



Suncorp-Metway Ltd Board of Directors Charter

Role	<p>The primary role of the board is to provide effective governance over the group's affairs to ensure the interests of shareholders are protected and the confidence of the investment market is maintained whilst having regard for the interests of all stakeholders including customers, employees, suppliers and local communities.</p>
Composition	<p>The board shall comprise no more than 13 directors and no less than 7, of whom a majority must be independent, non-executive directors as defined in accordance with the board policy on director independence.</p>
Chairman	<p>The chairman of the board</p> <ul style="list-style-type: none">• shall be elected by directors;• shall be a non-executive director; and• shall be independent as defined in accordance with the board policy on director independence.
Meetings	<p>The board shall meet as often as deemed necessary by the directors in order to fulfil their duties and responsibilities as directors and as dictated by the needs of the business. It is expected that under normal circumstances the board will meet at least once each month</p> <p>A meeting of the board can be convened by the Chairman, the Managing Director or a majority of the board members.</p> <p>The non-executive directors of the board will meet together without the presence of executive directors at least four times per year to discuss matters pertaining to the company's executive management.</p> <p>A quorum shall consist of a majority of board members unless the board comprises an even number of directors then the quorum shall be half that number.</p>
Conflicts of Interest	<p>Directors must keep the board advised, on an ongoing basis, of any interest that could potentially conflict with those of the company.</p> <p>If any matter is to be discussed at a meeting of the board which would involve one or more directors having a material conflict of interest, then those directors;</p> <ul style="list-style-type: none">• will declare that conflict of interest;• will not receive the relevant papers;• will not be present at the meeting whilst the matter is considered; and• will not participate in any decision on the matter or be informed the decision has been taken.

Confidentiality	All proceedings of the board, including papers submitted and presentations made to the board, shall be kept confidential and will not be disclosed or released to any person other than board members, except as required by law or as agreed by the board.
Access	<p>The board shall have full and free access to executives and other employees of the group.</p> <p>The company has entered into an agreement with each director which gives them the right to access after their retirement from the board, any board papers made available to the director during their tenure as a director of the company.</p>
Professional Advice	<p>The board collectively and each director individually may take, at the company's expense, such independent professional advice as is considered necessary to fulfil their relevant duties and responsibilities.</p> <p>Individual board members seeking such advice must obtain the approval of the chairman (which may not be unreasonably withheld) and the advice will be made available to all board members as appropriate.</p>
Code of Conduct	Each member of the board shall abide by the terms of the Group Code of Conduct in all dealings with and on behalf of the group.
Duties and Responsibilities	
Corporate Governance	<ul style="list-style-type: none"> • Conduct the meetings of directors and the board committees and the affairs of the group having full regard for best corporate government practices including the ASX Principles of Good Corporate Governance and Best Practice Recommendations. • Ensure that executive management implement and maintain a system of good corporate governance including the adoption of a Group Code of Conduct applicable to all employees of the group, including directors, temporary workers and other independent contractors and consultants when engaged by or otherwise representing the group and its interests.
Board of Directors	<ul style="list-style-type: none"> • Propose, for approval by the shareholders, appropriate persons for election to the board. • Fill casual vacancies in board positions. • Manage the succession of board members. • Monitor the performance of the board and board committees collectively and directors individually.
Chief Executive Officer and Executives	<ul style="list-style-type: none"> • Select and remove the Managing Director (MD), agree performance targets, monitor performance, set remuneration and manage succession plans for the MD. • Ratify the appointment and removal of those executives who report directly to the MD, approve their remuneration and review their performance targets. Monitor executive succession plans.

Corporate Strategy and Performance	<ul style="list-style-type: none"> • Approve the strategic direction and related objectives for the Group • Consider and approve the group's annual budget including revenue, profit, capital expenditure and cash flows, as proposed by management, ensuring appropriate resources are available to achieve the business objectives. • Monitor executive management's performance in the implementation and achievement of the Group's business objectives and strategies.
Acquisitions and Divestitures	<ul style="list-style-type: none"> • Review and as appropriate approve management proposals regarding acquisitions or divestitures of companies, businesses and functions, when such acquisition or divestiture would have a material effect on the assets, profit or operations of the Group.
Capital Management	<ul style="list-style-type: none"> • Review and approve group capital management policies and plans having regard for the various liquidity and capital adequacy regulatory requirements applying to Group companies.
Risk Management and Internal Control	<ul style="list-style-type: none"> • Ensure business risks are identified and approve systems of risk management, regulatory compliance and control and associated group policies to manage those risks. • Monitor management's implementation of, and compliance with, these systems and controls.
Financial Reporting	<ul style="list-style-type: none"> • Approve (subject to shareholder endorsement) the appointment of the external auditor. • Determine and approve dividends to be paid to shareholders. . • Review and approve the Group's half-yearly and annual financial statements and other published financial information.
Approval Authorities	<ul style="list-style-type: none"> • Determine and approve the level of authority to be granted to the Managing Director in respect of operating and capital expenditures and credit facilities and authorise the further delegation of those authorities to management by the Managing Director. • Approve major operating and capital expenditure and credit facilities in excess of the limits delegated to management.
Board Committees	<ul style="list-style-type: none"> • The various powers, duties and responsibilities of the board set out herein may be delegated to one or more committees of the board. • All board committees will have a Charter approved by the board setting out the composition, duties and responsibilities of that committee. • Minutes of the proceedings of all meetings of board committees shall be maintained and copies of those minutes will be distributed to all directors at the next meeting of the board following the board committee meeting.