

<ul style="list-style-type: none"> - the charter of the nomination committee; and - the nomination committee's policy for the nomination and appointment of directors. 	As above As above	Y Y
3 Promote ethical and responsible decision-making		
<p>3.1 Companies should establish a code of conduct and disclose the code or a summary of the code as to:</p> <ul style="list-style-type: none"> - the practices necessary to maintain confidence in the company's integrity; - the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and - the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. 	Page 47, Columns 1 and 2 As above Page 47, Column 3	Y Y Y
<p>3.2 Disclose the policy concerning trading in company securities by directors, senior executives and employees.</p>	Page 47, Columns 2 and 3	Y
<p>3.3 Provide related disclosures: The following should be included in the Corporate Governance report:</p> <ul style="list-style-type: none"> - an explanation of any departures from any principle 3 recommendation. <p>The following material should be made publicly available:</p> <ul style="list-style-type: none"> - any applicable code of conduct or a summary of its main provisions. - the trading policy or a summary. 	N/A Corporate Governance section of anz.com As above	N/A Y Y
4 Safeguard integrity of financial reporting		
<p>4.1 The board should establish an audit committee</p>	Page 43, Column 1	Y
<p>4.2 Structure the audit committee so that it consists of only non-executive directors, a majority of independent directors, an independent chairperson, who is not chairperson of the Board, and at least three members</p>	Page 43, Column 1 and table on Page 43	Y
<p>4.3 The audit committee should have a formal charter</p>	Page 43, Column 1	Y
<p>4.4 Provide related disclosures: The following material should be included in the Corporate Governance report:</p> <ul style="list-style-type: none"> - details of the names and qualifications of those appointed to the audit committee and their attendance at committee meetings; - the number of meetings of the audit committee; and - an explanation of any departures from any principle 4 recommendation. <p>The following material should be made publicly available:</p> <ul style="list-style-type: none"> - the audit committee charter; and - information on procedures for the selection and appointment of the external auditor, and for the rotation of external audit engagement partners. 	Pages 37-39 and tables on Pages 43 and 45 Table on Page 45 N/A For both - Corporate Governance section of anz.com	Y Y N/A Y Y
5 Making timely and balanced disclosure		
<p>5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.</p>	Page 48, Columns 2 and 3 and Corporate Governance section of anz.com	Y
<p>5.2 Provide related disclosures: The following material should be included in the Corporate Governance report:</p> <ul style="list-style-type: none"> - an explanation of any departures from any principle 5 recommendations. <p>The following material should be made publicly available:</p> <ul style="list-style-type: none"> - a summary of the policies and procedures designed to guide compliance with Listing Rule disclosure 	N/A Corporate Governance section of anz.com	N/A Y

requirements.		
6 Respect the rights of shareholders		
6.1 Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	Page 48, Column 1	Y
6.2 Provide related disclosures: The following material should be included in the Corporate Governance report: – an explanation of any departures from any principle 6 recommendations. The following material should be made publicly available: – How the company will communicate with its shareholders publicly.	N/A Corporate Governance section of anz.com	N/A Y
7 Recognise & manage risk		
7.1 Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.	Page 46, Column 1, Pages 44 to 45 and Corporate Governance section of anz.com	Y
7.2 The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	Page 46, Column 1 and Pages 44 to 45	Y
7.3 The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	Page 46, Column 3 to Page 47, Column 1 and Page 12, Column 1	Y
7.4 Provide related disclosures: The following material should be included in the Corporate Governance report: – an explanation of any departures from any principle 7 recommendation; – whether the board has received the report from management under Recommendation 7.2; – whether the board has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) under Recommendation 7.3. The following material should be made publicly available: – a summary of the company's policies on risk oversight and management of material business risks.	N/A Page 46, Column 1 Page 46, Column 3 to Page 47, Column 1 and Page 12, Column 1 Corporate Governance section of anz.com	N/A Y Y Y
8 Remunerate fairly and responsibly		
8.1 The Board should establish a remuneration committee	Page 44, Columns 2 & 3	Y
8.2 Clearly distinguish the structure of non-executive directors remuneration from that of executive directors and senior executives.	Pages 14 to 35	Y
8.3 Provide related disclosures: The following material should be included in the Corporate Governance report: – the names of the members of the remuneration committee and their attendance at meetings of the committee; – the existence and terms of any schemes for retirement	Tables on Pages 43 and 45 Page 18	Y Y

<p>benefits, other than statutory superannuation, for non-executive directors; and</p> <ul style="list-style-type: none"> - an explanation of any departures from any principle 8 recommendation. <p>The following material should be made publicly available:</p> <ul style="list-style-type: none"> - The charter of the remuneration committee; and - a summary of the company's policy on prohibiting entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes. 	<p>N/A</p> <p>For both, Corporate Governance section of anz.com</p>	<p>N/A</p> <p>Y</p> <p>Y</p>
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