

NOTICE OF ANNUAL GENERAL MEETING QUEENSLAND COUNTRY BANK LIMITED

ABN 77 087 651 027 AFSL / ACL 244 533

Notice is given that the Annual General Meeting of Members of Queensland Country Bank Limited will be held at Queensland Country Bank Limited, Level 1, 333 Ross River Road, Aitkenvale Queensland 4814 (see RSVP below) at 5.30 p.m. AEST on Thursday 26 November 2026.

AGENDA

1. To confirm the Minutes of the Annual General Meeting held on 27 November 2025.
2. To receive and consider the Directors' Report, the Financial Report and the Auditor's Report for the year ended 30 June 2026.
3. To confirm and declare by ordinary resolution, the appointment of Lewis Ramsay as a Director of the Company.
4. To confirm and declare by ordinary resolution, the appointment of Aileen Cull as a Director of the Company.
5. To determine by ordinary resolution the remuneration of Directors.
6. To propose a Special Resolution to amend the Constitution.
7. General Business: To consider any other business of which due notice has been given in accordance with the Constitution.

By Order of the Board

Lisa Parker
Company Secretary
30 October 2026

EXPLANATORY NOTES

Annual Report

The Directors will present the 2026 Annual Report comprising the 2026 Financial Report, Directors' Report and the Auditor's Report at the Meeting. These can be viewed on the Company's website at [Governance and reporting | Queensland Country Bank](#) from 30 October 2026.

As a Member you are not required to approve these reports. However, the Chair will allow a reasonable opportunity for Members to ask questions or make comments in relation to the reports and the management of the Company.

Ordinary Resolution- Appointment of Directors

Pursuant to the Company's Constitution as the number of candidates is equal to or less than the number of positions to be filled, an election of Directors will not take place at the AGM and separate resolutions will be proposed to confirm the appointment of each candidate.

To consider and, if thought appropriate, pass the following as an ordinary resolution:

"That Lewis Sidney Ramsay be confirmed as a Director of the Company, his appointment to be for the period commencing at the end of this AGM until the end of the third AGM thereafter."

To consider and, if thought appropriate, pass the following as an ordinary resolution:

"That Aileen Elizabeth Cull be confirmed as a Director of the Company, her appointment to be for the period commencing at the end of this AGM until the end of the third AGM thereafter."

In accordance with the company's Constitution two Member- elected Director positions will become vacant when the terms of office of Lewis Ramsay and Aileen Cull expire at the end of the 2026 Annual General Meeting. Nominations were invited from eligible members to stand as candidates for Director. Lewis Ramsay and Aileen Cull have offered themselves for re-election.

On 24 September 2026, the Board approved the Nominations Committee recommendation that Lewis Ramsay and Aileen Cull, whose nominations were uncontested following the Call for Nominations and assessment by the Nominations Committee, as member-elected Directors for a further term of three years to be ratified at the Annual General Meeting.

Lewis Ramsay and Aileen Cull's profiles are available at: [Our people | Queensland Country Bank](#)

Ordinary Resolution- To determine the remuneration of Directors

To consider and, if thought appropriate, pass the following as an ordinary resolution:

"That the total remuneration of all Directors of Queensland Country Bank be approved to increase the aggregate Director remuneration pool to \$777,204 (per annum), inclusive of superannuation and committee payments."

The recommended fees have been arrived at by reference to the 2025 McGuirk Remuneration Survey for Board roles – with an increase of 5% applied to the survey results to meet the current 2026 market as recommended by McGuirk. The Survey has 133 contributors (including 54 mutual banks and along with super funds and Health funds) and covers 95 per cent of the Customer Owned Banking Sector. The following data sets from the survey were applied: Gross Revenue - \$120m-\$240m and Total assets: \$2.5b - \$5b.

Director fees for Chair, Deputy Chair and Directors have been compared with the mutual bank cohort described in the McGuirk Survey and proposed Director fees are consistent with the median for this cohort, based on a 4.1% increase.

Special Resolution- To amend Constitution:

To consider, and if thought fit, to pass the following resolution as a special resolution:

“That an amended Constitution, tabled at the Meeting and signed by the Chair of the Meeting for the purposes of identification, be approved and adopted in place of the current Constitution, with effect from the close of the Meeting.”

The Constitutional change requires a Special Resolution. In order to pass a special resolution, at least 75% of the votes cast by members (whether in person or by proxy) must be in favour of the resolution.

The proposed amended Constitution (with tracked changes) will be available for download from the Company's website at [Governance and reporting | Queensland Country Bank](#) from 30 October 2026.

The proposed amendments are discussed below.

Summary of proposed changes to the Constitution

The changes are to insert new paragraphs 20(b)-20(f) to provide for:

- The Company may pay a member an amount equal to the original subscription price paid for their Membership Share, less any unpaid amount owing on that share.
- The Company must notify the member if such a payment is made.
- Making the payment does not:
 - Redeem the Membership Share; or
 - Terminate the Member's membership, unless clause 12 (Cessation of Membership) also applies.
- If the Company makes the payment, it satisfies the Member's entitlement to payment where:
 - The Member has requested termination of their membership under clause 22;
 - The Board has resolved to terminate the Member's membership under clause 14;or

- The Board has determined the Member's deposit accounts are dormant under clause 15.
- Once the payment is made:
 - Any right the Company has to recover unpaid amounts relating to the Membership Share is extinguished; and
 - Any right of set-off for unpaid amounts on the Membership Share is also extinguished.

The amendment allows the Company to return the value originally paid for a Membership Share without redeeming the share or automatically ending membership. The proposed amendment is intended to simplify the administration of membership shares, improve operational efficiency and maintain an effective membership framework for the benefit of all members.

Note about Proxies:

A Member of the Queensland Country Bank Limited who is entitled to vote at the Annual General Meeting but is unable to attend has the right to appoint a proxy to vote on their behalf. A proxy need not be a member of the Company. A member who is entitled to cast two (2) or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Proxy forms can be obtained at any branch office of the Company or from the Company website. To be effective, the appointment of a proxy must be received by the Company Secretary for Queensland Country Bank at least 48 hours prior to the meeting. Completed Proxy Forms can be returned by:

Hand Delivery: Attention: Company Secretary to any branch office of the Company or to the registered office at Level 1, Queensland Country Centre, 333 Ross River Road Aitkenvale Qld; or

Post: Attention: Company Secretary, Queensland Country Bank Limited Post Office Box 679, Aitkenvale Qld 4814; or

Email: Scan and email: Attention Company Secretary,
cosec@queenslandcountry.bank

RSVP It is preferable that you RSVP via the Queensland Country Bank Call Centre on 1800 075 078 or go via our website to complete an online form and do so by 24 November 2026 advising if you will attend the AGM in person.

30 October 2026

By Order of the Board

Lisa Parker
Company Secretary