

Board Nominations Committee Charter

2 December 2011

PURPOSE

- 1) The function of the Westpac Banking Corporation (**Westpac**) Board Nominations Committee (**Committee**) is to assist the Board as the Board fulfils its oversight responsibility to shareholders by ensuring that the Westpac Board and relevant Westpac subsidiary Boards comprise individuals best able to discharge the responsibilities of Directors having regard to the law and aspiring to excellence in governance standards.
- 2) The Committee will primarily fulfil these responsibilities by carrying out the activities outlined in paragraphs 16-29 of this Charter.

COMPOSITION

- 3) The Committee will be comprised of the chairmen (from time to time) of each of the other Board Committees, the Chairman and Deputy Chairman of the Westpac Board and such other members as the Board determines.
- 4) Each of the members will be an independent Director.
- 5) The Chairman of the Committee will be as determined from time to time by the Board of Westpac. Should the Chairman of the Committee be absent from a meeting, the members of that Committee present will appoint a Chairman for that particular meeting.

MEETINGS

- 6) The Committee will meet half-yearly, or more frequently as necessary.
- 7) In addition to the members of the Committee, other Westpac Directors are entitled to attend each meeting and to receive copies of the papers.

- 8) The Committee may request any officer or employee of the Group, outside legal counsel or any person or group with relevant experience or expertise to attend meetings of the Committee or to meet with any members or consultants to the Committee.
- 9) A quorum for any meeting will be two members.
- 10) The Secretary of the Committee will be the Group Company Secretary or his/her designated representative.
- 11) The agenda and supporting documentation will be circulated to the Committee members within a reasonable period in advance of each meeting. The Secretary of the Committee will circulate minutes of meetings to members of the Committee and the Board.
- 12) The Committee may adopt such rules and regulations as it deems appropriate for the conduct of its affairs, provided that they are not inconsistent with the Westpac Constitution, this Charter (as amended from time to time) or any resolution of the Board.

REPORTING

- 13) The Committee will regularly update the Board about Committee activities and make appropriate recommendations. The minutes of each Committee meeting will be tabled at the next Board meeting.
- 14) At the discretion of the Chairman and members of the Committee, any relevant matters deemed to be of major importance should be referred to the Board for its attention.

TENURE

- 15) The Committee will operate within the Board approved policies on Director tenure, which is:
 - a) Maximum tenure of Directors (other than the Chairman) of 9 years from date of first election by shareholders;
 - b) Maximum tenure of Chairman of 12 years (inclusive of any term as a Director prior to being elected as Chairman) from date of first election by shareholders;
 - c) The Board, on its initiative and on an exceptional basis, may exercise discretion to extend the maximum terms specified in paragraphs a) and b) where it considers that such an extension would benefit the company. Such discretion will be exercised on an annual basis and the Director concerned will be required to stand for re-election annually; and
 - d) Recommendations to shareholders to re-elect Directors are to be made only after peer review.

BOARD COMPOSITION AND PERFORMANCE RESPONSIBILITIES

- 16) Assess the skills required to discharge competently the Board's duties having regard to Westpac's performance, financial position and strategic direction, including specific qualities or skills that the Committee believes are necessary for one or more of the Directors to possess

and the mix of skills, experience, expertise and diversity that the Board desires to achieve in the membership of the Board.

- 17) Develop policy, review, assess from time to time and recommend to the Board as appropriate on Director tenure, Board composition and size.
- 18) Review annually the time required to be committed to Westpac business by Non-executive Directors, including reviewing the other commitments of Non-executive Directors and the time involved in those commitments. Non-executive Directors are required to inform the Committee Chairman before accepting new appointments.

DIVERSITY

- 19) The Committee will annually review and make recommendations to the Board on diversity generally within The Westpac Group, measurable objectives for achieving diversity and progress in achieving such objectives.

BOARD APPOINTMENT RESPONSIBILITIES

- 20) Review Director appointment criteria from time to time, with eligibility criteria to have regard to a proposed candidate's broad commercial experience and other qualities.
- 21) Consider and make recommendations to the Board on candidates for appointment as Directors. Such recommendations should pay particular attention to the mix of skills, experience, expertise, diversity and other qualities of existing Directors and how the candidate's attributes will balance and complement those qualities.
- 22) Consider and make recommendations to the Board and relevant subsidiaries on candidates for appointment as Directors of significant Westpac subsidiaries.
- 23) Review and, if thought fit, recommend the re-election by shareholders of any Director under the retirement by rotation provisions or any Director who must stand for election as a result of extended tenure. As part of this review, the Committee will oversee a peer review of these Directors during the year in which that Director will become eligible for re-election.
- 24) Determine the terms and conditions, excluding remuneration which is considered by the Board Remuneration Committee, on which Non-executive Directors are appointed and hold office.
- 25) Review and recommend to the Board a process for the orientation and education of new Directors.
- 26) Review and approve any continuing education for Directors.

BOARD PLANNING RESPONSIBILITIES

- 27) Develop and implement succession planning for Non-executive Directors, taking into account the challenges and opportunities facing Westpac and what skills and expertise are therefore needed on the Board in future.

CORPORATE GOVERNANCE RESPONSIBILITIES

- 28) Review and where necessary, develop Westpac's corporate governance policies to provide reasonable assurance that they meet international corporate governance standards.

OTHER RESPONSIBILITIES

- 29) To the extent the Committee deems necessary, retain independent legal, accounting or other internal or external advisors, including access to advice from external consultants or specialists.