

Internal Fraud and Misconduct Governance Committee Charter

1. The Internal Fraud and Misconduct Governance Committee (“**Governance Committee**”) seeks to ensure that internal fraud and serious misconduct complaints (including whistleblowing cases) (“**Complaints**”) across the Group are managed in a reliable and consistent manner which facilitates outcomes that are aligned to the Group’s Values and Risk Appetite Statement.

Governance Committee structure and members:

2. The Governance Committee comprises representation from:
 - (a) Risk (Group Executive, Chief Risk Officer);
 - (b) Group Legal (Group Executive, Group General Counsel);
 - (c) Financial Services (Group Executive, Chief Financial Officer); and
 - (d) Human Resources (Group Executive Human Resources).
3. The Governance Committee will meet quarterly or more frequently as required (including to consider specific Complaints which may be escalated under paragraph 6(d) below).
4. At least two members of the Governance Committee must be in attendance (including by phone) to constitute a quorum.
5. Governance Committee meetings will be minuted and chaired by the Executive General Manager of Group Security & Advisory.

Oversight of internal fraud and misconduct cases

6. The Governance Committee will provide oversight of Complaint management (including but not limited to those received through the SpeakUP channel) to ensure that adequate:
 - (a) Internal and external mechanisms exist to create sufficient awareness of internal fraud and misconduct reporting channels.
 - (b) Guidelines and processes are in place to appropriately manage Complaints.
 - (c) Mechanisms are in place to appropriately manage the complainant’s experience in accordance with the prevailing legislation and policy.
 - (d) Escalation mechanisms exist to ensure that Governance Committee members are fully informed of Material¹ Complaints in a timely manner, subject to any confidentiality restrictions, and are able to provide guidance to the Group on the appropriate management of such matters.

¹ Complaints are defined as complaints which create a risk of serious legal, regulatory, reputational, health and safety or systemic issues for the Group, or which otherwise have a Group-wide impact.

- (e) Regular reporting exists to the Governance Committee of internal fraud and misconduct trends.
- (f) Remedial action plans are implemented to address any internal fraud and misconduct trends which arise.
- (g) Training is providing to relevant staff holding roles pursuant to the Internal Fraud and Misconduct Investigation Framework.

Reporting and updates

7. The members of the Governance Committee will be:

- (a) Provided with quarterly reporting from Group Security and Workplace Relations showing the volume and nature of Complaints investigated, including the type of alleged activity/behaviour, method of receipt, business area, seniority of employees involved, outcome of investigation and any consequences (including any disciplinary action) of material Complaints.
- (b) Provided with quarterly updates on any material amendments to, deviations from or non-compliances with the:
 - i. Group Whistleblower Protection Policy
 - ii. Internal Fraud and Misconduct Investigation Framework.
- (c) Informed in a timely manner along with the relevant Business Unit Group Executive concerned, at the outset, of Material Complaints.
- (d) Provided with such additional documents, information or analysis which the Governance Committee members may deem necessary for the purposes of the Committee.

Note: Document version 1.0 approved by the Committee on 29 March 2016