

ANZ Environment, Sustainability and Governance Committee Charter

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1. Standing Rules for ANZ Board Committees

The Standing Rules for ANZ Board Committees apply to the Environment, Sustainability and Governance Committee and are incorporated into this Charter, save as expressly varied by this Charter.

2. Purpose

The Environment, Sustainability and Governance Committee is established by the Board of Directors. The purpose of the Environment, Sustainability and Governance Committee is to:

- (a) identify individuals qualified to become Board members;
- (b) recommend individuals to the Board for nomination as members of the Board;
- (c) review and recommend a process for the election of the Chairman of the Board and, where appropriate, recommend candidates to the Board;
- (d) ensure there is a robust and effective process for evaluating the performance of the Board, the Standing Committees of the Board, and individual Directors;
- (e) review the development of and approve all other corporate governance policies and principles applicable to ANZ;
- (f) review, monitor and approve ANZ's corporate sustainability objectives and provide advice to management on sustainability issues within ANZ and
- (g) ensure an appropriate Board and Committee structure is in place.

In carrying out its responsibilities and duties, the Committee will aim to seek fair customer outcomes and financial market integrity in its deliberations.

3. Powers of the Environment, Sustainability and Governance Committee

Subject to the requirement under paragraph 3.5 of the Board Committees Standing Rules to keep the Board informed of its activities, and to any conflicting legal or regulatory requirements, the Environment, Sustainability and Governance Committee has power to deal with, and where applicable

resolve, determine finally and approve, all matters falling within the scope of its purpose and duties as set out in this Charter and all other matters that may be delegated by the Board to the Committee from time to time.

4. Duties of the Environment, Sustainability and Governance Committee

The following duties are structured in accordance with the Environment, Sustainability and Governance Committee's purposes:

- (a) Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size and composition of the Board taking into account:
 - relevant guidelines/legislative requirements in relation to Board composition;
 - a skills/diversity gap analysis against the approved guidelines and principles to be considered in connection with Board composition;
 - Board membership requirements as articulated in the Board Charter; and
 - other considerations including the nature and scope of ANZ's business activities and ANZ's strategic goals.
- (b) Identify individuals believed to be qualified to become Board members and recommend such candidates to the Board.
- (c) Monitor the effectiveness of ANZ's approach to diversity to the extent relating to Board diversity.
- (d) Review and approve measurable objectives for achieving gender diversity on the Board, and review annually both those objectives and progress in achieving them.
- (e) Review and approve procedures for the oversight and evaluation of the performance of the Board and the Standing Committees of the Board.
- (f) Review and approve the Charters for the Board and each Standing Committee, with the exception of the Environment, Sustainability and Governance Committee Charter which shall be reviewed and approved by the Board.
- (g) Review and approve the process for evaluation of the performance of each director including the Chairman of the Board.
- (h) Review on a regular and continuing basis succession planning for the Chairman of the Board, and make recommendations to the Board as appropriate.
- (i) Ensure an appropriate set of corporate governance principles/arrangements are developed and maintained for application across ANZ.
- (j) Review the Corporate Governance Statement and related principles contained on the Company's website, in the Company's Annual Report or in any other statutory report or document.

- (k) Review and approve the proposed corporate sustainability objectives for the Company, and review progress in achieving them.
- (l) Review and approve the references to the Company's corporate sustainability framework, objectives and related performance as set out in the Annual Review.
- (m) Discuss, question and provide advice to management on relevant sustainability issues;
- (n) Receive reports on relevant sustainability matters;
- (o) Review minutes from relevant management committees regarding sustainability issues; and
- (p) Refer to the Board the resolution of any significant sustainability matters where applicable.
- (q) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

5. Meetings

The Environment, Sustainability and Governance Committee will meet at least twice annually, and more frequently if it deems necessary.

6. Delegation to Subcommittee

The Environment, Sustainability and Governance Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.