



STAFF PERFORMANCE & EVALUATION CRITERIA

Current at April 2015

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1. Introduction

Under direction of the Chairman of the Board, the full Board is required to carry out an annual review of the performance of:-

- the Board as a whole and any improvements that may be made to enhance that performance;
- the performance of the Chairman;
- the performance of individual directors: and
- the performance of the Chief Executive Officer, Chief Financial Officer, Company Secretary and other relevant senior personnel.

2. Independent Advice

Individual Board members are authorised to obtain outside legal or other independent professional advice and if necessary secure the attendance of such advices, provided however that the commitment has been discussed with the Chairman and approved by him as a relevant expense of Auswide Bank.

The procedural basis on which the review will be carried out will be under the direction of the Chairman.

3. Changes to the Board

Where during the assessment of the Board and individual directors the Board are of the opinion there needs to be alterations made or have additional change they will identify suitable candidates to fill the relevant vacancies when they arise and for recommendation to shareholders. In determining the process for identifying suitable candidates

- the Board may commission a search to be undertaken by an appropriate qualified independent third party; and
- ensure that suitable candidates cover a wide range of backgrounds providing a range of diversification and experience to the Board as a whole.

In respect of individual assessments, the Chairman will be responsible for addressing issues with individuals and conveying the outcome of the individual assessment to the Board.

Upon the introduction of a new Board member the Chairman will be responsible for ensuring that the incoming director gains a full understanding of:-

- the Company's financial strategic operational risk management position;
- their rights, duties and responsibilities; and
- the role of the Board Committees

Directors and key executives are encouraged to continue their education to update and enhance their skills and knowledge, with Auswide Bank offering financial assistance in attendance at seminars and carrying out additional educational requirements. The Directors are encouraged to seek advice and assistance when required and have access to all staff at all times.

Auswide Bank has adopted a Corporate Code of Conduct for Directors and Key Executives recognising that Auswide Bank has legal and other obligations to non-shareholder stakeholders such as employees, clients, customers and the community as a whole.