Colonial Mutual Superannuation Pty Ltd ("CMS")

ABN: 56 006 831 983

RSE Licence Number: L0002769

Rules for appointment and termination of Directors

1 Appointment of Directors

1.1 All candidates are required to satisfy the following conditions prior to being appointed as a Director:

- Meet an assessment for fitness and propriety; and
- Confirm they have read and are prepared to comply with Commonwealth Bank of Australia (CBA) policies; and
- Receives the Group Executive, Wealth Management's recommendation for appointment.

1.2 The appointment of Executive and Non-executive Directors is approved by the CBA Chief Executive Officer in accordance with the company's constitution.

1.3 Independent Director appointments are approved by the CBA Board Performance and Renewal Committee (CBA BPRC). Prior to appointment, independent directors must also satisfy the Primary Rules and No Conflicts Rule in Financial Services Council (FSC) Standard 20 Superannuation Governance Policy.

1.4 Independent Directors are normally appointed for terms of 2-3 years, and are normally expected to serve a term of six years but may serve a maximum term of 12 years from the date of first appointment.

2 Board Renewal

2.1 When considering the renewal requirements for the Board, each Director, and where applicable the CBA BPRC will have regard to the company's constitution, and all applicable legal and regulatory requirements and will consider the following principles:

- Whether individually, each Director adheres to the competency, skills and expertise requirements outlined in the CBA Group Fit and Proper Policy;
- Whether collectively, the Board has the necessary skills, knowledge and experience to understand the risks of the company's business operations, including its legal and prudential obligations;
- Whether requirements for continuing professional development continue to be met for each individual Director; and
- When Board tenure is reviewed, in accordance with the CBA Board Tenure Policy, whether Directors, who have served for a period which could, or reasonably be perceived to, materially interfere with their ability to act in the best interests of the beneficiaries.

2.2 Executive Directors and Non-executive Directors remain in office until either they resign or are removed from office in accordance with the company's constitution.

2.3 Independent Directors are normally appointed for terms of 2-3 years and expected to serve a term of six years from the date of first appointment subject to the provisions of the company's constitution and applicable regulatory requirements. That term may be extended to nine years where, at the end of the initial six year period:

- the CBA Chief Executive Officer recommends the extension to the BPRC;
- the BPRC considers such an extension to be a benefit to the CBA Group; and
- the Independent Director agrees to the extension.

In exceptional circumstances, the CBA Chief Executive Officer may annually recommend that the BPRC exercise its discretion to further extend the term of an Independent Director should circumstances deem it appropriate, subject to the total term of appointment not exceeding twelve years with each renewal being subject to support of the Group Executive, Wealth Management and approval of the BPRC.

3 Diversity

3.1 The CBA Group views gender equality as an indicator of broader diversity. The skills, experience and personal qualities of candidates are assessed in addition to considering other attributes, including diversity to ensure that any appointment decisions adequately reflect the aspirations of the Group and the environment in which it operates. The same principles are applied to subsidiaries of the CBA Group.

3.2 As at 1 July 2014 more than 50% of the Directors of the company are women.