



ANZ Ethics, Environment, Social and Governance Committee Charter

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1. Purpose and Authority

1.1 Purpose

The purpose of this charter (**Charter**) is to set out the authority delegated to the Ethics, Environment, Social and Governance Committee (**Committee**) of ANZ Group Holdings Limited (**ANZGHL**) by the board of directors (**Board**) and to set out the roles, responsibilities, and operation of the Committee in relation to ANZGHL and its subsidiaries (collectively, **ANZ** or the **Group**).

1.2 Authority

- a) The Committee is established by the Board in accordance with the ANZGHL constitution.
- b) The ANZ Board Committee Standing Rules are incorporated into this Charter. To the extent of any inconsistencies, the terms in this Charter will prevail.
- c) The Committee has the authority and necessary powers to exercise the role and responsibilities set out in this Charter and granted to it under any separate resolutions of the Board from time to time.

2. Role of the Committee

The role of the Committee is to assist the Board in the effective discharge of its responsibilities by providing oversight of ANZ's measures to advance its purpose, namely to shape a world where people and communities thrive, focusing on ethical, environmental, social and governance matters.

3. Responsibilities

To accomplish its role, the Committee:

- (a) Reviews and approves the proposed corporate sustainability objectives for ANZ, and review progress in achieving them;
- (b) Reviews and approves the disclosures relating to ANZ's Sustainability Framework, objectives and related performance as set out in the suite of annual reporting documents;
- (c) Discusses, questions and provides advice to management on past, current and emerging ethical, environmental, social and governance

risks and opportunities relevant to ANZ's ability to operate as a fair, responsible and sustainable business;

- (d) Receives reports on past, current and emerging ethical, environmental, social and governance matters;
- (e) Provides oversight of ANZ's Ethics and Responsible Business Committee, including receiving the minutes of that body and discussing material matters referred to the Committee from that body;
- (f) Refers to the Board the resolution of any significant ethical or environmental, social and governance matters where applicable;
- (g) Reviews the development of and approve applicable corporate governance policies and principles;
- (h) Reviews ANZ's Corporate Governance Statement;
- (i) In relation to whistleblowing, in conjunction with the ANZGHL Audit Committee and the Australia and New Zealand Banking Group Limited (**ANZBGL**) Audit Committee:
 - (A) reviews the effectiveness of management's process for informing employees of the existence of the Whistleblower Policy and ANZ Code of Conduct and Ethics;
 - (B) seeks to ensure procedures for the receipt, retention and treatment of information submitted confidentially by employees and third parties under such policies are established and maintained by Management;
 - (i) receives reports from Management regarding any material incidents reported under the Whistleblower Policy; and
 - (ii) refers any relevant matters to the ANZGHL Audit Committee and/or the ANZBGL Audit Committee; and
- (j) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

4. Meetings

The Committee will generally meet four times annually, and more frequently if it deems necessary.