OPTUS FINANCIAL CORPORATION
EXCESSIVE AND LUXURY EXPENDITURE POLICY

This policy fulfills the requirements under the Department of the Treasury's ("**Treasury**") Emergency Capital Investment Program ("**ECIP**") regulations (31 CFR Part 35), and as may be required by other statutes and regulations. Treasury requires each recipient of funds under the ECIP to have in place a company-wide policy regarding excessive or luxury expenditures.

Optus Financial Corporation (the "**Company**") prohibits excessive or luxury expenditures on entertainment and events, office or facility renovations, aviation or other transportation services, tax gross-ups, or other similar items, activities, or events that are not reasonable expenditures for conferences, staff development, reasonable performance incentives or other similar measures conducted in the normal course of business operations of the Company.

Renovations:

Renovations of facilities and office spaces should be relative to the approved project and current profit, and tracked within the capital expenditure policy of the Company. An exception to this can be allowed if management must deal with an emergency situation, such as an act of nature, and the expenditure is necessary to make the facility operational for customer use.

At no time should renovations be done that would have the appearance of being extraordinary or excessive from a shareholder perspective.

Entertainment:

Entertainment is defined as an activity for which an employee or executive would use corporate funds for business development purposes relating to a current customer or prospective customer or to further enhance the Company's marketing efforts.

Our expectation is that all expenses incurred to the Company would be for company purposes, and used to drive business to the Company. Occasional events such as taking customers or prospects on trips, playing golf, eating dinner, taking them to other events the customer/prospect would find pleasurable is a necessary part of the Company's marketing efforts and is not deemed as "entertainment" or a violation of this policy. These expenses should be documented and detailed as to the benefit derived by the Company through the normal accounts payable process.

Conferences:

We encourage our staff to attend conferences that are appropriate educational opportunities and have a direct correlation to their job. At times it may be appropriate that a spouse would travel to these conferences with Company attendees. Typically, these conferences are sponsored by venders, banking associations, non-profit associations, or other industry related entities.

Holiday Parties:

We feel that employee recognition/holiday parties are part of an employee appreciation process. These events should be local in geographic nature, and would include costs for such things as service awards and nominal door prizes. An event should not cost the sponsoring business unit more than an average day's payroll per employee.

Retreats for the Company's Board of Directors (the "**Board**") should only be used for educational purposes, and should be kept in consideration, and looked at in the same view and discretion as all other expenses. Board education is a vital part of maintaining and keeping a dynamic director base, and this policy should not limit the retreat that is focused on strategic planning or education.

Events and Parties focused on Customers for the purpose of attracting their business do not fall under this policy.

Aviation Services:

Transportation for Company staff to outlying locations, including bank locations, conferences, business development purposes, and merger and acquisition research, should be conducted in the most cost appropriate way for the Company. Modes of transportation to be used may consist of vehicle, commercial air or rail service. The selection of transportation services will factor in cost, efficiency, and timeliness of travel.

Private air services must be submitted for approval to the Chairman of the Board.

Tax gross-ups:

This category includes any reimbursement of taxes owed with respect to any compensation. This category does not apply to tax equalization agreements for employees subject to tax from a non-U.S. jurisdiction.

Administration:

The CFO is responsible for the day-to-day administration of this policy, and the CEO is accountable for overall adherence to this policy and must approve any exceptions. Strict adherence to this policy is mandated for all Company employees. Violations of this policy shall be promptly reported to the Board. Exceptions and violations must be reported to the Board no less frequently than annually, or more frequently as the nature and severity of violation may warrant.

Following any approval of private air services by the Chairman, the CFO and the CEO shall certify that such approval was obtained and such certification shall be maintained in the Company's corporate records.

This Policy, and any amendments hereto, shall be posted on the Company's website and provided to Treasury and the Board of Governors of the Federal Reserve System.

For the avoidance of doubt, reasonable capital investments in technology, equipment, and similar items that expand the long-term capability of the Company to provide products and services to its customers and community are not excessive or luxury expenditures, are not prohibited by this policy.

The principal executive officer may establish or delegate to an appropriate executive officer the authority to establish processes for the evaluation and approval of expenditures in the preceding categories that are not luxury or excessive expenditures and that are not otherwise exempt from this policy. These processes must be reviewed by executive management no less frequently than annually, as well as any additional threshold expenditure amounts per item, activity, or event, or a threshold expenditure amount per employee receiving the item or participating in the activity or event under this policy. Such approvals must be reported to the Board (which may be in an appropriate summary form) no less frequently than annually.

Certification:

On an annual basis, the Company will deliver to Treasury a certification, executed by two senior executive officers (one of which must be either the Company's principal executive officer or principal financial officer) certifying that (i) the Company is in compliance with this policy and (ii) the approval of any expenditure requiring the prior approval of any senior executive officer, any executive officer of a substantially similar level of responsibility, or the Board (or a committee of such Board), was properly obtained with respect to each such expenditure.