

ANZ Executive Committee Charter

1. Purpose

The purpose of the Executive Committee is to exercise on behalf of the Board all of the powers of the Board

2. Powers of the Executive Committee

The Board hereby delegates to the Executive Committee all of the powers of the Board of Directors.

3. Membership

The Executive Committee will comprise, and its quorum shall be, either:

- the Chairman of the Company, the Chief Executive Officer and one other non-executive director; or
- if the Chairman of the Company is unavailable or unable to act then Chief Executive Officer and three other non-executive directors; or
- if the Chief Executive Officer is unavailable or unable to act then Chairman of the Company and three other non-executive directors; or
- if the Chairman and the Chief Executive Officer are unavailable or unable to act then four non-executive directors.