

ANZ Technology Committee Charter

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1. Standing Rules for ANZ Board Committees

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

2. Purpose

- 2.1 The Technology Committee is established by the Board of Directors. The purpose of the Technology Committee is to assist the Board of Directors in the effective discharge of its responsibilities in relation to technology and related operations.

3. Powers of the Technology Committee

- 3.1 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 Technology 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, including power:
 - 3.1.1 to make recommendation to the Board of new projects in technology above \$50 million in value;
 - 3.1.2 to investigate and review security issues relevant to the Bank's technology processes and systems;
 - 3.1.3 to review and approve management's recommendations for long term technology and related operations planning;
 - 3.1.4 to approve principles, policies, strategies, processes and control frameworks for the management of technology risk.

4. Duties of the Technology Committee

Subject to any resolution of the Board, the duties of the Technology Committee are:

- 4.1 **Existing Technology Risk:** to receive from management:
 - 4.1.1 reports concerning major projects, principles and policies, processes and controls, including the discretions conferred on executive management, in order to oversee the effectiveness of them and, if thought fit, to approve or vary them; and
 - 4.1.2 if any major project is rated "red", specific and detailed reports on the progress of such projects as required by the Committee.

- 4.2 **Expenditure:** to receive reports from management in relation to:
 - 4.2.1 Technology expenditure in excess of \$50M per project;
 - 4.2.2 recommend to the Audit Committee any technology expenditure write-offs in excess of \$20M;
 - 4.2.3 evaluate the reasons for write-offs of technology expenditure, with the intent that lessons be learned to avoid future write-offs.
- 4.3 **Strategy:** to receive reports from management concerning changes anticipated in the economic and business environment and other factors considered relevant to future technology strategy, with particular emphasis on ensuring that the Bank has a medium to long term vision for technology.
- 4.4 **Staff:** to receive reports from management concerning the skills, deployment and advancement of technology specialists.
- 4.5 **Emerging Technology:** to receive reports from management concerning new and emerging technology opportunities and risks.
- 4.6 **Laws:** Monitoring of applicable laws relating to the application of technology within the Group.
- 4.7 **Customers:** to receive reports from internal users of IT services, so as to evaluate whether their need and priorities are being met appropriately by OTSS.
- 4.8 **OTSS:** to approve, monitor and review, at least annually, the strategy and performance of Operations, Technology and Shared Services.
- 4.9 **Risk:** to have responsibility for the evaluation of technology risk, and make any recommendations pertaining to that area to the Risk Committee.

5. Responsibility of Management

- 5.1 Management is responsible for the preparation, presentation and integrity of information and all matters about which the Committee should be informed and shall ensure that technology projects in excess of \$50 million in value are submitted to the Committee for consideration.
- 5.2 Management is responsible for implementing and maintaining appropriate risk management principles and policies, internal controls and processes designed to identify and address unacceptable risk as determined by the Committee.

6. Meetings

- 6.1 The Technology Committee will meet at least four times annually and more frequently if it deems necessary.
- 6.2 Representatives of management may be invited to attend part or all of any meeting of the Technology Committee. A member of the ANZ Management Board must be in attendance at all meetings of the Committee unless the Committee determines otherwise. The Committee may request certain parties to withdraw from any part of a meeting.

7. Delegation to Subcommittee

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

8. Decision Making Process - Time Critical Decisions

- 8.1 In the event of a quorum of the Technology Committee being unavailable, time critical Technology related submissions, may be given approval by:
 - 8.1.1 the Chief Executive Officer jointly with the Chairman of the Technology Committee or the Chairman of the Board; or
 - 8.1.2 if the Chairman of the Technology Committee and the Chairman of the Board are unavailable, the Chief Executive Officer jointly with one other non-executive director; or
 - 8.1.3 if the Chief Executive Officer is unavailable - two non-executive directors one of whom should be the Chairman of the Board or the Chairman of the Technology Committee.
- 8.2 Where approvals are granted under the time critical provision above, the memoranda are to be reported to the next Technology Committee meeting for noting.