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1. Standing Rules for ANZ Board Committees

- 1.1. The Standing Rules for ANZ Board Committees apply to the Human Resources Committee and are incorporated into this Charter, save as expressly varied by this Charter.

2. Purpose

- 2.1. The Human Resources Committee is established by the Board of Directors. The purpose of the Human Resources Committee is to assist the Board in relation to remuneration matters and other Talent and Culture matters such as senior executive succession (including for the Chief Executive Officer), diversity, culture and accountability and consequence management.

- 2.2. The key objectives of the Committee are to seek to ensure that:

ANZ's remuneration and relevant Talent and Culture policies and practices:

- Are reasonable and fair;
- Reward for performance;
- Attract and retain high calibre staff;
- Are in line with the current governance and legal and regulatory requirements;
- Are managed to mitigate against operational, financial, regulatory (including disclosure) and reputational risk;
- Are approved by the Board, where appropriate;
- Are applied fairly and consistently with ANZ's other policies;

and that key appointments and succession plans are robust and aligned with ANZ's longer term strategic agenda.

- 2.3. The Committee will review and monitor strategies and actions being taken to transform culture, including but not limited to diversity and inclusion, employee engagement and leadership strategies and the accountability and consequence framework.
- 2.4. In carrying out its responsibilities and duties, the Committee will aim to achieve fair customer outcomes and financial market integrity in its deliberations.

3. Powers of the Human Resources 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 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, including power to:
 - 3.1.1. review and make recommendations to the Board, where appropriate on remuneration (including variable remuneration arrangements) for ANZ Board Appointees^{1,2} and individual ANZ Material Risk Takers (MRTs);
 - 3.1.2. review and make recommendations to the Board, where appropriate, in respect of the design and funding of the ANZ Incentive Plan (ANZIP), and remuneration structures for senior executives and others specifically covered by the ANZBGL Remuneration Policy and ANZ New Zealand (NZ) Remuneration Policy;
 - 3.1.3. review and make recommendations to the Board, where appropriate, for amending the ANZBGL Remuneration Policy and the ANZ NZ Remuneration Policy³;
 - 3.1.4. consider and approve appointments and terminations for all ANZ Board Appointees^{2,4,5}, and review succession plans for Enterprise Business Critical Roles, and make recommendations to the Board on such matters relating to the Chief Executive Officer;
 - 3.1.5. obtain external advice, either independently or via management, as appropriate, on remuneration, risk and any other related matter to supplement members' knowledge and expertise; and
 - 3.1.6. obtain all information necessary to enable the Committee to perform its function.
- 3.2. For the purpose of this Charter, "ANZ Board Appointees" means the Chief Executive Officer, members of the ANZ Group Executive Committee (ExCo) and other roles as determined by the Board from time to time.
- 3.3. For the purpose of this Charter, "ANZ Material Risk Takers (MRTs)" means ANZ employees (who are not ANZ Board Appointees) for whom a significant portion of total remuneration is based on performance and

¹ Performance and remuneration arrangements for the Group Executive and CEO NZ (GE & CEO NZ) are determined and approved by the Board of ANZ Bank New Zealand Limited (ANZ NZ) in consultation with and endorsement by the ANZ Board, consistent with their respective regulatory obligations.

² The role of Group General Manager Internal Audit (GGM IA) is addressed additionally by the Audit Committee.

³ Amendments to the ANZ NZ Remuneration Policy are also recommended to the ANZ NZ Board by the ANZ NZ Human Resources Committee, and recommended to the ANZ Board to seek to ensure compliance with APRA Prudential Standard CPS510.

⁴ The terms and conditions of the GE & CEO NZ's employment and decisions relating to their employment or termination are to be determined and approved by the ANZ NZ Board in consultation with and endorsement by the ANZ Board, consistent with their respective regulatory obligations.

⁵ The role of Chief Risk Officer (CRO) is addressed additionally by the Risk Committee.

whose activities individually may affect ANZ's financial soundness. This covers senior executives as determined by the Risk Committee from time to time.

- 3.4. For the purpose of this Charter, "Enterprise Business Critical Roles" means all ExCo roles and roles that may pose a significant risk to ANZ's continuity and/or reputation if vacant.

4. Duties of the Human Resources Committee

4.1. Non-Executive Director (NED) remuneration

The Committee will:

- Seek independent external advice, as appropriate, on NED remuneration to mitigate any potential conflict of interest;
- Consider and approve NED remuneration, including termination and retirement benefits, that is consistent with law and corporate governance principles and with competitive practice;
- Consider and approve remuneration levels for the Chairman of the Board;
- Seek to ensure there is a clear distinction between the structure of NEDs' remuneration and that of executives; and
- Seek to ensure shareholder approval is sought where appropriate.

4.2. CEO remuneration

The Committee will:

- Consider and recommend to the Board the terms and conditions of the CEO's employment contract, including fixed annual remuneration, short-term and long-term variable remuneration, equity-based payments, benefits, pensions, superannuation, retirement and termination compensation;
- Review the CEO's remuneration arrangements with due consideration to law and corporate governance principles;
- Review and recommend to the Board, at least annually, remuneration arrangements for the CEO;
- Following annual review, consider and recommend to the Board robust performance measures and targets that encourage superior performance and ethical behaviour;
- Review, at least annually and recommend to the Board, the performance of the CEO against individual and company targets contained in the variable remuneration arrangements;
- Consider and approve the policy for authorising claims for expenses from the CEO; and
- Seek to ensure that any new or varied contracts with the CEO are disclosed in accordance with any governance, accounting and legal requirements.

4.3. Executive and employee remuneration

The Committee will:

- Review and make recommendations to the Board, where appropriate, in respect of ANZ's executive remuneration strategy, policies and practices in line with:
 - ANZ corporate objectives, purpose, values and aspirational culture;
 - current corporate governance and regulatory principles;
 - market practice;
- Review and make recommendations to the Board, where appropriate, on remuneration for ANZ Board Appointees^{1,2}, and individual ANZ MRTs;

- Review and make recommendations to the Board, as appropriate, on the remuneration structure for all senior executives below Board Appointee level;
- Review and make recommendations to the Board, as appropriate, on the remuneration structures for groups of employees whose activities may, in the Committee's opinion, affect ANZ's financial soundness, and any other person specified by APRA;
- Seek to ensure that executive remuneration packages involve a balance between fixed and variable remuneration, reflecting short and long-term performance objectives appropriate to ANZ circumstances and goals;
- Establish and maintain a process to set robust performance measures and targets that encourage superior executive performance and ethical behaviour;
- Review, at least annually, performance against individual and overall company targets contained in the variable remuneration arrangements for ANZ Board Appointees^{1,2,5};
- Oversee the process for the measurement and assessment of performance;
- Review and make recommendations to the Board, where appropriate, in respect of the design of ANZIP, the appropriate funding for the ANZIP pool and funding for the CEO's variable remuneration arrangements;
- Oversee the recruitment, retention and termination policies for executives;
- Review and approve the design of all other executive remuneration plans;
- Oversee the effective implementation of the 'Sedgwick' recommendations for a period of at least five years, to financial year ending 2022;
- Review remuneration by gender.

4.4. Key Appointments and Terminations, and Succession Planning

The Committee will:

- Review and approve appointments and terminations including entitlements on termination for ANZ Board Appointees^{2,4,5}, noting that authority has been delegated to the CEO and Chairman of the Board to approve acting appointments to ANZ Board Appointee^{4,6} roles;
- Review succession plans for Enterprise Business Critical roles and make recommendations to the Board on such matters relating to the Chief Executive Officer; and
- Review and approve the initial and annual "Fit and Proper" assessments of ANZ Board Appointees and individual ANZ MRTs, noting that authority has been delegated to the CEO and Chairman of the Board to approve the interim and full "Fit and Proper" assessments of acting ANZ Board Appointees, and to the Group Executive Talent & Culture and Service Centres to approve interim and full "Fit and Proper" assessments of permanent or acting individual MRTs.

4.5. Executive contracts

The Committee will seek to ensure that executive contracts:

- Are reasonable, fair and in line with company policy;
- Reward performance, but not underperformance;
- Clearly demonstrate the link between performance and pay;
- Are competitive in order to attract and retain high-calibre executives;

⁶ Consultation will also occur with the Risk Committee Chair on the CRO role, and Audit Committee Chair on the GGM IA role.

- Are professionally reviewed by legal and remuneration advisors;
- Contain clear provisions governing equity based payments; and
- Contain termination payments which are agreed to in advance and are designed to minimise the risk of paying for poor performance upon termination of the executive.

4.6. Employee equity plans

4.6.1. The Committee will:

- Review and approve the design of all employee equity plans;
- Review and approve the approach for determining employee equity allocation values and also the approach for determining values for expensing and disclosure purposes in accordance with the Australian Accounting Standards;
- Seek to ensure there is a process (that links to the capital management processes of ANZ) to decide whether shares are purchased on market or a new issue is made for the satisfaction of each offer of equity based variable remuneration; and
- Seek to ensure that payment of equity-based executive remuneration is made in accordance with ANZ Policy.

4.6.2. The Committee has power to exercise any and all of the powers and discretions of the Board under any employee share and option plan that may from time to time be operated by the Company, including (but not exclusively) the following plans:

- ANZ Directors' Share Plan
- ANZ Employee Share Acquisition Plan
- ANZ Employee Share Save Scheme
- ANZ Share Option Plan
- ANZ Share Purchase Plan

including (but not limited to) in relation to the making of offers and invitations, the terms of such offers and invitations, the interpretation of the relevant plan rules, and the issue, grant, cancellation or listing of shares and options over shares under the plans.

4.7. Superannuation

The Committee will assist the Board by reviewing, noting and monitoring the effectiveness of ANZ Group's Superannuation arrangements.

4.8. Remuneration disclosure

The Committee will:

- Develop ANZ policy in relation to remuneration disclosure;
- Seek to ensure remuneration disclosures clearly demonstrate the pay-performance link;
- Seek to ensure adequate explanation of performance measures and targets, their relationship to Company performance, the underlying principles supporting the measures and the process undertaken to establish each measure;
- Seek to ensure compliance with regulatory and legal disclosure requirements, including overseeing any continuous disclosure requirements;
- Seek to ensure that preparation of the Remuneration Report and the APS 330 Remuneration Disclosures is in accordance with regulatory and legal disclosure requirements;

- Seek to ensure disclosure is in accordance with the recommendations set out in the ASX Corporate Governance Council's Principles and Recommendations in relation to remunerating fairly and responsibly;
- Seek to ensure that the Committee Charter is easily accessible via ANZ website.

4.9. Stakeholder engagement

The Committee will:

- Develop a strategy for shareholder and regulator communication in relation to remuneration issues;
- Seek to ensure key stakeholders are proactively consulted and briefed on remuneration strategies, structure and policies to mitigate reputation risk;
- Oversee the content and tone of the Remuneration Report;
- Participate in the planning of ANZ's AGM to seek to ensure effective communication and discussion of the Remuneration Report in preparation for the nonbinding shareholder vote on the Remuneration Report; and
- Provide directors of APRA regulated subsidiary Boards unfettered access to the Human Resources Committee.

4.10. Risk management and controls

The Committee is responsible for working with the Board and other committees and management to minimise the risks associated with determining, managing and communicating executive and employee remuneration. Specific duties include overseeing the development and maintenance of a risk management and controls framework which:

- Encourages shareholder support for decisions on remuneration and the Remuneration Report;
- Manages potential loss of reputation through gaining Board approval, where appropriate for ANZ's remuneration approach and through the disclosure of remuneration practices and decisions;
- Provides remuneration policies which incorporate strong performance and ethical hurdles;
- Provides competitive and attractive executive and employee employment terms;
- Minimises legal and regulatory exposure;
- Regularly monitors remuneration related risks and improves assurance; and
- Notes that the ANZBGL Remuneration Policy and ANZ NZ Remuneration Policy form part of the risk management system.

4.11. Accountability and Consequence Management

4.11.A The Committee will:

- Oversee the Enterprise Accountability Group (**EAG**) in carrying out its responsibilities under the EAG Charter through annually reviewing reports from the EAG on:
 - the effectiveness of ANZ's accountability and consequence framework, outcomes and impact on ANZ culture.
- Consider and, where appropriate, approve any recommendations made by the EAG arising out of its annual reviews of the accountability and consequence framework.

4.11.B 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.

4.12. Banking Executive Accountability Regime (BEAR)

The Committee will:

- Review the results of the annual review into the effectiveness of ANZ's BEAR framework, including the BEAR Breach Policy; and
- Consider and, where appropriate, approve any recommendations from management (Group Performance and Execution Committee (GPEC)) arising out of the annual review.

4.13. Employee Engagement and Culture

The Committee will review and monitor strategies and actions being taken to measure, monitor and transform culture including but not limited to employee engagement survey results and leadership strategies.

4.14. Sexual Harassment

The Committee will seek to ensure the Bank has in place:

- policies, systems and frameworks for the prevention of and response to sexual harassment; and
- systems and frameworks to collect, analyse and use data to effectively manage the risks related to sexual harassment.

The Committee is responsible for conducting an annual review of the policies, systems and frameworks for the prevention of and response to sexual harassment, including an assessment of their appropriateness and effectiveness.

4.15. Diversity and Inclusion

The Committee will:

- Review, note and monitor the effectiveness of the Bank's approach to diversity and inclusion; and
- Review and approve measurable objectives for achieving diversity (including gender diversity) and inclusion and review annually both the objectives and progress towards achieving them.

The duties of the Committee set out in this section 4.15 and in relation to diversity in general shall not extend to these matters insofar as they are the responsibility of the Nomination and Board Operations Committee.

4.16. Management Responsibilities

Management should support the Committee by providing the Committee with recommendations on each of the responsibilities above, and adequate information to make informed and objective decisions in relation to such recommendations.

4.17. Remuneration Policy

The Board is responsible for establishing and maintaining a written Remuneration Policy which will apply to all entities within ANZ including all subsidiaries and controlled entities of ANZ (together the ANZBGL Remuneration Policy and the ANZ NZ Remuneration Policy³).

The Committee is responsible for conducting an annual review of the ANZBGL Remuneration Policy and making recommendations for change to the Board, where appropriate, including an assessment of its application, effectiveness and compliance with APRA's Prudential Standards and any other relevant governance and regulatory requirements.

Free and unfettered access should be given to the Committee, to risk and financial control personnel and other parties (internal and external), in relation to the operation and effectiveness of the ANZBGL Remuneration Policy.

4.18. Use of Consultants for Key Management Personnel (KMP) Remuneration Recommendations

Where ANZ engages a remuneration consultant for the purpose of providing a specific remuneration recommendation for KMP, the following protocols will apply:

- their appointment will be approved by a NED before the work commences (this would typically be the Chair of the Human Resources Committee);
- the consultant's remuneration recommendations will be provided directly to a NED, and not to management;
- the consultant will be required to include with their recommendation a declaration of independence (no undue influence) from the KMP to whom the recommendation relates;
- ANZ will disclose in the Remuneration Report the name of the consultant(s), the nature of the work and fees, the independence of the recommendation from the KMP to whom the recommendation relates and all other work/fees paid to that consultant.

For the purpose of this clause, KMP includes NEDs of ANZ, and members of the ANZ ExCo.

5. Committee Membership

5.1. Committee membership will seek to ensure some overlap in membership between the Audit, Risk and HR Committees.

6. Organisation

6.1. Meetings

- 6.1.1. No individual executive will be permitted to be present when his/her individual performance outcomes and/or remuneration is being discussed.
- 6.1.2. A minimum of four meetings shall be held annually on pre-arranged dates and should be scheduled to correspond with ANZ's remuneration and financial reporting cycle.
- 6.1.3. Special meetings may be convened as required or requested by a Director.
- 6.1.4. Members will be available to meet with relevant regulators on request (e.g. APRA, RBNZ or the FCA/PRA).
- 6.1.5. Joint Human Resources, Audit and Risk Committee meetings will be held at the end of the financial year to leverage insights from these Committees when considering the Group Scorecard assessment and ANZIP outcomes, and performance and remuneration outcomes for the CEO, ExCo and GGM IA.

7. Delegation to Subcommittee

7.1. The Human Resources Committee may, in its discretion, delegate any of its duties and responsibilities to a subcommittee of the Committee.