

## Register of Relevant Interests and Duties

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8 January 2019

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ANZ Staff Superannuation (Australia) Pty Limited  
(ABN 92 006 680 664 AFSL 238268 RSEL L0000543)

Trustee of the ANZ Australian Staff Superannuation Scheme  
(ABN 83 810 127 567 RSE R1000863)

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Registered Address

Level 9, 833 Collins Street  
DOCKLANDS VIC 3008

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### Status

Status as at 8 January 2019

Current

### Amendment History

<b>Version</b>	<b>Date</b>
Original	9 April 2013
Revised [Standing Notice of Interests updated]	12 June 2013
Revised [Updated for director changes and to respond to feedback from APRA]	26 August 2013
Revised [Standing Notice of Interests updated]	27 November 2013
Revised [Standing Notice of Interests updated]	12 March 2014
Revised [Standing Notice of Interests updated]	2 June 2014
Revised [Standing Notice of Interests updated]	26 September 2014
Revised [Relevant Interests and Duties and Standing Notice of Interests updated]	20 April 2015
Revised [Relevant Interests and Duties and Standing Notice of Interests updated]	1 July 2015
Revised [Relevant Interests and Duties and Standing Notice of Interests updated]	18 August 2015
Revised [Relevant Interests and Duties and Standing Notice of Interests updated]	11 April 2016
Revised [Standing Notice of Interests updated]	18 April 2016
Revised [Relevant Interests and Duties and Standing Notice of Interests updated]	9 August 2016
Revised [Standing Notice of Interests updated]	24 November 2016
Revised [Standing Notice of Interests updated]	24 July 2017

**Version**

**Date**

Revised  
[Updated for director changes and Standing Notice of Interests updated]

4 December 2017

Revised  
[Relevant Interests and Duties and Standing Notice of Interests Updated]

12 September 2018

Revised  
[Relevant Interests and Duties and Standing Notice of Interests Updated]

16 October 2018

Revised  
[[Updated for director changes and Standing Notice of Interests updated]

8 January 2019

## Register of Relevant Interests and Duties

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ANZ Staff Superannuation (Australia) Pty Limited is the Trustee of the ANZ Australian Staff Superannuation Scheme. This Register of Relevant Interests and Duties is maintained under the Trustee's Conflicts of Management Policy ("Policy") and is subject to the development and maintenance processes outlined in the Policy.

## Register of Relevant Interests

The following table sets out the interests, which have been determined to be the ‘Relevant Interests’ for purposes of the Policy and Prudential Standard SPS 521 *Conflicts of Interest*.

Position	Interest
Trustee	<ul style="list-style-type: none"> <li data-bbox="658 464 2022 528">• ANZ Staff Superannuation (Australia) Pty Limited is a wholly owned subsidiary of Australia and New Zealand Banking Group Limited (“ANZ”), but it is a non-controlled subsidiary.</li> <li data-bbox="658 552 1458 576">• Relationship with ANZ as the employer-sponsor of the Scheme.</li> <li data-bbox="658 600 1055 624">• Dealings with related parties.</li> </ul> <p data-bbox="707 655 2007 719"><i>The Trustee has an arrangement with ANZ Financial Planning whereby members are able to have financial planning fees related to their superannuation debited from their Scheme account.</i></p> <ul style="list-style-type: none"> <li data-bbox="658 743 1839 767">• Service providers or advisers where related companies provide services or advice to the Trustee.</li> </ul> <p data-bbox="707 799 2022 863"><i>OnePath Life Limited (a wholly owned subsidiary of ANZ) currently insures the death, Total and Permanent Disablement and salary continuance benefits provided through the Scheme.</i></p> <p data-bbox="707 887 2022 1023"><i>The Trustee has entered into an agreement with ANZ under which ANZ’s financial advisers have been engaged to provide Scheme members with general or limited personal financial advice about options available within the Scheme over the phone for no extra charge. Members requiring more complex personal advice are given the option of receiving comprehensive personal advice from an ANZ financial adviser for a fee.</i></p> <p data-bbox="707 1046 1989 1142"><i>These financial planning services are provided by ANZ’s financial advisers under ANZ’s Australian Financial Services Licence number AFSL 234527. Any advice provided by ANZ’s financial advisers is not provided or endorsed by the Trustee.</i></p> <p data-bbox="707 1166 1962 1230"><i>The Trustee also utilises ANZ banking facilities and services (including accounts, foreign exchange services and term deposits).</i></p>

Position	Interest
Directors (including Alternate Directors)	<ul style="list-style-type: none"> <li>• Where a Director is a member of the Scheme and the matter being considered would have a personal impact on their membership.</li> <li>• This circumstance should also be considered in relation to the interests of Associated Persons* of the Director or Alternate Director.</li> </ul> <p><i>* An Associated Person is any party under the control of the Director or who may be expected to influence, or be influenced by, the Director in their dealings in relation to their Scheme membership</i></p>
Directors appointed by ANZ as the employer-sponsor of the Scheme	<ul style="list-style-type: none"> <li>• Directors appointed by ANZ have the same legal and regulatory obligations as other Directors and must always exercise their powers in the best interests of Members. Directors appointed by ANZ need to be conscious of the possibility of a conflict between the interests or duties owed to the Members and the interests of ANZ. To the extent of conflict in exercising their powers as a Director, they must prefer the interests of Members.</li> </ul>
Directors and Responsible Persons	<ul style="list-style-type: none"> <li>• Receipt of gifts, rewards, entertainment or sponsored travel valued at over \$500 or where it could create any obligation or expectation that could conflict with their role as an officer of the Trustee. The provisions in relation to accepting gifts or hospitality from such entities are set out in the Code of Conduct in the Corporate Governance Statement.</li> </ul>
Scheme Administrator	<ul style="list-style-type: none"> <li>• While the Scheme Administrator (Mercer Outsourcing [Australia] Pty Limited) provides only superannuation administration services for the Scheme, its business includes a wider range of financial and related services. In providing services to the Scheme, care needs to be taken to manage the potential for it to seek to cross-promote its other commercial interests.</li> </ul>

## Register of Relevant Duties

The following table sets out the duties, which have been determined to be the 'Relevant Duties' for purposes of the Policy and Prudential Standard SPS 521 *Conflicts of Interest*.

Position	Duties
Trustee	<ul style="list-style-type: none"> <li>• Duty to comply with terms of agreements to which it is a party, including service agreements entered into with other parties such as related parties (including terms requiring the payment of fees and other amounts to those parties)</li> </ul>
Directors and Responsible Persons	<ul style="list-style-type: none"> <li>• Duties arising from directorships of other companies, particularly Registrable Superannuation Entity licensees</li> </ul>
Directors and Responsible Persons who are employees of ANZ	<ul style="list-style-type: none"> <li>• Employees of ANZ are required to comply with ANZ policies. In the event that there is a conflict between the ANZ policies and the duties owed to members, Directors and Responsible Persons must satisfy their duties to members in preference to the duties or obligations to ANZ.</li> </ul> <p data-bbox="707 751 2045 919"><i>Any potential conflict between ANZ policies and the obligations of Directors and Responsible Persons in relation to the Scheme would be mitigated as ANZ policies include standard wording to confirm that their obligations to the Scheme as a Registrable Superannuation Entity licensee and under other legislation override the provisions of the policy. In addition, the Trustee is classified as a non-controlled entity of ANZ and is excluded from the application of ANZ policies except in those cases where the Trustee elects to adopt ANZ policies.</i></p>



## Standing Notice of Interests and Duties

The Trustee Directors and Responsible Persons have provided the following Standing Notice of Interests and Duties. This Standing Notice of Interests and Duties provides details of the directorships, memberships and other interests and duties of the Directors (including Alternate Directors) and Responsible Persons. Where these directorships, memberships and other interests and duties give rise to Relevant Interests or Relevant Duties, the details are included in the registers above.

STANDING NOTICE OF INTERESTS UNDER SECTION 192 OF THE *CORPORATIONS ACT 2001*

Effective as at 8 January 2019

Name	Details of directorships, in particular, all other directorships of superannuation entities or entities that may have dealings with a superannuation entity	Details of ANZ employment, memberships or other interests and duties that may be relevant, including any material financial or non-financial interest in a service provider used by the Trustee	Additional information relating to details of employment, external directorships, memberships, interests and duties
Gary Newman (Employer appointed Director)	<ul style="list-style-type: none"> <li>▪ Director of family company - GL and WA Newman Pty Ltd</li> <li>▪ Director of Newman Consulting Pty Ltd</li> </ul>	Nil	Receives fees from ANZ for acting as a Director of the Trustee
Susan Carter (Employer appointed Director)	<ul style="list-style-type: none"> <li>▪ <i>First State Super Financial Services</i> Non-executive Director</li> <li>▪ <i>First State Super</i> Non-executive Director, Chairman - Audit Committee</li> <li>▪ <i>Medical Indemnity Protection Society</i> Non-executive Director</li> <li>▪ <i>Protect Services Pty Ltd</i> Non-executive Director, Chairman – Audit Committee</li> <li>▪ <i>Elecnet (Aus) Pty Ltd</i> Non-executive Director, Chairman - Audit Committee</li> <li>▪ <i>State Super Financial Services Australia</i> Non-executive Director</li> </ul>	Member, Institute of Chartered Accountants in England and Wales	Receives fees from ANZ for acting as a Director of the Trustee
		Fellow, Australian Institute of Company Directors (AICD)	First State Super - appointed jointly by the Director General of the Department of Premier and Cabinet and the Secretary of the NSW Treasury, a Fund Employer Entity

Name	Details of directorships, in particular, all other directorships of superannuation entities or entities that may have dealings with a superannuation entity	Details of ANZ employment, memberships or other interests and duties that may be relevant, including any material financial or non-financial interest in a service provider used by the Trustee	Additional information relating to details of employment, external directorships, memberships, interests and duties
Adrian Went <sup>1</sup> (Employer appointed Director)	<ul style="list-style-type: none"> <li>▪ ANZ Funds Pty Ltd Director</li> <li>▪ ANZ Capital No. 1 Pty Ltd Director</li> </ul>	Group Treasurer	ANZ Funds Pty Ltd and ANZ Capital No. 1 Pty Ltd are wholly owned subsidiaries of ANZ. There is no conflict of interest as these subsidiaries do not carry out activities which relate to the Trustee and Scheme's affairs.
Geoffrey King (Member elected Director)	Nil	Nil	
Joanne McKinstry (Member elected Director)	Nil	Customer Advocate, Australia Division  Member, AICD	

<sup>1</sup> Adrian Went was appointed a Director effective 27 November 2017 following the resignation of Anthea Kane as of 24 November 2017.

Name	Details of directorships, in particular, all other directorships of superannuation entities or entities that may have dealings with a superannuation entity	Details of ANZ employment, memberships or other interests and duties that may be relevant, including any material financial or non-financial interest in a service provider used by the Trustee	Additional information relating to details of employment, external directorships, memberships, interests and duties
Susan Hodgkinson <sup>2</sup> (Employer appointed Director)	<ul style="list-style-type: none"> <li>▪ ANZ Underwriting Limited Director</li> </ul>	<p>Group General Manager, Lending Services</p> <p>Member, Chartered Accountants Australia and New Zealand</p> <p>Graduate, AICD</p>	
Adam Vise <sup>3</sup> (Member elected Director)	<ul style="list-style-type: none"> <li>▪ Birchal Pty Ltd Director</li> <li>▪ Birchal Financial Services Pty Ltd Director</li> </ul>	Nil	Head of Treasury at Steller Property Group
Robert Sparrow <sup>4</sup> (Member elected Director)	Nil	<p>Head of Business Solutions, Markets Technology</p> <p>Certified Practising Accountant</p>	

<sup>2</sup> Susan Hodgkinson was appointed as a Director effective 21 December 2018 following the resignation of Kylie Rixon as of 14 December 2018.

<sup>3</sup> Adam Vise was elected as a Director effective 1 July 2015. He replaces Peter Davis whose term expired on 30 June 2015.

<sup>4</sup> In accordance with the Rules for the Election of Member Representative Directors, Robert Sparrow was appointed on 24 November 2016 to fill the vacancy following the resignation of Peter Davis.

Name	Details of directorships, in particular, all other directorships of superannuation entities or entities that may have dealings with a superannuation entity	Details of ANZ employment, memberships or other interests and duties that may be relevant, including any material financial or non-financial interest in a service provider used by the Trustee	Additional information relating to details of employment, external directorships, memberships, interests and duties
Paul Rosam (Responsible Person)	None	Senior Manager, Superannuation	
Megan Currie (Responsible Person)	None	Senior Strategy and Governance Manager	
Robert Gill <sup>5</sup> (Responsible Person)	None	Manager, Investments	
Karen Phillips (Responsible Person)	None	Company Secretary - Subsidiaries	
Jane Cox (Responsible Person)	None	Head of Secretariat – Subsidiaries	
Dean Waters (Auditor)	None	Not applicable	Partner of KPMG  KPMG acts as the external auditor of ANZ
Matthew Burgess (Actuary)	None	Not applicable	Senior Consultant at Willis Towers Watson

<sup>5</sup> Robert Gill was appointed Manager Investments effective 1 October 2018 following the retirement of Peter O'Reilly as of 30 September 2018.