ANZ Technology Committee Charter

Contents

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   Responsibilities 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 responsibilities 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 responsibility:

3.1.1   to monitor that appropriate key technology related controls are in place, and that breaches are being reported and acted upon;

3.1.2   to approve the Technology Strategy of ANZ and the enabling investment roadmap, ensuring alignment with the overall Business Strategy, and including review and approval (where appropriate) of deviations from the approved strategy;

3.1.3   to recommend to the Board and monitor material technology investments, and their alignment and compliance with the Technology Strategy;

3.1.4   to review, and monitor the progress of, the strategic and operating plans for the management and control of technology activities and services to ANZ, ensuring alignment with the overall Technology Strategy;

3.1.5   to approve the information and technology security strategy and agenda for ANZ and monitor progress to ensure that ANZ's assets and information are secure.

4 Responsibilities of Technology Management

4.1 Design, develop and gain management agreement to the Technology Strategy of ANZ prior to review by the Technology Committee.

4.2 Recommend funding for the required Business Investments to enable effective execution of the approved roadmaps and plans to deliver the strategy.

4.3 Provide reports to the Committee to demonstrate the alignment and compliance of ANZ's technology investments to the strategy. This shall include regular reports on the progress to key milestones and metrics.

4.4 Define and gain agreement and funding for the strategic and operating plans for the technology function of ANZ, and provide relevant reporting and metrics to the Committee that demonstrate progress.

4.5 Define, gain agreement and recommend funding for the Information and IT Security strategy, including plans to remediate (where necessary) and securely maintain the Bank's data and technology. This shall include regular reporting to the Committee on the progress on key milestones and metrics, including any material incidents with plans to remediate.

4.6 Design and implement policy, processes and controls to ensure that all Technology activities and services are being conducted appropriately and in line with industry best practice. This shall include the provision of regular reporting and key metrics to the Committee that demonstrate compliance and progress of any remediation.

4.7 Provide reporting to inform the Committee of any material incidents and breaches and the intended actions arising.

5 Meetings

5.1 The Technology Committee will meet at least three times annually and more frequently if it deems necessary.

5.2 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.

6 Delegation to Subcommittee

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

7   Decision Making Process - Time Critical Decisions

7.1   In the event of a quorum of the Technology Committee being unavailable, time critical Technology related submissions may be given approval by:

7.1.1   the Chief Executive Officer jointly with the Chairman of the Technology Committee or the Chairman of the Board; or

7.1.2   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

7.1.3   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.

7.2   Where approvals are granted under the time critical provision above, the memoranda are to be reported to the next Technology Committee meeting for noting.