

Westpac Group Policy – Appointment of Directors to Subsidiaries

This policy applies to the Boards of subsidiaries of Westpac Banking Corporation (“subsidiary boards”).

A. Appointment of Executive Directors to subsidiary boards

Executive Directors are appointed to subsidiaries on an ad hoc basis in accordance with a range of criteria including background, experience, professional skills and personal qualities.

B. Appointment of Non-Executive Directors to subsidiary boards

The Westpac Board has approved the Subsidiary Board Composition Principles which provide that:

1. Non-Executive Directors (NEDs) may be appointed to subsidiary boards in only the following circumstances:
 - a. where there is an explicit regulatory requirement to do so;
 - b. where there is demonstrated market demand for NEDs; or
 - c. where the Westpac Board Nominations Committee is satisfied that it is appropriate to do so.
2. All proposed NED appointments to subsidiary boards are to be referred to the Westpac Board Nominations Committee for consideration and approval.

C. Renewal Policy

The appointment term of each Director appointed to a subsidiary board will be determined by the Westpac Board Nominations Committee.

The Westpac Board Nominations Committee will review the composition of all subsidiary boards and related entities annually, giving regard to new and innovative ideas, independence and adequate expertise. The Westpac Board Nominations Committee will ensure that Non-executive Directors do not serve on any one subsidiary board for more than 9 years.

VERSION CONTROL

Version	Changes made	Date
1	Policy current	1 November 2007