

ANZ Special Committee of the Board Charter

1. Purpose

The purpose of the Special Committee of the Board is to exercise on behalf of the Board all of the powers and discretions of the Board.

2. Powers of the Executive Committee

The Special Committee of the Board shall have power to exercise all of the powers and discretions of the Board.

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

3. Membership and Quorum

The Special Committee of the Board will comprise, and its quorum shall be, either:

- the Chairman of the Board, the Managing Director and one other Non-Executive Director; or
- if the Chairman of the Board is unavailable or unable to act then the Managing Director and three other Non-Executive Directors; or
- if the Managing Director is unavailable or unable to act then Chairman of the Board and three other Non-Executive Directors; or
- if the Chairman of the Board and the Managing Director are unavailable or unable to act then four Non-Executive Directors.

Notice of Committee meetings need only be given to those directors attending the meeting, although in the circumstance where the Chairman of the Board and the Managing Director are not available, all other Directors will be invited to attend the relevant Executive Committee meeting.

4. Reporting to Board

Minutes of the Special Committee of the Board shall be provided to the Board for noting.