



## Outside Commitments of Non-Executive Directors

The following process is currently in place with regard to new outside appointments of Non-Executive Directors:

- all Non-Executive Directors are required to notify the Chairman before accepting any new appointments;
- the Chairman will review the proposed new appointment and consider the issue on an individual basis and, where applicable, also the issue of more than one ANZ Director serving on the same outside board or other body. When carrying out the review, the Chairman will consider whether the proposed new appointment is likely to impair the Director's ability to devote the necessary time and focus to their role as an ANZ Director and, where it will involve more than one ANZ Director serving on an outside board or other entity, whether that would create an unacceptable risk to the effective operation of the ANZ Board;
- when considering whether the proposed new appointment is likely to impair the Director's ability to devote the necessary time and focus to their role as an ANZ Director, the Chairman shall have regard to the fact that ANZ meeting attendance is a factor that is considered as part of the Non-Executive Director performance review process and that the Board expects each Non-Executive Director to attend 100% of Board meetings unless there are understandable factors that prevent meeting attendance on isolated occasions; and
- Non-Executive Directors are not to accept a new outside appointment until confirmed with the ANZ Chairman who will consult the other Directors as the Chairman deems appropriate.

If the Chairman proposes to accept a new outside appointment, the longest serving Non-Executive Director substitutes for the Chairman for the purpose of the review and approval process set out above.