

ANZ Nominations, Governance & Corporate Responsibility Committee Charter

Contents

1. Standing Rules for ANZ Board Committees
2. Purpose
3. Duties of the Nominations, Governance & Corporate Responsibility Committee
4. Meetings
5. Delegation to Subcommittee

1. Standing Rules for ANZ Board Committees

The Standing Rules for ANZ Board Committees apply to the Nominations, Governance & Corporate Responsibility Committee and are incorporated into this Charter, save as expressly varied by this Charter.

2. Purpose

The Nominations, Governance & Corporate Responsibility Committee is established by the Board of Directors. The purpose of the Nominations, Governance & Corporate Responsibility Committee is to:

- (a) identify individuals qualified to become Board members;
- (b) recommend individuals to the Board for nomination as members of the Board and its committees;
- (c) review and recommend a process for the election of the Chairman of the Board and, where appropriate, recommend candidates to the Board;
- (d) ensure there is a robust and effective process for evaluating the performance of the Board, the Standing Committees of the Board, and individual Directors;
- (e) review the development and recommendation to the Board of corporate governance principles applicable to ANZ, and review and approve corporate governance policies where the Board has delegated appropriate authority;
- (f) ensure an appropriate Board and Committee structure is in place; and
- (g) review ANZ's approach to, and strategies for, ensuring Corporate Responsibility remains an important focus and integrated into overall business performance.

3. Duties of the Nominations, Governance & Corporate Responsibility Committee

The following duties are structured in accordance with the Nominations, Governance & Corporate Responsibility Committee's purposes:

- (a) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size and composition of the Board.
- (b) To identify individuals believed to be qualified to become Board members and to recommend such candidates to the Board. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgement, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the

extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

- (c) To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- (d) Review and recommend to the Board procedures for the oversight and evaluation of the performance of the Board and the Standing Committees of the Board.
- (e) Recommend to the Board the appropriate process for evaluation of the performance of each director.
- (f) Review on a regular and continuing basis succession planning for the Chairman of the Board, and make recommendations to the Board as appropriate.
- (g) Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review those principles on a regular basis.
- (h) Review and recommend to the Board for approval the Corporate Governance Statement and related principles contained on the Company's website, in the Company's Annual Report or in any other statutory report or document.
- (i) Review management's proposed corporate responsibility objectives for the Company, recommend them to the Board as and where appropriate, and review the approved objectives at least once each year.
- (j) Review and approve management's strategies to achieve the Company's corporate responsibility objectives, and monitor the progress of their implementation.
- (k) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members, governance or Corporate Responsibility.

4. Meetings

The Nominations, Governance & Corporate Responsibility Committee will meet at least twice annually, and more frequently if it deems necessary.

5. Delegation to Subcommittee

The Nominations, Governance & Corporate Responsibility Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.