

1. Purpose

The purpose of the Shares Committee is to manage on behalf of the Board the issue, terms of issue, and cancellation of shares (including under employee/executive share plans), the grant, terms of grant, and cancellation of options under option plans from time to time operated by ANZ, and the listing of shares on relevant securities exchanges.

2. Powers of the Shares Committee

The Shares Committee shall have power to:

- (a) exercise all of the powers and discretions of the Board in relation to the issue, grant, variation of terms of issue or grant, cancellation or listing of shares and options over shares including under any share and option plan that may from time to time be operated by the Company, including (but not exclusively) the following plans:
 - ANZ Bonus Option Plan;
 - ANZ Directors' Share Plan;
 - ANZ Dividend Reinvestment Plan;
 - ANZ Employee Share Acquisition Plan;
 - ANZ Employee Share Save Scheme;
 - ANZ Share Option Plan;
 - ANZ Share Purchase Plan; and

- (b) approve the release or clawback of ad hoc equity which is due to vest, with the exception of equity allocated to Responsible Persons (as defined under ANZ's Remuneration Policy) or in connection with ANZ's annual remuneration review.

3. Membership and Quorum

The Shares Committee will comprise any two directors of the Company.

A quorum for a meeting shall be any two directors. Notice of Committee meetings need only be given to those directors attending the meeting.

4. Reporting to Board

Minutes of Shares Committee meetings shall be provided to the Board for noting.