



Bank of Queensland 2022 AGM report

ASX code	BOQ
Meeting date	6 December 2022
Type of meeting	Physical with webcast
Monitor	Kelly Buchanan and Mike Stalley
Pre AGM-meeting	Yes with Chair Patrick Allaway, Rem Committee Chair Warwick Negus and Cherie Bell, General Manager of Investor Relations

Meeting Statistics

Number of holdings represented by ASA	158
Number of shares represented by ASA	1,123,910
Value of shares represented by ASA	\$8.1m
Total number attending meeting	138 in person and 547 online
Market capitalisation	\$4.6 billion
ASA open proxies voted	On a poll. ASA voted in favour of all resolutions except for the Adoption of the Remuneration Report.

Three weeks before the AGM we met with the Chairman Patrick Allaway and another director and questioned the apparent revolving door in the executive suite last year during which three of six KMP were replaced. Allaway assured us the changes were complete. Less than two weeks later and only one week before the AGM the Board sacked the CEO and Allaway stepped into the CEO's role until a replacement can be found.

The Chairman's opening address went straight to the point. Oddly he stated "there was no CEO better than George" then proceeded to explain that the bank needed a different leadership style, that the board had lost confidence in George, and that a longer termination period would have been destabilizing and not in the bank's best interests. Karen Penrose was appointed as lead independent director. As well, Allaway has taken a leave of absence from his two other listed company NED positions allowing him time to run the bank.

The Chairman's aim is to continue the ongoing transformation process intending to make the bank simpler and more resilient and to continue its eternal quest to bring the bank into the modern technological age. He also plans to maintain capital buffers at current levels even if mandatory levels are reduced suggesting a stronger risk profile. Unconventionally, there was no applause after the Chairman's speech.

Although not an agenda item, the Chairman called for questions on the CEO's sacking as a first order of business. ASA asked when the revolving door in the executive suite would stop spinning which was not answered. Another shareholder asked whether members of the Frazis team would be leaving to which Allaway naively replied 'no'.

The Chairman was re-elected with 96% of the vote. Two other directors, Ms Penrose and Mr Negus, received a 10% protest vote against their re-elections. The Shareholder Relations executive later told us that one proxy advisor had been concerned about 'overboarding' but had failed to consider that those directors would be reducing their workloads outside of BOQ in the coming weeks.

One attendee repeatedly asked about historical personal banking matters until the Chairman deemed his comments not relevant and asked him to sit down. Other questions followed on the sacking of the CEO, the below-inflation pay rise for frontline workers vs. much larger ones for senior executives, and a plea to make the remuneration incentives truly long term, i.e., five years for STI's and seven years for LTI's.

No outlook or trading update was forthcoming. However, upon questioning, the Chairman said deposits were up \$300m, loans up \$1.1b, and customers were up 5k since the acquisition of ME Bank.

Following the meeting some board members, including the Chairman, mingled with shareholders but only for a very short time.

More than one shareholder approached your monitor with praise for asking tough questions and I was urged to keep up the good work on behalf of ASA. Press coverage of our question about the executive suite's revolving door was generous, being mentioned in both the AFR and the SMH.

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