

## **ANZ Executive Committee Charter**

### **1. Purpose**

The purpose of the Executive Committee is to exercise on behalf of the Board all of the powers of the Board

### **2. Powers of the Executive Committee**

The Board hereby delegates to the Executive Committee all of the powers of the Board of Directors.

### **3. Membership**

The Executive Committee will comprise, and its quorum shall be, either:

- the Chairman of the Company, the Chief Executive Officer and one other non-executive director; or
- if the Chairman of the Company is unavailable or unable to act then Chief Executive Officer and three other non-executive directors; or
- if the Chief Executive Officer is unavailable or unable to act then Chairman of the Company and three other non-executive directors; or
- if the Chairman and the Chief Executive Officer are unavailable or unable to act then four non-executive directors.