

Director Independence

The Board applies the following standard in making its determination as to the existence of a material relationship that may impact the independence of a director – a relationship with ANZ is material if a reasonable person in the position of a non-executive director of ANZ would expect there to be a real and sensible possibility that it would influence a director's mind in:

- making decisions on matters likely to come regularly before the Board or its committees;
- objectively assessing information and advice given by management;
- setting policy for general application across ANZ; and
- generally, carrying out the performance of his or her role as director.

In its determination of director independence, the board includes a review of relationships that directors and their immediate family members may have such as:

- A relationship as an acquirer (whether direct or as an officer or employee of or associated with the acquirer) of services and/or products from ANZ and/or its subsidiaries of the following kind:
 - Personal banking services or products
 - Business banking services or products
 - Sponsorship or donor funds
- A relationship as a supplier (whether direct or as an officer or employee of or associated with the supplier) of services and/or products to ANZ and/or its subsidiaries of the following kind:
 - Strategic services/products provider
 - Professional services provided as a partner or executive
 - Professional services provided as an employee
 - Direct compensation from ANZ (and/or its subsidiaries) of more than USD120,000 per year (other than as director's fees and pension or other forms of deferred compensation for prior service)
- A relationship as a previous employee of ANZ and/or its subsidiaries
- A relationship as a previous employee or partner of the external auditor
- A relationship as an executive officer of another company where any of ANZ's present executives serve or have served at the same time on that company's compensation committee
- A relationship as a substantial shareholder, or as an officer of or otherwise associated directly with an organisation, that has a holding with 5% or more of the voting shares in ANZ
- All other material relationships with or circumstances involving ANZ (and/or its subsidiaries) by which a director could be perceived not to be independent of management and free from any business or other relationship that could interfere with their independence.