

ANZ Nomination and Board Operations Committee Charter

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1. Standing Rules for ANZ Board Committees

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

2. Purpose

This Committee is established by the Board of Directors. Its purpose is to seek to ensure that there is a robust approach to Board governance matters at ANZ, providing an environment where the Board can carry out effective and responsible decision making and oversight.

It assists the Board with all matters to do with the proper functioning of the Board, including in relation to its ongoing composition and overall Board operations.

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 Nomination and Board Operations 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, this 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.

4. Duties of the Nomination and Board Operations Committee

The following duties are structured in accordance with the Committee's purposes:

- (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 the Board in respect of proposed changes to Board and Board Committee size and composition;
 - (ii) assisting the Board with Non-Executive Director and Chairman 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 Board;
 - (C) monitoring and making amendments to ANZ's Board skills matrix;
 - (D) recommending individuals to the Board to be appointed as directors; and
 - (E) reviewing succession planning for the Chairman of the Board.
- (b) The review and approval of the processes in place for evaluating the performance of (i) the Board (ii) each Standing Committee and (iii) each Director including the Chairman of the Board but excluding the CEO.
 - (c) All other matters to do with the effective and efficient operation of the Board and its Standing Committees, including but not limited to:
 - (i) seeking to ensure that ANZ has an effective process for the induction of new Non-Executive Director 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 the Board and each Standing Committee with the exception of this Committee Charter which shall be reviewed and approved by the Board; and
 - (iii) reviewing and approving policies and processes relating to the Board's and this Committee's purpose and duties.
 - (d) Carrying out any other duties or responsibilities expressly delegated to the Committee by the 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).

5. Meetings

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

6. Delegation to Subcommittee

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