



ANZ Board Meetings

Scheduling

The dates of Board and Committee meetings for the following calendar year are agreed in the previous year.

The Board normally meets at least 8 times per year, including a meeting to review in detail the Group's strategy.

Board Program

In addition to specific items for the Board's consideration, the agendas at Board meetings typically will include:

- minutes of the previous meeting, and outstanding issues raised by Directors at previous meetings;
- the CEO's report;
- the CFO's report;
- reports on major projects and current business issues;
- specific business proposals;
- reports from Chairs of Committees which have met shortly prior to the Board meeting on matters considered at those meetings; and
- the minutes of previous Committee meetings for review.

Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is 2 Directors and a quorum must be present for the whole meeting.

Private Sessions

There are two private sessions held at each Board meeting. The first involves all Directors including the CEO, and the second involves only the Non-Executive Directors.

Chairman

The Chairman of the Board chairs all Board meetings (including the private sessions). All Board meetings and Committee meetings are chaired by a Non-Executive Director.

Voting

A resolution of the Board must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

The Constitution provides that if an equal number of votes is cast for and against a resolution, the Chairman of the meeting has a second or casting vote unless either:

- only 2 Directors are entitled to vote; or
- the Chairman of the meeting is not entitled to vote;

in which case the matter is decided in the negative.

Attendance at Meetings

Attendance of Directors at Board and Committee meetings is recorded to meet statutory reporting requirements. The Board's expectation is that each Non-Executive Director will attend 100% of Board meetings unless there are understandable factors that prevent meeting attendance on isolated occasions.

The Chief Financial Officer, Group General Counsel and Company Secretary usually also attend all Board meetings. Members of Senior Management attend Board meetings when an issue under their area of responsibility is being considered or as otherwise requested by the Board.

Directors Access to Management

Directors may contact the Group General Counsel or Company Secretary directly at any time to discuss any issues, queries or requirements they may have in relation to their Directorship.

In addition, as set out in the Board Committees Standing Rules, each Standing Committee of the Board may within the scope of its responsibilities, have unrestricted access to management, employees and information it considers relevant to carrying out its responsibilities under its Charter. Each Standing Committee may require the attendance of any ANZ officer or employee, or request the attendance of any external party, at meetings as appropriate.

Minutes of Meetings

The Company Secretary ensures minutes of each Board and Committee meeting are prepared. The draft minutes are tabled at the next meeting of the Board or relevant Committee, as the case may be, for that meeting to declare them a true and correct record of the proceedings.

Conflicts of Interest

The Directors Disclosure of Interest Protocol and Procedures for Handling Conflicts of Interest provides that a Director who has:

- a material personal interest in a matter which relates to the affairs of the Company; or
- any other interest which the Director believes is appropriate to disclose in order to avoid an actual conflict of interest or the perception of a conflict of interest

may not be present at a meeting while the matter is being considered nor vote on the matter unless a majority of Directors who do not have such an interest in the matter agree that the interest should not disqualify such Director from being present while the matter is being considered, and from voting on the matter.

The minutes of the meeting should record the decision taken by the Directors who do not have an interest in the matter.