to the purpose.
- seek to contribute in discussions, but also allow others to voice their opinions.

Ability to challenge and probe:

- accepted thinking to ensure the board produces the best outcomes for the organisation.
- in a very non-confrontational way and consider the responses when making a final judgment.
- to get to the crux of an issue and then get it resolved, even if tough decisions are needed.

Understanding of decision-making processes including:

- recognition of the importance of rigour and process in effective decision making.
- knowledge of tools used to improve group decision making, e.g., decision trees, etc.
- consideration of different points of view and alternatives.
- encouragement for the gathering of relevant information and informed opinion.
- recognition that the narrowest decision can have wide-ranging consequences.
- recognition that decisions cannot be made in isolation from ethical, political, social, environmental, regulatory and other 'non-business' considerations.
- awareness of cognitive and decision-making biases, e.g., groupthink.

An understanding of the collegial nature of a Board and the ability to function effectively in a collegial way

- Ability to articulate the importance of the board working together and the negative impact individuals have on the group if they do not do so.
- Ability to establish trust, respect and rapport.
- Demonstrates collegiality and an ability to meet and interact with people at all levels.
- Demonstrates diplomacy, tact, skill and discretion when dealing with others.
- Willing to raise any concerns with other's behaviour in a non-confrontational manner to ensure relationships are maintained.
- Works effectively with others (colleagues, management, staff).
- Speaks positively about others.
- Energises others to achieve organisational goals.
- Identifies others' strengths and weaknesses and adjusts own interventions to maximise team output.
- Gives credit where credit is due.
- Manages conflict constructively; encourages or facilitates a beneficial resolution.

The Qudos Bank 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 2024 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.

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: 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: <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.

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-npii> 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 16 August 2024 your nomination may be rejected.

Sending Nominations and Attachments

Nominations must be received by the Returning Officer by no later than 12:00 noon (Sydney time) on Friday, 09 August 2024.

Nomination forms and attachments should be sent to: sydreturningofficer@computershare.com.au

OR

The Returning Officer (Qudos Bank)
Reply Paid 2062
Melbourne VIC 8060

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



Competency Criteria

2024 Director Election Functional Competencies

(At least ONE of the following)

Digital Transformation

That the nominee:

- Has worked in digital environments for 10 years or more.
- Has advanced understanding of digital environments and processes including cyber security, communication and data protocols and workplace digital tools.
- Holds at least a bachelor's degree or equivalent qualification in information technology and/or related field.
- Has a history of leadership roles in digital environments spanning a period of 7 years or more.
- Has demonstrated an ability to think strategically about digital environments across an organisation, successfully advancing its interests as a result.
- Has regularly exhibited an ability to make informed decisions about digital environments across an organisation.
- Consistently demonstrates capability in reading and interpreting technical data.
- Proven ability to provide oversight and acknowledged high level advice on digital environments.

Please demonstrate how you meet this competency:

Risk Management

That the nominee:

- Has worked in the management of risk for 10 years or more.
- Has advanced understanding of risk management functions including risk profiles and appetite statements, scenario planning, crisis management, risk identification/classification and similar functions.
- Holds at least a bachelor's degree or equivalent qualification in a related field, where risk was either an explicit focus or a major part of the coursework.
- Has a history of leadership roles with risk management responsibility spanning 7 years or more.
- Proven ability to provide oversight and acknowledged high level advice on risk.
- Has regularly exhibited an ability to make informed decisions about risk across an organisation.
- Has worked directly with risk management standards and frameworks such as ISO 31000.
- Consistently demonstrates capability in reading and interpreting data used to make decisions about risk.
- Has demonstrated an ability to think strategically about risk across an organisation, successfully advancing the interests of the organisation as a result.



Strategic Development & Implementation

That the nominee:

- Has worked with strategy for 10 years or more, e.g. as a Strategy Manager within an organisation.
- Has advanced understanding of strategic principles including environment analysis, goal setting, core strategy development, key performance indicator (KPI) development, task tracking and similar concepts.
- Holds at least a bachelor's degree or equivalent qualification in a related field, where strategy was either an explicit focus or a major part of the coursework.
- More than 7 years' experience in leadership roles where strategy was an explicit focus.
- Proven ability to provide oversight and acknowledged high level advice on strategy development and implementation.
- Has regularly exhibited an ability to make informed decisions about the strategic direction of an organisation.
- Consistently demonstrates capability in reading and interpreting key data used to make strategic decisions.
- Has demonstrated an ability to think strategically about the positioning of an organisation, successfully advancing the interests of the organisation as a result.

Please demonstrate how you meet this competency:



Qualifying Skills (all mandatory)

Financial Literacy

That the nominee:

- 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:

An understanding of the role and responsibilities of a director of an Authorised Deposit Taking Institution (ADI)

That the nominee:

- Ability to articulate the general duties of a director of an ADI as well as the implications of a breach of those duties:
- exercise a director's powers and duties with the care and diligence that a reasonable person would have which includes
- taking steps to ensure you are properly informed about the financial position of the company
- exercise a director's powers and duties in good faith in the best interests of the company and for a proper purpose
- not to improperly use your position as a director to gain an advantage for yourself or someone else, or to cause detriment to the company
- not to improperly use information obtained through your position as a director to gain an advantage for yourself or someone else, or to cause detriment to the company.
- keep adequate financial records to correctly record and explain transactions and the company's financial position and performance.
- not to trade whilst insolvent
- ensure that they satisfy the requirements to be fit and proper for the role
- meet or exceed the prudential/financial requirements specified by APRA for the organisation
- comply with the risk management and governance requirements of APRA.

Please demonstrate how you meet this competency:

Risk Management

That the nominee:

- 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.
- Director 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.
- Director has demonstrated an understanding of risk management procedures.

Please demonstrate how you meet this competency:

Governance

That the nominee:

- 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

Please demonstrate how you meet this competency:

Managing People and Organisations

That the nominee:

- 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:

An understanding of, and demonstrated commitment to, the values of Qudos Bank

That the nominee:

- Ability to articulate the values of Qudos Bank.
- Ability to articulate how these values would be reflected in how they undertake their role as a director of Qudos Bank.
- Understanding of the mutual structure of Qudos Bank.
- Ability to articulate how the mutual structure of Qudos Bank would be reflected in how they undertake their role as a director of Qudos Bank.
- Prepared to sign the directors' Code of Conduct.
- Not previously been sanctioned for breaches of a directorial or workplace code of conduct.

Please demonstrate how you meet this competency:

Having sufficient time available to fulfill the role

That the nominee:

- Time available to deliver effective governance to the organisation.
- Ability to take the time to learn and prepare properly for board meetings.
- Available and approachable when needed to discuss issues with both fellow directors and management.
- Would rarely need to leave board/committee meetings early or be an apology for board/committee meetings.

Please demonstrate how you meet this competency:

The capacity and willingness to undertake continuous professional development and learning consistent with Qudos Bank Policy

That the nominee:

- Ability to undertake professional development opportunities identified by the organisation.
- Demonstrated ability to undertake independent study.
- Prepared to agree to a binding professional development plan, default of which could lead to termination as a director.

Please demonstrate how you meet this competency:

Capacity to contribute to board meetings and deliberations

That the nominee:

- Experience making decisions at board level/received guidance or training about making decisions at board level.
- Demonstrates structure in decision making, rarely acting on impulse or failing to act at all.
- Ability to consider the implications of decisions made.
- Understanding of scenario planning and ability to provide objective assessments.
- Ability to contribute when decisions are to be made.
- Ability to consider key business domains when making decisions (operations, marketing, finance, human resources, etc.).
- Ability to remain dispassionate when making decisions and accept consensus when a group decision may be in conflict with their personal position.

Please demonstrate how you meet this competency:

The ability to listen, evaluate and form conclusions

That the nominee:

Effective listener, with ability to:

- use active listening and questioning to facilitate effective two-way communication.
- win agreement and trust of others by listening first and reaching conclusions second.
- receive, attend to, interpret, and respond to verbal messages and other cues, like body language, in ways that are appropriate to the purpose.
- seek to contribute in discussions, but also allow others to voice their opinions.

Ability to challenge and probe:

- accepted thinking to ensure the board produces the best outcomes for the organisation.
- in a very non-confrontational way and consider the responses when making a final judgment.
- to get to the crux of an issue and then get it resolved, even if tough decisions are needed.

Understanding of decision-making processes including:

- recognition of the importance of rigour and process in effective decision making.
- knowledge of tools used to improve group decision making, e.g., decision trees, etc.
- consideration of different points of view and alternatives.
- encouragement for the gathering of relevant information and informed opinion.
- recognition that the narrowest decision can have wide-ranging consequences.
- recognition that decisions cannot be made in isolation from ethical, political, social, environmental, regulatory and other 'non-business' considerations.
- awareness of cognitive and decision-making biases, e.g., groupthink.

Please demonstrate how you meet this competency:

An understanding of the collegial nature of a Board and the ability to function effectively in a collegial way

That the nominee:

- Has the ability to articulate the importance of the board working together and the negative impact individuals have on the group if they do not do so.
- Has the ability to establish trust, respect and rapport.
- Demonstrates collegiality and an ability to meet and interact with people at all levels.
- Demonstrates diplomacy, tact, skill and discretion when dealing with others.
- Willing to raise any concerns with other's behaviour in a non-confrontational manner to ensure relationships are maintained.
- Works effectively with others (colleagues, management, staff).
- Speaks positively about others.
- Energises others to achieve organisational goals.
- Identifies others' strengths and weaknesses and adjusts own interventions to maximise team output.
- Gives credit where credit is due.
- Manages conflict constructively; encourages or facilitates a beneficial resolution.

Please demonstrate how you meet this competency: