

ANZ Digital Business and Technology Committee Charter

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1 Purpose and Authority

1.1 Purpose

The purpose of this charter (**Charter**) is to set out the authority delegated to the ANZ Digital Business and Technology Committee (**Committee**) of ANZ Group Holdings Limited (**ANZGHL**) by the board of directors of ANZGHL (**Board**) and to set out the roles, responsibilities, and operation of the Committee in relation to ANZGHL and its subsidiaries (collectively, **ANZ** or the **Group**).

1.2 Authority

- a) The Committee is established by the Board in accordance with the ANZGHL constitution.
- b) The ANZ Board Committee Standing Rules are incorporated into this Charter. To the extent of any inconsistencies, the terms in this Charter will prevail.
- c) The Committee has the authority and necessary powers to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2 Role of the Committee

The role of the Committee is to assist the Board in the effective discharge of its responsibilities by providing oversight of the Group's digital transformation, data, technology, technology-related innovation and information/cyber security strategies. The ANZGHL and Australia and New Zealand Banking Group Limited (**ANZBGL**) Risk Committees retain primary oversight of technology, data management and information security and cyber risks.

In discharging its role and responsibilities, the Committee will constructively challenge management where appropriate and seek additional information where necessary to support informed decision-making and the prudent management of ANZ.

3 Responsibilities

To accomplish its role, the Committee:

Digital, Technology Innovation and Cyber Security

- a) Monitors and provides guidance as appropriate on, matters relating to ANZ's digital transformation, technology-related innovation and information/cyber security strategies. This includes:

- i. periodic reviews of ANZ's key digital transformation, technology and information/cyber security strategies to confirm that they are being delivered at the appropriate pace and remain fit-for-purpose; and
- ii. review of significant emerging technology, digitisation, information security and cyber security issues and trends that may affect ANZ.

Delivery of Key Programs

- b) Monitors the delivery of the key programs that form part of ANZ's digital transformation, technology, technology-related innovation, and information/cyber security strategies. This includes reviewing:
 - i. issues arising from various phases of the programs;
 - ii. the budget, deliverables and scheduling for the programs, to ensure transparency of technology costs and discipline in resource allocation;
 - iii. the robustness of technology solutions; and
 - iv. the development of and changes to the programs.

Delivery of Material Investments

- c) Recommends to the Board and monitors the delivery of material digital transformation and technology investments, including those exceeding AUD100 million.

Review health and relevance of ANZ's technology suite

- d) Reviews health and relevance of ANZ's technology suite to ensure secure, stable and reliable services. This includes monitoring:
 - i. the delivery of technology services to ANZ, including:
 - a. service performance (including stability, reliability and recoverability);
 - b. simplification of technology architecture;
 - c. significant technology investments; and
 - d. performance of key suppliers and partners.
 - ii. the effectiveness of ANZ's data governance;
 - iii. in conjunction with the ANZGHL and ANZBGL Risk Committees, the effectiveness of ANZ's management and control mechanisms in relation to information and cyber security risks;
 - iv. planning for lifecycle management of key technology assets; and
 - v. referring key technology, data management, information security and cyber risk issues to the ANZGHL Risk Committee and/or the ANZBGL Risk Committee or Group Chief Risk Officer, as appropriate.

4 Meetings

- 4.1 The Committee will meet at least three times annually and more frequently if it deems necessary.
- 4.2 Representatives of Management may be invited to attend part or all of any meeting of the Committee. The Committee may request certain parties to withdraw from any part of a meeting.

5 External Expertise

- 5.1 The Committee may utilise specialised external advisory expertise to assist the Committee in carrying out its responsibilities by:
 - 5.1.1 recommending that external experts be appointed as advisors to the Committee;
 - 5.1.2 inviting external experts to attend and provide input at Committee meetings as non-member attendees; and/or
 - 5.1.3 establishing, and appointing external experts to an advisory panel (or a subcommittee) to assist the Committee with respect to such matters as may be determined by the Committee from time to time.
- 5.2 Where the Committee takes steps under paragraph 5.1 to utilise external experts, Management will provide those experts with such information and assistance as necessary to enable the experts to carry out their role. This may include meeting and consulting with such experts during the periods between scheduled Committee meetings.