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ASX/PNGX – Announcement

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BY ELECTRONIC LODGEMENT

2025 Corporate Governance Statement and Appendix 4G

Please see attached for release to the market, **Kina Securities Limited** (ASX:KSL | PNGX:KSL) Corporate Governance Statement and Appendix 4G for the year ended 31 December 2025.

This announcement was authorised for release by the Disclosure Committee.

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Kina Securities Limited

Corporate Governance Statement

INTRODUCTION

Kina Securities Limited and its related entities (**Kina**, the **Kina Group**, the **Group**, or the **Company**) places great emphasis on the continued development of a strong corporate governance, risk management and compliance culture. In an emerging marketplace, Kina seeks to be innovative as well as provide a safe and secure environment for its customers and clients, which in turn brings value to shareholders.

The Board of Directors of Kina Securities Limited (the **Board**) is responsible for the overall corporate governance of the Kina Group, including adopting appropriate policies and procedures designed to ensure that Kina is properly managed to protect and enhance shareholder interests.

The Board monitors the operational and financial position and performance of Kina and oversees its business strategy, including approving the Company's strategic goals and considering and approving business plans, key governance, risk and operational policies and the annual budget.

Kina has a well-developed corporate governance framework and practices, for the operation and management of Kina, which incorporates resilient internal controls, risk management processes and governance policies and practices. The Board monitors adherence to this framework which enables the Group to comply with relevant laws, regulations and standards set down by the Bank of Papua New Guinea (BPNG), the Australian Securities Exchange (ASX), PNG's National Stock Exchange (PNGX), the PNG Companies Act 1997 (Companies Act), Capital Markets Act 2015, and the Australian Corporations Act 2001 (Cth) (Corporations Act).

This Corporate Governance Statement (Statement) sets out the key features of Kina's current corporate governance framework and reports against the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition) (ASX Principles and Recommendations). The Statement is current as at 23 April 2026 and has been approved by the Board.

The Board considers and applies the ASX Principles and Recommendations, considering the circumstances of Kina. Unless otherwise noted, the Company has followed during the reporting period, all of the best practice recommendations set out in the ASX Principles and Recommendations. Where Kina's practices depart from a Recommendation, this Statement identifies the area of divergence and reasons for it, or any alternative practices adopted by Kina.

Governance framework

The core of Kina's corporate governance framework is the Company's Constitution and the Charters and Policies (**Governance Documents**), which are referenced in this Statement, and copies of which are available on the Company's website at: <https://investors.kinabank.com.pg/Investors/?page=corporate-governance>.

The Governance Documents are reviewed by the Board to ensure they comply with any updated laws or regulations, that they meet high governance standards and that they remain relevant to the Group and its operations.

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

The Kina Board currently comprises seven non-executive directors (NEDs) and one executive director. The Company's Constitution provides for a minimum of three and a maximum of ten directors. The Board members have a diverse range of skills and experience, which ensure they are able to add value to the Board's decisions, contribute effectively and act in the best interests of its shareholders

During 2025, the Company's Executive Director was Mr. Ivan Vidovich, MD & CEO. All other directors were non-executive and independent.

The table below sets out Kina's Directors as at 31 December 2025 and their current tenure.

Name	Appointment date	Length of service as of 23 April 2026	Non-executive	Independent
Ian Clough	30 July 2024	1 year, 8 months	Yes	Yes
Richard Kimber	1 September 2023	2 years, 7 months	Yes	Yes
Ivan Vidovich	1 January 2025	1 year, 4 months	No	No
Andrew Carriline	16 August 2018	7 years, 8 months	Yes	Yes
Lutz Heim	22 August 2025	8 months	Yes	Yes
Paul Hutchinson	16 August 2018	7 years, 8 months	Yes	Yes
Robert Nilkare	22 August 2025	8 months	Yes	Yes
Jane Thomason	27 April 2018	8 years, 0 months	Yes	Yes

The Role of the Board

The Board is committed to maximising performance, generating shareholder value and financial returns, and sustaining the growth and success of Kina. In conducting Kina's business in accordance with these objectives, the Board seeks to ensure that Kina is properly managed to protect and enhance shareholders' interests, and that Kina, its directors, officers and employees operate in a well-governed environment.

The Board has adopted a [Board Charter](#). The Board Charter sets out, amongst other things, the:

- role and responsibilities of the Board, including those matters specifically reserved to the Board;
- role and responsibilities of the Managing Director and Chief Executive Officer (**MD&CEO**), who is primarily responsible for the day-to-day management of Kina;
- procedures for management of potential and actual conflicts of interest; and
- guidance on Board performance evaluation, ethical standards and taking independent professional advice.

Board Responsibilities

The Board's first responsibility is to govern the Company in the interest of its shareholders; to protect and grow the value of its stakeholders' interests. The Board Charter establishes that the primary goal of the Board is to add value to the Company by:

- ensuring the long-term viability and sustainability of the Company;
- protecting the interests of shareholders by exercising effective control over the Company;
- providing strategic direction and leadership;
- bringing independent and informed judgment to bear on material decisions of the Company;
- setting the standards of behaviour and ethical values for the Company;
- establishing strong internal control and compliance systems;
- monitoring the effectiveness of the Company's overall risk management and control framework; and
- accounting to shareholders for the overall performance of the Company.

Under the terms of its Charter, the Board will:

- approve the Company's strategy, business plans and policy;
- establish the risk appetite within which management will implement the strategic direction;
- monitor the implementation of strategic plans against pre-determined performance indicators;
- identify key business risks and ensure measures are taken to mitigate those risks;
- ensure that effective internal control systems are in place to safeguard the Company's assets;
- establish and monitor terms of reference and procedures of all Board Committees;
- ensure compliance with all relevant laws, regulations and standards;
- approve the external auditor's fees;
- approve and monitor the progress of material capital investment decisions, including new products and services;
- appoint the MD&CEO, set executive remuneration and establish performance objectives;
- appoint the Company Secretary;
- review the compensation of directors and recommend changes to the non-executive directors' fee pool to shareholders;
- ensure succession plans are in place for all key positions in the Company;
- adopt a comprehensive suite of prudential and administrative policies;
- verify independently that the prudential and administrative policies are operating effectively;
- maintain effective and timely communications with shareholders;

- ensure the annual financial statements of the Company and other published reports and announcements are prepared according to the relevant standard;
- resolve that the financial statements and other published reports and announcements (where relevant) accurately represent the financial position of the Company;
- approve the annual report including the financial statements, dividend proposals and notices to shareholders for consideration at the Annual General Meeting; and
- assess applications for new and increased loan exposures where the amount or nature of the lending requires referral to the Board as set out in the Group's Credit Risk Management Framework and the Delegated Lending Authority Framework.

Delegations to Management

Day-to-day management and operations of the Company are delegated to Management. The MD&CEO has the authority to exercise all necessary powers, discretions and delegations authorised from time to time by the Board.

The Board has delegated to the MD&CEO responsibility for the following matters:

- selecting the senior management team;
- setting the terms and conditions of employment within Remuneration Policy parameters;
- evaluating the performance of management;
- implementing the strategic direction established by the Board;
- drafting the annual budget in consultation with the Audit Committee;
- managing the Group's day-to-day operations on time and within budget;
- maintaining effective internal risk controls; and
- managing the daily operations of the business in accordance with social, ethical and environmental policies set by the Board.

The MD&CEO's responsibilities are set out in the Board Charter. The MD&CEO is supported by the Group Executives, all of whom are listed on the Company's website at:

<https://investors.kinabank.com.pg/Investors/?page=board-management>.

The Board Charter, Charters of each Board Committee, and the Constitution are available on the Company's website at <https://investors.kinabank.com.pg/Investors/?page=corporate-governance>.

Board Committees

The Board has the power to establish and delegate powers to Committees that are formed to facilitate effective decision-making. The Board, however, ultimately has full accountability for matters delegated by it to those Committees.

The Board currently has an Audit Committee, a Risk Committee, a Remuneration and Nomination Committee, and a Disclosure Committee. Each Committee has a separate Charter which sets out, in detail, the membership and powers of the Committee including its roles and responsibilities. The Charters are regularly reviewed.

Other Committees may be established by the Board as and when required. Membership of Board Committees is based on the needs of Kina, relevant legislative and other requirements, and the skills and experience of individual directors.

Audit Committee

The Board established the Audit Committee to assist the Board:

- To fulfil its responsibilities with respect to its statutory and prudential duties and obligations to shareholders;
- With its obligations as a finance institution, as documented in all of the Bank of PNG (BPNG) Prudential Standards and other regulators in the jurisdictions we operate;
- In ensuring the reliability of financial information;
- With the oversight of management of material financial risks;
- Reviewing and overseeing the systems in place to ensure compliance with financial reporting requirements and external reporting agencies requirements, including ASX and PNGX;
- Reviewing and overseeing the systems in place to ensure compliance with accounting standards in all relevant jurisdictions;
- Liaison with External and Internal Auditors as appropriate;

- Monitor and assess the performance of the internal and external audit functions; and
- Requesting and reviewing relevant external financial, taxation and insurance advice so the Board can be appropriately advised.

The Audit Committee is responsible for the financial reporting and internal control, internal and external audit. The Committee is to ensure that the Company complies with its Risk Management Strategy and Framework; its Corporate Strategy; its Code of Conduct; its policies and procedures; and all other relevant laws, regulations, codes, regulations, and industry and organizational standards.

The Audit Committee comprises at least three directors and all must be independent, non-executive directors. The Chair of the Audit Committee is appointed by the Board and must be an independent director in accordance with the Standards.

Audit Committee met four (4) times during the year ending 31 December 2025.

Risk Committee

The Board established the Risk Committee to assist the Board:

- To fulfil its responsibilities with respect to its statutory and prudential duties and obligations to shareholders;
- With its obligations as a finance institution, as documented in all of the Bank of PNG (BPNG) Prudential Standards and other regulators in the jurisdictions we operate;
- Review and oversee systems of risk management, internal control and legal and regulatory compliance;
- Review the Kina Group's risk appetite and tolerance levels and ensuring they are consistent with and appropriately aligned to the approved Kina Group strategy; and
- Monitor and assess new technologies, and systems of cyber security, data governance and modelling integrity.

The Risk Committee is responsible for risk oversight, risk management, compliance, anti-money laundering and counter terrorist financing (AML/CTF), monitoring the Group Insurance Program, monitoring Group Litigation, and informational communication and technology.

The Committee is to ensure that the Company complies with its Risk Management Strategy and Framework; its Corporate Strategy, and Code of Conduct as well as policies and procedures, and all other relevant laws, regulations, codes, regulations, and industry and organizational standards.

The Risk Committee comprises at least three directors and all must be independent, non-executive directors. The Chair of the Risk Committee is appointed by the Board and must be an independent director in accordance with the Standards.

Risk Committee met four (4) times during the year ending 31 December 2025.

Remuneration and Nomination Committee

The Board has established a Remuneration and Nomination Committee to ensure that the Company:

- has a Board of an effective composition, size and commitment to adequately discharge its responsibilities and duties and to bring transparency, focus and independent judgment to decisions regarding the composition of the Board;
- has coherent remuneration policies and practices to attract and retain directors and senior executives who will create value for shareholders;
- observes those remuneration policies and practices; and
- fairly and responsibly rewards Group Executives having regard to the performance of the Group, the performance of the Group Executives and the general external pay environment.

In its function as a Nominations Committee, the Remuneration and Nomination Committee assists the Board in fulfilling its corporate governance responsibilities in regard to:

- Board appointments, re-elections and performance;
- Board and Committee membership;
- Directors' induction and continuing development;
- Succession planning; and
- Strategies to address Board diversity.

The Remuneration and Nomination Committee comprises at least three (3) members who are independent, non-executive directors. The Chair of the Remuneration and Nomination Committee is appointed by the Board and is an independent director.

The Committee met four (4) times during the year ended 31 December 2025.

Disclosure Committee

The Board has established a Disclosure Committee, the purpose of which is to assist the Board in the performance of its statutory and regulatory obligations by:

- ensuring market sensitive and/or Company information is disclosed through the appropriate channel promptly and without delay; and
- providing assurance to the Board that all potentially market sensitive information has been considered for compliance with the Company's continuous disclosure obligations.

The duties and responsibilities of the Disclosure Committee include to:

- assess whether information concerning the Company should be disclosed to the market;
- determine the substance of the market disclosure and when it must be made;
- where necessary, review market disclosures for accuracy and completeness and approve or recommend to the Board for approval;
- determine whether a trading halt or voluntary suspension of trading is required;
- respond to any request from ASX or PNGX to disclose market sensitive information to correct or prevent a false market;
- ensure that breaches of BPNG's Standards are communicated, where appropriate, to BPNG or other regulators in compliance with the relevant listing rules and/or continuous disclosure requirements; and
- oversee the Disclosure Officer's administration of the [Continuous Disclosure Policy](#).

The Disclosure Committee has the power to:

- determine whether information should be disclosed to the market or any public forum; and
- authorise the disclosure of any information to the market or any public forum.

The Disclosure Committee has absolute right of access to any information held by the Kina Group. The Disclosure Committee comprises at least three members appointed by the Board. Members must include the Chairman of the Board, the MD&CEO and the Chairs of the Audit and Risk Committee. The Disclosure Committee Chair is appointed by the Chair of the Board.

The Committee met four (4) times during the year ended 31 December 2025.

Transformation & Strategy Committee

The Board established a Transformation & Strategy Committee in April 2024 to provide focused oversight, guidance, and strategic insight into KSL's long-term strategy and its execution, with a special emphasis on business models, capabilities, technology platforms, key applications, geographies, mergers and acquisitions (M&A), and other critical strategic or transformative projects. During 2025, the Committee Chair, Richard Kimber, played a critical role in the development of Kina's 2030 Strategy. Following a thorough review of its Board governance structure, the Board decided in February 2026, to disband the Transformation & Strategy Committee and appoint Mr Kimber Deputy Chair, effective 23 March 2026. As Deputy Chair, Mr Kimber will continue his role in transformation and strategy by providing greater guidance on the execution of Kina's long-term strategy, including digital enablement, operational excellence and innovation led growth, which are key focus areas of the 2030 Strategy.

The Committee did not formally meet during the year ended 31 December 2025.

Membership of and attendance at Board and Committee meetings

Membership of the Committees during the reporting period, the number of Board and Committee meetings held and the attendance at those meetings are set out in the table below. All directors are invited to and regularly attend all Committee meetings.

Director	Board Meetings		Transformation & Strategy Committee Meetings		Audit Committee		Risk Committee		Remuneration and Nomination Committee Meetings		Disclosure Committee Meetings	
	A	B	A	B	A	B	A	B	A	B	A	B
Isikeli Taureka ²	3	3									2	2
Ian Clough ²	7	7							1	1	2	2
Ivan Vidovitch	7	7									4	4
Andrew Carriline ³	7	6 ¹			4	4	4	4	3	3	2	2
Lutz Heim	2	1 ¹			1	1	2	1 ¹				
Paul Hutchinson	7	7			4	3 ¹	4	4			4	3 ¹
Richard Kimber	7	6 ¹	0	0					4	2 ¹		
Robert Nilkare	2	2							2	2		
Karen Smith-Pomeroy ⁴	5	5			3	3	2	2			3	3
Jane Thomason	7	6 ¹	0	0					4	4		

A meetings held that the director was eligible to attend

B meetings attended

¹ these absences were known and approved prior to the meeting

² Isikeli Taureka retired as Chair effective 17 April 2025 and Ian Clough was appointed Chairman effective that date

³ Andrew Carriline was appointed Chair of the Audit Committee 1 September 2025

⁴ Karen Smith-Pomery resigned from the Board effective 31 August 2025

Non-Executive Director Appointment Process

Kina has a non-executive director appointment process, overseen by the Remuneration and Nomination Committee, which is undertaken prior to the appointment of a director. Candidates are required to provide details of other commitments and an indication of time involved, and to acknowledge that they will have adequate time to fulfil their responsibilities as a non-executive director of Kina. Appropriate background checks on their qualifications, experience, education, character, bankruptcy history and criminal record are conducted and form part of the 'Fit and Proper' testing as required by BPNG's Prudential Standards (**Standards**). All individuals who will hold 'Responsible Person' positions, which includes directors and the Senior Executive Team, undergo this rigorous testing and individuals holding 'Responsible Person' positions are subject to ongoing obligations.

Each Non-Executive Director given a Letter of Appointment, which sets out the terms of their appointment. All persons appointed as Non-Executive Directors of the Bank must stand for election at the next General Meeting of shareholders following their appointment.

When directors are proposed for election, or re-election at a General Meetings, shareholders are provided with:

- biographical details of the candidate;
- details of other directorships held by the candidate;
- a statement as to the independence of the candidate;
- details of any adverse information revealed as part of the checks performed about the candidate;
- details of any interest, position association or relationship that might impact on the ability of the director to be independent;
- the term of office currently served by the director; and
- a statement by the Board as to whether it supports the election or re-election of the candidate.

Performance Evaluation

In accordance with the Standards, and as set out in the Board Charter, the performance of the Board, the directors and its Committees are assessed each year. As an external firm, ProPerformance Strategic Leadership, conducted an independent performance evaluation in 2023/2024, the Board decided to conduct a self-assessment for 2025. The self-assessment was started in 2025 and the results were provided to the Board in February 2026. The outcomes of this self-assessment will be used to further refine the ongoing Board processes, succession and renewal plan. The Board will continue to review individual, Committee and collective Board performance and ensure that composition, skills and experience of the directors is appropriate.

Performance evaluations, overseen by the Chairman and the Chair of the Remuneration and Nomination Committee in the case of the MD&CEO, and the Remuneration and Nomination Committee in the case of the Senior Executive Team, are carried out on an annual basis and were completed in 2025.

Senior Executive Team Appointments

The MD&CEO and each Senior Executive Team member are also provided with a Letter of Appointment which sets out the terms of their appointment and are subject to the 'Fit and Proper' testing.

Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Mr. Johnson Kalo was appointed Company Secretary and Chief Financial Officer on 1 April 2023. Mr. Kalo holds a Bachelor of Arts in Commerce from University of Papua New Guinea and a Post Grad Diploma in Applied Financial Investment from FINSIA. Mr. Kalo is a member of Certified Practising Accountants PNG.

Diversity

The Company's [Diversity Policy](#) emphasises Kina's commitment to the maintenance and promotion of a workplace that ensures equity and fairness and is free from discrimination, harassment, bullying and victimisation. Kina recognises the importance of embracing diversity, specifically in valuing the unique qualities, attributes, skills and experiences each employee brings to the workplace.

The Company's vision for diversity incorporates a number of different factors, including but not limited to gender, ethnicity and cultural background, disability, age and educational experience. The Diversity Policy provides a framework to help Kina achieve its diversity goals, while creating a commitment to a diverse work environment where staff are treated fairly, with respect and have equal access to workplace opportunities.

The Board continues to focus on the improvement of diversity reporting which is regularly provided to the Board and the Remuneration and Nomination Committee, set measurable objectives for achieving gender diversity in the composition of its Executives, The Senior Leadership Team and its workforce.

Objective	December 2025	Target
Gender Ratio	53% (female)	50/50
Women in Executive Roles	50%	40%
Women in Senior Leadership Roles	34%	40%

The number of females within Kina's workforce as at 31 December 2025 and 31 December 2024, is set out below:

	31 December 2025			31 December 2024		
	Females	Males	Total	Females	Males	Total
Board	1	6	7	2	5	7
Executive Team	5	5	10	2	7	9
Senior Leadership	17	33	50	19	31	50
Other employees	359	315	674	384	309	693
Total employees	381	353	734	405	347	752

The Executive Team report directly to the MD&CEO. The Senior Leadership is composed of employees who report to an Executive.

Kina is a strong advocate for gender smart policies in the workplace and provides both maternity and paternity leave for its employees. This is complemented by the opportunity of flexible working arrangements when returning to work.

In 2025, Kina renewed its subscription to the Bel isi PNG program, which provides safe housing and case management services for employees and family members who are survivors of domestic violence.

Kina has trained 16 employees as family and sexual violence Contact Persons, providing more opportunities for survivors of violence to safely and confidentially reach out for assistance. The management has incorporated and launched FSVU on the common learning platform to allow for an extended participation by the entire Kina employees.

The ratio of women to men at Kina is 53% female to 47% male (2024: 54% to 46%).

The Group will continue to promote awareness and understanding of workplace diversity principles and develop policies to help employees balance work, family and cultural responsibilities while at the same time removing barriers to career development.

STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

Board Skills Matrix

The Board seeks to have an appropriate mix of skills, experience, expertise and diversity to enable it to discharge its responsibilities and add value to the Company.

As of 23 April 2026, the directors collectively contribute the following key skills and experience:

Skills and experience Explanation

Banking and/or financial services experience	Experience outside Kina in, with global business perspectives of, significant components of the financial services industry, including retail, commercial and institutional banking services and adjacent sectors, wealth and/or funds management, equity and debt capital markets, with strong knowledge of their economic drivers and the regulatory environment.
Customer focus and outcomes	Experience in developing and overseeing the embedding of a strong customer focused culture in large complex organisations, the ability to engage with people in the digital sphere and a demonstrable commitment to achieving customer outcomes
Environment, social and sustainability	Understanding the potential risks and opportunities from an environmental and social perspective, and experience in developing and monitoring sustainability frameworks and related practices.
Financial acumen	Good understanding of financial statements and drivers of financial performance for a business of significant size, including ability to assess the effectiveness of financial controls.
Governance	Publicly listed company experience, extensive experience in and commitment to the highest standards of governance, experience in the establishment and oversight of governance frameworks, policies and processes.
International experience	Senior leadership experience involving responsibility for operations across borders in emerging and frontier markets, multijurisdictional and off shoring experience, and exposure to a range of political, cultural, regulatory and business environments in that position.
Leadership and commercial acumen	Skills gained whilst performing at a senior executive level for a considerable length of time. Includes delivering superior results, running complex businesses, leading complex projects and issues, and leading workplace culture.
People, culture and conduct	Experience at a senior executive level in people matters including building workforce capability, workplace cultures, management development, succession and setting a remuneration framework that attracts and retains a high calibre of executives, and promotion of diversity and inclusion.
Risk and compliance	An understanding of compliance and experience in anticipating and evaluating macro, strategic, operational, financial, social, technological including digital disruption and cybersecurity) risks that could impact the business. Recognising and managing these risks by developing sound risk management frameworks and providing oversight. Includes experience in managing compliance risks and regulatory relationships.
Stakeholder engagement	Demonstrated ability to build and maintain key relationships with industry, government or regulators.
Strategy	Experience in leading, developing, setting and executing strategic direction. Experience in driving growth and transformation, executing against a clear strategy.
Technology and digital	Experience in businesses of a significant size with major technology focus, including digital assets, cyber security, artificial intelligence and adaptation to digital change and innovation, with knowledge of developments in Decentralised Finance (DeFi).

Director Independence

The Board considers an independent director to be a non-executive director who is not a member of Kina's Senior Executive Team and who is free of any business or other relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of their judgment.

At least annually, the Board reviews the independence of each director in light of their interests disclosed to the Board at each Board meeting and considers examples of interests, positions, associations and relationships that might cause doubts about the independence of a director including if the director:

- is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the entity;
- is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- is, represents, or has been within the last three years an officer or employee of, or professional adviser to, a substantial shareholder of the Company's securities;
- has close personal ties with any person who falls within any of the categories described above; or
- has been a director of the entity for such a period that their independence from management and substantial shareholders may have been compromised.

Each of the non-executive directors brings objective and independent judgment to Board deliberations and makes a valuable contribution to Kina through the skills and experience they bring to the Board and their understanding of Kina's business. The Board considers that each of the non-executive directors are 'independent' of the Company and therefore, the Board had a majority of independent non-executive directors throughout the year.

Board Chair

In accordance with the Board Charter, the Board Chair is an independent director. The roles and responsibilities of the Board Chair are contained within the Board Charter and the role of the Board Chair and MD&CEO may not be exercised by the same individual.

Director Induction and Education

Kina's induction program is designed to provide all new directors with a comprehensive view of the business. As part of the induction, new directors are given a detailed overview of Kina's operations, copies of governance and internal policies and procedures, and instruction on the roles and responsibilities of the Board, its Committees and Senior Management.

The electronic Board portal utilised by the Board provides directors access to relevant Governance Documents, educational information, Board and Committee papers and provides a secure means of communication between directors and Senior Management. There is a strong emphasis on continued education and directors are expected to keep themselves updated on changes and trends within the business, in the financial sector, market environment and any changes and trends in the economic, political, social, global, environmental and legal climate generally.

Consistent with guidance on best-practice, all directors seek to complete a minimum of 20 hours during the year in ongoing professional development. Directors are encouraged to attend recognised courses, seminars and conferences and internal education sessions are held during the year.

INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

In 2025, as part of the development of the 2030 Strategy, Kina undertook a detailed review of its purpose, vision and strategic priorities. It also undertook an extensive cultural diagnostic in order to ensure that it had the right culture in place to deliver on the 2030 Strategy. This cultural diagnostic led to a new set of values, that were announced in February 2026, along with Kina's new purpose, vision and strategic priorities.

2030 Strategy.

Purpose: Creating Brighter Futures.

Vision: To be the most trusted financial services partner for the people, communities, and the markets that we serve.

Strategic Priorities



Customer First
Dedicated to serving customers and improving what we do every day.



Growth through Innovation
Leading the market with innovation at the core of products, and services.



Empowered Team
Our team members have clear roles, are supported by leadership, and have opportunities to grow.



Serving Communities
Committed to enhancing prosperity for our stakeholders while making a positive impact in our communities.



Operational Excellence
Process improvements and digital solutions to enhance simplicity, efficiency and competitiveness.



Governance for Growth
Governance, Risk, and Compliance practices that demonstrate our responsibility and support sustainable growth.

Values for C.H.A.N.G.E

Courage

We speak up and challenge ourselves to do better.

Heart

We take pride in serving our customers and colleagues.

Accountability

We own it, act decisively, and finish what we start.

Nambawan

We are one team. Together It's Possible.

Growth

We learn and improve every day.

Excellence

We are the best at what we do.

Acting Ethically and Responsibly

The Board is committed to ensuring that Kina maintains the highest standards of integrity, honesty and fairness in its dealings with all stakeholders, and that Kina complies with all legal and other obligations.

Kina's [Code of Ethics and Business Conduct \(Code\)](#) applies to all directors, employees of Kina and its subsidiaries (including subcontractors and consultants). The Code sets out certain minimum standards of conduct that Kina expects of its employees and directors including integrity, diligence, impartiality, equality and fairness. The Code sets out how employees and directors are to conduct themselves in order to meet these minimum standards. It is a requirement for all directors and officers to acknowledge the Code annually.

Whistleblower Policy

The Board has adopted a [Protected Disclosure \(Whistle-Blower\) Policy](#). The Board wishes to promote an organisational culture that values open, transparent, ethical, legal, compliant behaviour and does not tolerate behaviour that departs from the high standards expected of Kina directors and employees.

This Policy is intended to reinforce that culture and to provide a safe, secure, confidential means whereby persons with concerns over any breaches including any unlawful conduct, misconduct, malpractices, violation of any legal or regulatory provisions that has, or may have occurred, can report it without fear of reprisal, discrimination or harassment of any kind. It is expected that the protected disclosures will be made in confidence and in the knowledge that it will be properly investigated and escalated to the appropriate level for it to be properly addressed.

Anti-Bribery and Corruption Policy

The Board has adopted an [Anti-Bribery and Corruption Policy](#). The purpose of the Policy is to provide clarity of expectations, which helps to reinforce and strengthen the understanding of our responsibilities as well as those with whom we engage and also provide guidance in dealing with incidents or suspected incidents of bribery and corruption, should they occur.

The Policy complements Kina's other related policies, in particular, the Code of Ethics and Business Conduct, Conflicts of Interests Policy, and the Gift and Entertainment Policy.

SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

Audit Committee

Details of the Audit Committee are set out on page 3 above.

Written Declarations

When the Board considers the statutory half-year and annual financial statements, the Board obtains a declaration, from the MD&CEO and CFO concerning the integrity of the financial statements and assurance as to the effective operation of the risk management and internal compliance and control systems.

Kina's financial reports for the half-year ended 30 June and the full year ended 31 December are respectively reviewed and audited by Deloitte, the Company's external auditor.

MAKE TIMELY AND BALANCED DISCLOSURE

Timely and Balanced disclosure

Kina is committed to observing its disclosure obligations under the ASX Listing Rules, the PNGX Listing Rules, the (PNG) *Companies Act 1997*, (PNG) *Securities Act 1997*, the (PNG) *Capital Markets Act 2015* and the Australian Corporations Act, 2001 (Cth). The Board has adopted a [Continuous Disclosure Policy](#) and a [Shareholder Communications Policy](#) that implement Kina's commitment to providing timely, complete and accurate disclosure of information.

The *Continuous Disclosure Policy* sets out the roles and responsibilities of officers and employees in complying with Kina's continuous disclosure obligations and nominates those individuals who are responsible for determining whether or not information is required to be disclosed.

Shareholder Communications

The *Shareholder Communications Policy* promotes effective communication with shareholders and seeks to ensure that shareholders have equal and timely access to material information concerning Kina. The Policy sets out the investor relations program, a key tenet of which is to encourage effective shareholder participation.

In accordance with the Shareholder Communications Policy, Shareholders are encouraged to attend General Meetings of shareholders and shareholder information sessions and to submit written questions prior to those meetings. Kina is registered in Papua New Guinea and is in the same time zone as Eastern Australia and all General Meetings and shareholder information sessions are held at a reasonable time. If they are unable to attend General Meetings of shareholders, shareholders are encouraged to vote by proxy or other means included in the Notice of Meeting.

Kina's website www.kinabank.com.pg contains information regarding the Company, the Board and Senior Executive Team, corporate governance, media coverage, ASX and PNGX Announcements, investor presentations and reports.

Kina's Investor Relations Program includes a number of scheduled and ad hoc interactions with institutional investors, private investors, sell-side and buy-side analysts and the financial media. At a minimum, so as to ensure that shareholders and other stakeholders have a full understanding of Kina's performance and strategies, Kina will convene analyst briefings twice a year on Kina's financial performance and objectives, following release of the half-year and full year financial results.

Shareholders may receive and send information electronically to and from both Kina and Kina's Share Registry. Other methods of communication are also available to shareholders and other stakeholders, including telephone and mail. Kina may consider the use of other reliable technologies as they become widely available.

Each director automatically receives a copy of each ASX and PNGX Announcement directly from the ASX Market Announcements Platform as soon as it has been released by ASX and PNGX.

In accordance with Kina's Continuous Disclosure Policy and Shareholder Communications Policy, any presentation to a new and substantive investor or analyst presentation, is released on the ASX Market Announcements Platform ahead of the presentation.

RESPECT THE RIGHT OF SECURITY HOLDERS

Kina values engagement with its shareholders, providing an understanding to the market of the Company's business, performance and governance. The Company uses the following procedures for engaging with its shareholders:

- **Periodic Reporting:** The Company produces financial statements for its shareholders and other interested parties twice per year and allows shareholders to receive these documents by mail or access them electronically (<https://investors.kinabank.com.pg/Investors/?page=Reports-and-Presentations>).
- **Annual General Meeting:** Shareholders are encouraged to attend the Annual General Meeting each year and are provided with an explanatory memorandum on the resolutions proposed through the Notice of Meeting. If unavailable to attend, shareholders are encouraged to appoint a proxy to vote/attend on their behalf. The Company requires its external auditor to attend each Annual General Meeting and be available to answer questions from shareholders about the conduct of the audit and the preparation and contents of the auditor's report.
- **Website:** The Kina website provides information on the Company's products and services as well as information useful to shareholders and market participants (<https://www.kinabank.com.pg>). In particular:
 - the Investor section (<https://investors.kinabank.com.pg/investors>); and
 - Corporate Governance section (<https://investors.kinabank.com.pg/Investors/?page=corporate-governance>) directs shareholders to information likely to be of greatest interest to them.
- **Investor Relations:** On its website at <https://investors.kinabank.com.pg/Investors/>, the Company posts prompt and relevant communications for shareholders and the market generally to access, such as ASX and PNGX Announcements and financial results. Investors and shareholders can also contact the Company or its share registry, MUFG Corporate Markets (AU) Limited, directly by email or by mail and can in turn choose to receive communications electronically at <https://investors.kinabank.com.pg/Investors/?page=my-shareholding>.

The Notice of Meeting for any general or annual meetings of Kina shareholders includes the statement that in accordance with Article 55.3 of the Constitution, the Chairman intends to demand a poll on each of the resolutions proposed at the Meeting.

RECOGNISE AND MANAGE RISK

Risk Committee

Details of the Risk Committee are set out on page 4 above.

Risk Management and Internal Controls

Risk is managed structurally through clearly defined risk management policies specific to certain parts of the business. These are interlinked and feed into a *Group Risk Management Framework*, which is overseen by the Audit Committee and the Risk Committee. The Board has approved and regularly reviews and updates the Group's *Risk Appetite Statement* and tolerance limits, as part of the Group Risk Management Framework, to ensure that all major areas of risk and risk management systems are appropriately monitored and accurately documented. Although the Board, and the Audit Committee and the Risk Committee, maintained ongoing oversight of the Group Risk Management Framework and the Risk Appetite Statement, a formal comprehensive review was not undertaken during the 2025 reporting period. An extensive formal review is scheduled for 2026.

Kina has a dedicated Group Chief Risk Officer (CRO) who is responsible for the Governance, Risk and Compliance attributes of the businesses. The CRO reports to the MD&CEO and the Chairs of the Audit Committee and Risk Committee respectively to ensure all material risks remain well managed.

The Audit Committee and Risk Committee are supported by a number of approved risk management committees, including the Credit Committee, Asset and Liability Committee, Operational Risk and Compliance Committee and Executive Committee. The management committees have been established to nurture a strong and robust risk culture within the Group through the application of the three lines of defence risk model, and the implementation of key policies and frameworks.

Communication and education throughout the Group on the three lines of defence model emphasises each individual's role in the management of risk.

A dedicated Compliance department is in place to ensure that Kina personnel are aware of the Group's prudential and legislative obligations and that these are maintained at all times. Risk within the Group is managed according to the appropriate risk parameters whilst promoting compliance to the limits set in the Board Approved Risk Appetite Statement. People risk is monitored including via an Occupational Health,

Safety and Wellbeing regime, which is designed to maintain the safety of Kina's Employees and Customers. The Group's risk management activities comply with all relevant regulation including that of the BPNG Standards, relevant legislation and the Investment Promotion Authority (IPA), and the ASX and PNGX Listing Rules.

Kina also employs skilled credit managers who understand the PNG economic environment to ensure that the growing loan portfolio is maintained within an acceptable level of risk and within Kina's Board-approved risk appetite. All lending proposals are considered based on credit policy and within the risk appetite of the Group. Debt servicing assessment criteria is maintained to ensure Kina understands its level of credit risk while managing its impairment exposure.

Kina's risk management framework and internal control functions incorporate an Internal Audit function, which reports directly to the Audit Committee. The structure of the Internal Audit function is currently under review and the outcomes of the review will be provided in the 2026 Corporate Governance Statement.

The annual Internal Audit Plan is formulated by the Group Chief Risk Officer (CRO) using a risk-based approach. Progress against the Internal Audit Plan is reported to the Audit Committee on a quarterly basis.

The internal audit function determines an independent assessment of the effectiveness of Kina's Risk Management and internal control environment which is utilised in continual improvement measures of Kina's business processes. Kina is exposed to the economic conditions of PNG through its normal course of business in lending monies to commercial businesses operating in PNG. Kina does not believe it currently has any material exposure to environmental or social (ESG) sustainability risks and the Company is currently working to develop further our ESG framework and processes.

REMUNERATE FAIRLY AND RESPONSIBLY

Remuneration and Nomination Committee

Details of the Remuneration and Nomination Committee are set out on page 4 above.

Remuneration

Kina is committed to a fair and responsible system of remuneration throughout the Group. Members of Senior Management are remunerated in a way that aims to attract and retain an appropriate level of talent and reflects their performance in relation to the delivery of corporate strategy and operational performance.

Remuneration for non-executive directors is set using advice from independent consultants and considers the level of fees paid to non-executive directors of similar corporations and the responsibilities and work/time requirements of the non-executive directors.

The Remuneration Report and further details about the remuneration policy of Kina are set out in the 2025 Annual Report.

Dealings in Company Securities

The Board has adopted a [Securities Trading Policy](#) that applies to Kina's equity-based remuneration scheme and explains the conduct that is prohibited under the PNG Securities Commission Act, Capital Markets Act, and the Corporations Act.

The Securities Trading Policy:

- provides for certain Trading Windows when 'Relevant Persons' may trade provided the appropriate process has been adhered to;
- prohibits any Relevant Person from entering into a hedge transaction involving unvested equity held pursuant to an Employee, Senior Management or Director Equity Plan operated by Kina;
- sets out the prohibitions against insider trading and prescribes certain requirements for dealing in Kina securities; and
- prohibits Relevant Persons from trading in Kina securities while in possession of material non-public information, which is information a reasonable person would expect to have a material effect on the price or value of Kina securities.

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

KINA SECURITIES LIMITED

ARBN

606 168 594

Financial year ended:

31 December 2025

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report: Pages 48 to 62 of the Annual Report - [Kina Securities Ltd - Investors Centre](#)
- This URL on our website:

The Corporate Governance Statement is accurate and up to date as at 23 April 2026 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 27 April 2026

Name of authorised officer authorising lodgement: Johnson Kalo

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 49 and we have disclosed a copy of our board charter at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 53	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 53	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 54	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters”).

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 54 and we have disclosed a copy of our diversity policy at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance</p>	<ul style="list-style-type: none"> <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.6	<p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 53</p>	<ul style="list-style-type: none"> <input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

personal use only

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 53	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 51 and 53 and we have disclosed a copy of the charter of the committee at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> we have disclosed the Board Skills and Experience in our Corporate Governance Statement on page 56</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> we have disclosed the names of the directors considered by the board to be independent directors, and the length of service of each director, in our Corporate Governance Statement on page 49	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 49	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 57	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 57	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 58	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 59 and we have disclosed our code of conduct at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 59 and we have disclosed our whistleblower policy at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 59 and we have disclosed our anti-bribery and corruption policy at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 51 and 53 and details of the qualifications and experience of the members of the Committee in the Annual Report in the Board of Directors section on pages 20 to 23</p> <p>We have disclosed a copy of the charter of the committee at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 59</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 52 and 59</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 59 and we have disclosed our continuous disclosure compliance policy at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> we have disclosed information about us and our governance on our website at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 51 and 53 and we have disclosed a copy of the charter of the committee at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input type="checkbox"/>	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 61
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<input type="checkbox"/>	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 61

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 61	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on pages 51 and 53 and we have disclosed a copy of the charter of the committee at: https://investors.kinabank.com.pg/Investors/?page=corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the Company's Remuneration Report, which is contained in the Annual Report 2025 on pages 32 - 46</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> in our Corporate Governance Statement on page 62 and we have disclosed our Securities Trading Policy: https://investors.kinabank.com.pg/Investors/?page=corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: <i>[insert location]</i>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input checked="" type="checkbox"/> in our Corporate Governance Statement on page 60	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable

personal use only