

ANZ Corporate Responsibility and Diversity Committee Charter

ANZ's approach to corporate responsibility and diversity focuses on the issues and opportunities most relevant to our business and expertise, where we can lead real and positive change, while also creating a competitive advantage for our business. Our agenda is guided by our Corporate Responsibility Framework and Diversity policy.

Purpose

The ANZ Corporate Responsibility and Diversity (CRD) Committee is a strategic leadership body performing an oversight, advisory and advocacy role in achieving the Group's agenda and priorities. Its purpose is to:

- Advise Management Board and other governance bodies on strategies to address risks and opportunities related to this agenda at a group and divisional level
- Agree our corporate responsibility and diversity strategies, policies and targets
- Monitor progress on strategies and targets, and escalate issues, barriers, challenges and opportunities that may affect desired outcomes and results
- Ensure leading practice in the management and disclosure of corporate responsibility and diversity issues and opportunities, progress and results
- Ensure consistency and alignment of group and divisional corporate responsibility and diversity agendas and activities.

Powers

The CRD "Authoriser" (i.e. the sponsoring Management Board member) is the Chief Executive Officer who is also the Chair of the CRD. The CRD will have the power to deal with, and where applicable resolve, endorse and approve, all matters falling within the scope of its purpose and duties set out in this Charter.

Responsibilities

The ANZ Corporate Responsibility and Diversity (CRD) Committee is responsible for:

- Providing strategic leadership on ANZ's Group-wide corporate responsibility and diversity strategies, positioning, priorities and targets
- Reviewing and approving all significant programs and expenditure in excess of \$100,000
- Driving implementation of this agenda including leading the achievement of at least one of our publicly stated targets and delivering results in the business as relevant
- Identifying, overseeing and monitoring current and emerging CR risks and opportunities
- Representing ANZ and advocating on corporate responsibility and/or diversity at the highest level – both internally and externally
- Ensuring progress on internal audit exceptions as well as relevant assurance recommendations
- Reporting progress on strategies to achieve the Group's corporate responsibility and diversity objectives to Management Board and the ANZ Board.

Committee composition

Three members of Management Board are represented on the Committee. The sponsoring Management Board member is the Chair of the Committee, the Chief Executive Officer.

The Committee includes representatives from each of ANZ's divisions: Australia, Institutional, APEA and New Zealand, together with representatives from Group functions including Global Services Operations, Corporate Centre, HR and Risk.

Representatives from the business are members on a rotational basis to be refreshed every two years. In the interim, membership may evolve at the direction of the Chair (e.g. in response to role changes).

The following table lists CRD members, Chair, Secretary and the Divisions and geographies represented on the Committee.

Position	Name	Title	Representing
Chair	Mike Smith	Chief Executive Officer	
Members	Susie Babani	Group Managing Director, Human Resources	People
	Gerard Brown	Group General Manager, Corporate Affairs	Group Corporate Affairs
	Kathleen Bailey-Lord	Group General Manager, Global Shared Services	Shared Services
	Cathryn Carver	Managing Director, Institutional, Australia	International & Institutional Banking
	Kevin Corbally	Institutional Head of Relationship Banking, Australia & State Head VIC/NSW	International & Institutional Banking
	Peter Dalton	General Manager, Online Solutions, Global Wealth and Private Banking & GGM Innovation	Online Solutions, Global Wealth, Private Banking & Innovation
	Anouk De Blicck	General Manager Human Resources, International & Institutional Banking	International & Institutional Banking
	Mark Hand	Managing Director, Retail Distribution	Australia
	Leanne Lazarus	Managing Director, ANZ Bangalore	GTSO
	Vishnu Mohan	Managing Director, PNG and CEO North West Pacific	International & Institutional Banking
	Sameer Sawhney	Managing Director, Institutional APEA	International & Institutional Banking
	Kerri Thompson	Managing Director, Retail	New Zealand
	Nigel Williams	Chief Risk Officer	Risk

Quorum

A quorum for meetings of the Committee shall be three Committee members including the Committee Chair and four Committee members in the absence of the Committee Chair. In the absence of the Committee Chair, one of the attending members of the Committee who is a Management Board member shall assume the Chair for that meeting upon the agreement of the other Committee members.

All members are expected to actively contribute to the consideration and discussion of each agenda item. While decision-making authority is vested in the Committee Chair (or in their absence, in the Chair of the meeting), each member present at the meeting is expected to confirm whether they support or dissent from the decision in respect of each item considered at the meeting. In the absence of any express confirmation from a member present at the meeting regarding a decision, it will be assumed the member supports the decision.

The minutes of the meeting shall record the decisions made by the Committee Chair (or in their absence, by the Chair of the meeting). Any member who disagrees with a decision is to request that their dissent be recorded in the minutes.

In the event that a Committee member cannot attend a scheduled meeting, delegates are unable to attend in their place.

Frequency

The Committee shall normally meet six times a year.

Following each meeting, minutes and action items arising will be circulated to all members. Action items are to be recorded with accountabilities assigned and documented as outstanding – on a cumulative basis - until resolved.

Time critical decisions

Where an urgent decision is required, it may be done by circular resolution. Where each Committee member is given a document setting out a proposed resolution together with appropriate supporting background information, a resolution in those terms is deemed to have been passed at the time the Committee Chair approves the resolution by signing the document or otherwise indicating to the Secretary their approval of the resolution (including by email or phone). Each member is required to respond confirming whether they support or dissent from the proposed resolution – if no response is received from a member, they will be recorded as having supported it.

The Secretary shall be responsible for:

- sending circular resolutions to Committee members;
- recording and certifying that those resolutions have been validly approved by the Committee Chair; and,
- recording the responses received from other members.