

### Information on directors

**GLENN BARNES**, BAgSc (Melb), CPM, FAMI, FAICD, SF Fin, FRSA

Mr Barnes was appointed Chairman of Australian Unity Limited on 1 June 2012. He is chairman of a number of Australian Unity Limited subsidiaries, a member of the Human Resources, Remuneration and Nominations Committee and an ex-officio member of all other board committees. He is a professional director and consultant and is currently Chairman of Ansell Limited and a director of a number of private interest companies. Mr Barnes has over 20 years of governance experience in banking and financial services, business information, consumer goods and the not-for-profit sector. He was involved in the packaged goods, banking and financial services sectors for over 30 years, as an executive, business leader and director in Australia, New Zealand, the United Kingdom, United States of America, Republic of Ireland, Japan and China. He has also held a number of regional and global leadership roles. Mr Barnes has not held any directorships of listed entities in addition to those set out above during the last three years.

**ROHAN MEAD**, Group Managing Director & CEO

Mr Mead was appointed Group Managing Director of Australian Unity Limited on 1 July 2004. As Group Managing Director, he is a member of subsidiary boards and most committees. Mr Mead is chairman of Platypus Asset Management, deputy chair of Acorn Capital, a director of Seres Asset Management (Hong Kong) and a director of the Australian Centre for Health Research Limited. He is chairman of the Business Council of Australia's Healthy Australia task force. He is also a director of the Centre for Independent Studies and the Australian Brandenburg Orchestra. Prior to joining Australian Unity, Mr Mead was employed by Perpetual Trustees Australia Limited (1996-2003) in a range of senior roles. Mr Mead has not held any directorships of listed entities in addition to those set out above during the last three years.

**MELINDA CILENTO**, BA, BEc (Hons), MEc

Ms Cilento was appointed to the board of Australian Unity Limited on 1 May 2014. She is a director of a number of Australian Unity Limited subsidiaries and a member of the Human Resources, Remuneration and Nominations Committee, Investment Committee and Audit & Compliance Committee. She is also a director of Woodside Petroleum and Co-Chair of Reconciliation Australia. In addition to her directorships, Melinda is a member of ASIC's External Advisory Panel, the NAB Advisory Council of Corporate Responsibility, the advisory council of the Australian Scholarship Foundation and is a part-time commissioner with the Productivity Commission. Melinda worked for eight years with Australia's leading CEOs at the Business Council of Australia, including four years as Deputy Chief Executive. Prior to joining the Business Council she was Head of Economics at Invesco Australia. Melinda has also worked with the Federal Treasury and International Monetary Fund in Washington DC. Ms Cilento was a director of Wesfarmers General Insurance until June 2014. Ms Cilento has not held any directorships of listed entities in addition to those set out above during the last three years.

**EVE CRESTANI**, DipLaw (BAB), FAICD

Ms Crestani was appointed to the board of Australian Unity Limited in 1996. She is a director of a number of Australian Unity Limited subsidiaries, chairman of the Human Resources, Remuneration and Nominations Committee, and a member of the Audit and Compliance Committee. She is also chairman of Mercer Superannuation Australia Limited, a director of Mercer Outsourcing (Australia) Pty Limited, a director of Seres Capital Management Limited (Caymans) and a director of Zurich Financial Services Australia Limited and Zurich Australia Limited. Ms Crestani is qualified in law and management, and is a member of the ASX Appeal Tribunal. She

consults on property and workplace transformation strategies and design. She is a founding fellow of the Australian Institute of Company Directors. She has not held any directorships of listed entities in addition to those set out above during the last three years.

**STEPHEN MAITLAND**, OAM, RFD, BEc, MBus, LL.M, FCPA, FAICD, FCIS, FAIM, FFin

Mr Maitland was appointed to the board of Australian Unity Limited in 2005 following the merger with Grand United Friendly Society Limited. He is a director of a number of Australian Unity Limited subsidiaries, chairman of the Audit and Compliance Committee, and a member of the Investment Committee and Risk Committee. He is a director of the Royal Automobile Club of Queensland Limited, Centrepont Alliance Ltd (retiring on 31 August 2015) and of several private companies. He is also President of the Queensland Division of CPA Australia, chair of the Audit and Risk Committee of the Public Trustee of Queensland, and is an independent member of several audit and compliance committees. Mr Maitland is the principal of Delphin Associates, a business consultancy specialising in strategic planning, risk management, corporate governance and business transition. He has over 40 years' experience in the banking and finance industries and was chief executive officer of the Queensland Office of Financial Supervision between 1992 and 1999. He was previously a director of Buderim Ginger Limited. Mr Maitland has not held any directorships of listed entities in addition to those set out above during the last three years.

**PETER PROMNITZ**, BSc (Hons), AIAA, FAICD

Mr Promnitz was appointed to the board of Australian Unity Limited on 1 January 2013 and appointed Deputy Chairman and Chairman-designate on 28 July 2015. It is anticipated that Mr Promnitz will assume the role of Chairman on or around 31 March 2016. He is a director of a number of Australian Unity Limited subsidiaries, Chairman of the Investment Committee and a member of the Human Resources, Remuneration and Nominations Committee and the Risk Committee. He was formerly the CEO for Mercer in Asia Pacific and a member of the global Executive Committee, a role he retired from in December 2012. Prior to his senior executive role in Asia Pacific with Mercer, his business experience includes a diverse career in financial services in Australia and New Zealand. He has led investment, superannuation, actuarial and human resource consulting businesses in both executive and non-executive capacities with a personal focus on clients, diversity and governance. Mr Promnitz was previously chairman of listed company SFG Australia Limited and chairman for Australia for Marsh & McLennan Companies. He has not held any directorships of listed entities in addition to that set out above during the last three years. Mr Promnitz is a qualified actuary.

**GREG WILLCOCK**, BComm, FCPA, FAICD, MAIM, FFin

Mr Willcock was appointed to the board of Australian Unity Limited on 1 March 2012. He is Chairman of Big Sky Building Society Limited, a director of a number of Australian Unity Limited subsidiaries, Chairman of the Risk Committee and a member of the Audit and Compliance Committee and an ex-officio member of the Big Sky Risk Committee. Mr Willcock is also a director of the Customer Owned Banking Association (COBA), the industry advocate for Australia's customer owned banking sector. Mr Willcock has over 33 years' experience in banking and financial services in Australia, United States of America and the United Kingdom including seven years in general management roles at National Australia Bank in the areas of risk management, strategy and change management. Mr Willcock has not held any directorships of listed entities in addition to those set out above during the last three years.

## Directors' report continued

### Information on directors (continued)

#### IAN FERRES, AM, FIAA, FAICD

Mr Ian Ferres retired as a director of the board of Australian Unity Limited on 1 August 2014 after 15 years, including as a director since 1999, and as Group Managing Director from 2002 to 2004. An actuary by profession, Mr Ferres is currently a consultant with TressCox Lawyers, Chairman of Technology Development Investment Limited and a director of Contango Microcap Limited. Mr Ferres has not held any directorships of listed entities in addition to those set out above during the last three years. On Monday 9 June 2014, Ian Ferres was appointed in the Queen's Birthday honours list as a Member in the General Division of the Order of Australia (AM) for his enormously significant service to the Finance and Investment sector through a range of advisory roles to professional organisations, and to the community.

#### WARREN STRETTON, FAICD, FCPA, FCIS, FGIA, FTI, FAMI CPM

Mr Stretton retired as a director of the board of Australian Unity Limited on 31 December 2014. Mr Stretton was appointed to the board of Australian Unity Limited in March 2005, following the merger with Grand United Friendly Society Limited. His career at Grand United included the roles of Financial Controller from 1989 to 1993, and Managing Director/Chief Executive Officer from 1993 to 2005. Mr Stretton played an integral role in the successful completion of the merger between Grand United and Australian Unity. He then continued to serve on the Australian Unity board, and a number of its committees and subsidiary boards, during periods of considerable market challenge and growth for the business. At the time he retired from the Australian Unity Limited board he held a Government appointment to the Medical Radiation Practice Council of NSW.

### Company secretaries

#### VERRAN FEHLBERG, BEc(Acc), LLB, General Counsel, Company Secretary & Chief Risk Officer

Mr Fehlberg joined Australian Unity in 2000, and served as General Counsel and Company Secretary from 2006 to 2009. He then held a position abroad with law firm AdventBalance in Singapore. In early 2014, Mr Fehlberg rejoined Australian Unity and was again appointed General Counsel and Company Secretary and now also acts as Chief Risk Officer. In his role, Mr Fehlberg is responsible for managing the Group's legal, compliance, risk and secretariat functions. He is also secretary of all Group subsidiary boards. Mr Fehlberg has over 15 years' experience in the financial services sector. Before joining Australian Unity, he worked with Colonial First State and a number of Australian law firms including Ashurst, Herbert Smith Freehills and Minter Ellison.

#### CATHERINE VISENTIN, GIA(Cert), Assistant Company Secretary

Ms Visentin joined Australian Unity in 1988. She was appointed Assistant Company Secretary of various Australian Unity Limited Group companies in 2004. She has over 19 years of involvement with the Australian Unity Limited Company Secretarial function.

### Meetings of directors

The numbers of meetings of the Company's board of directors and of each board committee held during the year ended 30 June 2015, and the numbers of meetings attended by each director were:

	Board		Audit and Compliance Committee		Risk Committee		Investment Committee		Human Resources, Remuneration and Nominations Committee	
	A	B	A	B	A	B	A	B	A	B
Glenn Barnes	10	10	–	–	–	–	–	–	6	6
Peter Promnitz	10	10	–	–	–	–	–	–	–	–
Rohan Mead	10	10	–	–	–	–	6	6	–	–
Melinda Cilento	9	10	3	3	2	2	–	–	5	6
Eve Crestani	10	10	7	7	4	4	6	6	–	–
Stephen Maitland	10	10	–	–	4	4	6	6	6	6
Greg Willcock	10	10	7	7	4	4	–	–	–	–
Ian Ferres	1	1	–	–	–	–	1	1	–	–
Warren Stretton	5	5	4	4	–	–	3	3	3	3

A = Number of meetings attended

B = Number of meetings held during the time the director held office or was a member of the committee during the year

Leave of absence had been granted in all cases where the directors were unable to attend meetings.

Glenn Barnes is a member of the Human Resources, Remuneration and Nominations Committee and an ex-officio member of all other board committees. Glenn Barnes' and Rohan Mead's attendances at board committees in an ex-officio capacity, and the attendance of other directors who are not members of the particular committee, are not reported above.

