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1. Standing Rules for ANZ Board Committees

The Standing Rules for ANZ Board Committees apply to the Ethics, Environment, Social and Governance Committee and are incorporated into this Charter, save as expressly varied by this Charter.

2. Purpose

The Ethics, Environment, Social and Governance Committee is established by the Board of Directors.

The purpose of the Ethics, Environment, Social and Governance Committee is to assist the Board in providing oversight of measures to advance ANZ's purpose, namely to shape a world where people and communities thrive, focusing on ethical, environmental, social and governance matters.

In carrying out its responsibilities and duties, the Committee will aim to seek fair customer outcomes and financial market integrity in its deliberations.

3. Powers of the Ethics, Environment, Social and Governance Committee

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 Ethics, Environment, Social and Governance Committee has power to deal with, and where applicable resolve, determine finally and approve, all matters falling within the scope of its purpose and duties as set out in this Charter and all other matters that may be delegated by the Board to the Committee from time to time.

The Committee Chair will be authorised to consult with other Board Committee Chairs and request management to undertake accountability and consequence reviews on any matter.

4. Duties of the Ethics, Environment, Social and Governance Committee

The following duties are structured in accordance with the Ethics, Environment, Social and Governance Committee's purposes:

- (a) Review and approve the proposed corporate sustainability objectives for ANZ, and review progress in achieving them;

- (b) Review and approve the disclosures relating to ANZ's Sustainability Framework, objectives and related performance as set out in the suite of annual reporting documents;
- (c) Discuss, question and provide advice to management on past, current and emerging ethical, environmental, social and governance risks and opportunities relevant to the bank's ability to operate as a fair, responsible and sustainable business;
- (d) Receive reports on past, current and emerging ethical, environmental, social and governance matters;
- (e) Provide oversight of ANZ's Ethics and Responsible Business Committee, including receiving the minutes of that body and discussing material matters referred to the Committee from that body;
- (f) Refer to the Board the resolution of any significant ethical or environmental, social and governance matters where applicable;
- (g) Review the development of and approve applicable corporate governance policies and principles;
- (h) Review ANZ's Corporate Governance Statement;
- (i) In relation to whistleblowing:
 - (i) Review the effectiveness of management's process for informing employees of the existence of the Whistleblower Policy and ANZ Code of Conduct and Ethics;
 - (ii) seek to ensure procedures for the receipt, retention and treatment of information submitted confidentially by employees and third parties under such policies are established and maintained by Management;
 - (iii) receive reports from Management regarding any material incidents reported under the Whistleblower Policy; and
 - (iv) refer any relevant matters to the Audit Committee; and
- (j) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

5. Meetings

The Ethics, Environment, Social and Governance Committee will generally meet four times annually, and more frequently if it deems necessary.

6. Delegation to Subcommittee

The Ethics, Environment, Social and Governance Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.