



Board Disclosure of Interests and Handling Conflicts of Interest Procedures

Version 2020.1

December 2020

Document Control

Approval Date (Board)	17 December 2020
Version No.	2020.1
Next Review Date	December 2021
Document Owner	Board
Prepared By	General Counsel / Company Secretary

Date	Version No.	Prepared By	Change Details	Approval Details
27/09/10		I Rogerson	<ul style="list-style-type: none"> Reformat new standard policy and procedure format Removal of reference to the provisions of the code of conduct Inclusion of reference to the directors' obligations under the Corporations Act, the Bank's Constitution, and the common law Inclusion of reference to APRA guidance on disclosure and managing conflicts of interest Inclusion of greater specificity in respect of how notice of changes in interests should be given 	Approved by the Board of Directors
29/11/11	2011.1	I Rogerson	Annual Review	Board of Directors 29 November 2011
27/09/12	2012.1	I Rogerson	Annual Review	Board of Directors 1 November 2012
19/09/13	2013.1	I Rogerson	Annual Review	Board of Directors 5 December 2013
14/11/14	2014.1	I Rogerson	Annual Review	Board of Directors 4 December 2014
02/12/15	2015.1	I Rogerson	Annual Review	Board of Directors 3 December 2015
01/12/16	2016.1	I Rogerson	Annual Review	Board of Directors 1 December 2016
07/12/17	2017.1	I Rogerson	Annual Review	Board of Directors 7 December 2017
06/12/18	2018.1	A Martin	Annual Review	Board of Directors 6 December 2018
5/12/19	2019.1	J Brand	Annual Review	Board of Directors 18 December 2019
10/12/20	2020.1	J Brand	Annual Review	Board of Directors 17 December 2020

Once approved, an updated version of this policy must be immediately provided to the Operational Risk Management Department for inclusion on the Policy Central site on the ME intranet.

Board Disclosure of Interests and Handling Conflicts of Interest Procedures

1. Establishment of Procedures

- 1.1. This document sets out the procedures that the directors have agreed they will follow: to disclose interests that they have; and
 - 1.1.2. should a conflict of interest or potential conflict of interest occur.
- 1.2. In establishing these procedures the directors acknowledge their obligations under the *Corporations Act 2001*, ME's Constitution, ME's Code of Conduct and the common law. The directors also acknowledge the guidance given by the Australian Prudential Regulation Authority in respect of handling conflicts of interest.
- 1.3. These procedures are reviewed annually.

2. Disclosure of Directors' Interests

- 2.1. A director must promptly disclose to the Board each of the following:
 - 2.1.1. any interest which the director believes may create a conflict of interest or the perception of a conflict of interest; and
 - 2.1.2. any material personal interest in a matter that relates to the affairs of ME.

Note: This does not require disclosure of a director's interest in a financial service obtained in the ordinary course of the business of the Bank or its subsidiaries on an arm's length basis.

The disclosure must include full details of the nature and extent of the interest, and the relation of the interest to the affairs of the Bank. If a director is uncertain about whether an interest should be disclosed, the director should consult with the Company Secretary.

3. Standing Notice of Disclosure of Interest

- 3.1. Each new director must complete a Standing Notice about interest and give it to the Company Secretary.
- 3.2. The Company Secretary maintains Standing Notices about interests for each director and must give copies to each new director of all current Standing Notices when the Director starts.
- 3.3. A Standing Notice of Disclosure of Interest for each director will be included in the papers for each Board meeting.
- 3.4. Directors should disclose to the other directors changes to the Standing Notice of Disclosure of Interest as soon as practicable.
- 3.5. Where the changes are advised in a meeting of the directors, the change will be recorded in the minutes of the meeting. The Standing Notice of Disclosure of Interests will be updated to reflect the change and included in the papers for the following meeting.
- 3.6. Any changes that are advised outside of a meeting of the directors should be given in writing, with a copy to the Company Secretary. The Standing Notice of Disclosure of Interests will be updated to reflect the change and included in the papers for the following Board meeting.

4. Procedures for Handling a Conflict of Interest

- 4.1. A conflict of interest generally arises where a director has a material personal interest which may influence how he or she performs his or her duties and responsibilities to ME.
- 4.2. A director who has a material personal interest in a matter which relates to the affairs of ME:
 - 4.2.1. must disclose the nature and extent of that interest, even if it is disclosed on the Standing Notice of Disclosure of Interests;
 - 4.2.2. must, if applicable, state the date upon which the interest arose;
 - 4.2.3. acknowledges they might not receive papers relating to the matter;
 - 4.2.4. may not be present at a meeting while the matter is being considered unless the other directors who are not affected by a material personal interest at that time resolve that the interest should not disqualify the director with the material personal interest from being present while the matter is being considered; and
 - 4.2.5. may not vote on the matter being considered unless the other directors who are not affected by a material personal interest at that time resolve that the interest should not disqualify the director with the material personal interest from voting.
- 4.3. The minutes of the meeting must record the decision taken in respect of the director's attendance and ability to vote, and the reasons supporting the decision, as well as record (if applicable) the interested director leaving the meeting before the discussion and returning after the vote.

5. Non-compliance with these Procedures

- 5.1. In the event of a director failing to comply with these Procedures, the Board, excluding that director, will determine the appropriate action to be taken, including any consequences for that director.