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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 Nomination and Board Operations Committee (**Committee**) of ANZ Group Holdings Limited (**ANZGHL**) by its board of directors 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 of directors of ANZGHL in accordance with the ANZGHL constitution.
- b) The ANZ Board Committee Standing Rules are incorporated in 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 delegated to it from time to time.

2. Role of the Committee

The role of the Committee is to assist the board of ANZGHL in the effective discharge of its responsibilities by providing oversight on all matters to do with the proper functioning of the boards of ANZGHL, Australia and New Zealand Banking Group Limited, ANZ BH Pty Ltd and ANZ Group Services Pty Ltd (each a **Board**), including in relation to ongoing composition and overall Board operations, and providing an environment where each Board can carry out effective and responsible decision making and oversight.

3. Responsibilities

To accomplish its role, the Committee attends to:

- (a) All matters to do with reviewing Board composition, including, but not limited to:
 - (i) seeking to ensure an appropriate Board and Committee structure is in place, making recommendations to each Board in respect of proposed changes to Board and Board Committee size and composition;
 - (ii) assisting each Board with Non-Executive Director and Chair renewal and succession planning generally, including:
 - (A) reviewing and approving the processes for Director selection, appointment and re-election and overall Board renewal;

- (B) monitoring the effectiveness of ANZ's approach to diversity to the extent relating to Board diversity, including reviewing/monitoring and approving measurable objectives for achieving gender diversity on the ANZGHL Board;
 - (C) monitoring and making amendments to ANZ's Board skills matrix;
 - (D) recommending individuals to each Board to be appointed as directors; and
 - (E) reviewing succession planning for the Chair of each Board.
- (b) Reviewing and approving the processes in place for evaluating the performance of (i) each Board (ii) each Committee and (iii) each Director including the Chair of each Board, but excluding the CEO.
 - (c) All other matters to do with the effective and efficient operation of each Board and its Committees (if any), including but not limited to:
 - (i) seeking to ensure that ANZGHL, Australia and New Zealand Banking Group Limited, ANZ BH Pty Ltd and ANZ Group Services Pty Ltd have an effective process for the induction of new Non-Executive Directors and that there are appropriate continuing education opportunities for Directors to develop and maintain the skills and knowledge required to perform their role effectively;
 - (ii) reviewing and approving the Charters for each Board and each Committee except for this Committee Charter, which shall be reviewed and approved by the ANZGHL board; and
 - (iii) reviewing and approving policies and processes relating to each Board and this Committee's purpose and duties.
 - (d) Carrying out any other duties or responsibilities expressly delegated to the Committee by each Board from time to time or as needed to comply with any relevant regulatory requirement (e.g. APRA Prudential Standard) or relevant recommendations (e.g. ASX Corporate Governance Council recommendation).

4. Meetings

This Committee will meet at least twice annually, and more frequently if it deems necessary.