**Agency Agreement Date:**

**Parties:**

Mr Howard Pender, Australasian Centre for Corporate Responsibility, GPO Box 1596 Canberra, ACT,2601 (**Agent**)

Ms Brynn O’Brien, Australasian Centre for Corporate Responsibility, GPO Box 1596 Canberra, ACT,2601 (**Agent)**

……………………………………………………………………………………………………………………(**Member**)

[name of Member]

of ………………………………………………………………………………………………………………………………

……………………………………………………………………………………… [snail mail address of member]

and …………………………………………………………………………………………………………………………………………….

[ email address of member]

using the HIN/SRN …………………………………………………………………………………………………………………..

At the date of this Agreement the Member holds at least one ordinary share in each of the following ASX listed companies: [please indicate as appropriate]

|  |  |  |  |
| --- | --- | --- | --- |
| AGL Energy Ltd, ticker AGL | 🞏 | Rio Tinto Ltd, ticker Rio, | 🞏 |
| AMP, ticker AMP | 🞏 | Santos, ticker STO; | 🞏 |
| Australia and New Zealand Banking Group, ticker ANZ | 🞏 | Scentre Group, ticker SCG | 🞏 |
| BHP Billiton, ticker BHP | 🞏 | Suncorp Group, ticker SUN | 🞏 |
| Brambles, ticker BXB | 🞏 | Telstra Corporation, ticker TLS | 🞏 |
| Commonwealth Bank of Australia, ticker CBA | 🞏 | Transurban Group, ticker TCL | 🞏 |
| CSL, ticker CSL | 🞏 | Westpac Banking Corporation, ticker WBC | 🞏 |
| Insurance Australia Group, ticker IAG | 🞏 | Wesfarmers, ticker WES | 🞏 |
| Macquarie Group, ticker MQG | 🞏 | Westfield Corporation, ticker WF D | 🞏 |
| National Australia Bank, ticker NAB | 🞏 | Woodside Petroleum, ticker WPL | 🞏 |
| Origin Energy, ticker ORG | 🞏 | Woolworths, ticker WOW | 🞏 |
| QBE Insurance Group, ticker QBE | 🞏 |  |  |

(**ASX Companies**)

1. The Member authorises each Agent, individually to sign, on behalf of the Member as the Member’s agent, notices for the purpose of proposing resolutions under s249N of the Corporations Act 2001 (Cth) (**Notices**) and members’ statements under s249P of the Corporations Act 2001 (Cth) (**Statements**). The Notices and Statements relate to the ASX Companies.
2. The Member authorises the Agent to put forward, amend, withdraw or otherwise vary Notices and Statements in accordance with the Agent’s judgment and with the goal of improving the corporate governance of the ASX Companies. The Agent may elect not to put forward any Notices or Statements in the ASX Companies.
3. Background and proposed Statements and Notices and any options and amendments considered and acted upon by the Agent are or will be made available at [www.accr.org.au](http://www.accr.org.au). The Member acknowledges he or she has read and understood this material as available to date and supports the sentiment, contents and views expressed.
4. The Member will notify the Agent in writing as soon as practicable if it ceases to maintain a holding of ordinary shares in any one of the ASX Companies. The Agent or the Member can cancel this agreement at any time in writing. This Agreement will be valid for any Notices and Statements if those Notices and Statements were put forth prior to cancellation.
5. This Agreement is deemed to be valid at the time it is accepted online by the member or otherwise signed. The Agreement is valid only for actions with respect to Notices and Statements for Annual General Meetings (AGM’s) for ASX Companies held during calendar year 2016, 2017 or 2018.
6. By entering into this Agreement the Member benefits from the Agent’s expertise in seeking to improve the corporate governance of the ASX Companies. In exchange the Agent can support the Australasian Centre for Corporate Responsibility’s objectives to improve corporate governance of listed companies.
7. The Member acknowledges that the Agent:
   1. may provide information about the Member to the ASX Companies;
   2. may seek additional information from the Member (or signing party) to verify the Member’s shareholdings in the ASX Companies.
8. A person may rely in good faith on a statement in writing by an agent that the agent's appointment has not been revoked as conclusive evidence of that fact. Any person (including without limitation any registration authority in Australia or elsewhere) dealing with the agent or a person purporting to be an agent under this document, is:
9. entitled to rely on execution of any document by that person as conclusive evidence that:
10. the agency appointment has come into effect;
11. the agency appointment has not been revoked; and
12. the right or power being exercised or being purported to be exercised is properly exercised and that the circumstances have arisen to authorise the exercise of that right and power; and
13. not required to make any enquiries in respect of any of the above matters.
14. The Member (or signing party) (**You**) acknowledge:
    1. You are the member, or you are otherwise duly authorised to act on behalf of the member;
    2. You are entering into a legally binding agency agreement;
    3. You have read and understood and accept the terms of this agreement and agree to receiving electronic correspondence from the ACCR.

Agreed to by the **Member**

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| --- | --- |
| **………………………………………………………………………….** | **………………………………………………………………………** |
| **[ signature(s) ]** | **[Please print name(s) of Member/Sole Director/2 Directors/Director and Company Secretary ]** |

**…………………………………………………………………… ……………………………………………………………………**

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| --- | --- |
| Agreed to by **Howard Pender** | Agreed to by **Brynn O’Brien** |