



ANZ Non-Executive Director Code of Conduct

Why it matters

- 1) ANZ's non-executive Directors will pursue the highest standards of ethical conduct in carrying out their duties and responsibilities and always act in accordance with ANZ's purpose and values. This Code of Conduct ('the Code') describes these standards.
- 2) This Code satisfies Recommendation 3.2 of the ASX Corporate Governance Principles and Recommendations (4th Edition).

When this applies

- 3) This Code applies to:
 - a. Entities: ANZ Group Holdings Limited and the following subsidiary entities (collectively ANZ):
 - i. ANZ BH Pty. Ltd.
 - ii. Australia and New Zealand Banking Group Limited
 - iii. ANZ Group Services Pty. Ltd.
 - iv. ANZ NBH Pty. Ltd
 - b. Users: ANZ's non-executive directors

The Code

We act ethically and professionally

- 4) This means we should:
 - a. act in the best interests of ANZ and create trust, confidence and goodwill with ANZ's shareholders, customers and other stakeholders
 - b. undertake our duties with appropriate care and diligence and in accordance with our legal obligations
 - c. behave in a way that takes into account ANZ's impact on the community and the environment in both the short and long term
 - d. understand our authority and any relevant limits and exercise any such authorities responsibly and within limits
 - e. use all of ANZ's systems and equipment appropriately and for proper purposes. This includes email, messaging, internet access, and technology and banking systems,

- f. not engage in conduct (either in our capacity as a director or otherwise) that may cause damage to ANZ's reputation or is incompatible with our position as directors of ANZ.

We act with integrity

- 5) This means we should:
 - a. act honestly and transparently in all of our dealings with and for ANZ
 - b. not knowingly mislead directly or indirectly, make false statements or mislead by omission
 - c. not make promises or commitments we know ANZ does not intend, or would be unable, to honour,
 - d. use goods, services and facilities provided to us by ANZ in accordance with the terms on which they are provided.

We treat all people with dignity and respect

- 6) This means we should:
 - a. treat all people we deal with through our work with respect and dignity
 - b. never harass, bully or unlawfully discriminate,
 - c. make appointment decisions based on merit.

We manage conflicts of interest

- 7) This means we should:
 - a. not improperly use the name of ANZ, our position or information obtained by us as a director of ANZ for personal financial gain or to obtain any benefit for any other person or business
 - b. fully disclose all relationships we have with ANZ in accordance with policies on independence that the Board may adopt from time to time
 - c. fully disclose any material personal interest, as well as any other interest which is appropriate to disclose in order to avoid an actual or perceived conflict of interest, in accordance with such policies that the Board may adopt from time to time
 - d. ensure any personal dealings with ANZ must be in accordance with policies the Board may adopt from time to time
 - e. never accept or offer any improper payment or benefit in connection with their role as an ANZ director,
 - f. never accept any gift, reward or entertainment, including discounted products, free travel or accommodation, if there is an expectation that could conflict with our role as an ANZ director.

We protect privacy and confidentiality

- 8) This means we should:
 - a. respect the privacy of others

- b. not improperly disclose any information about ANZ that is not already in the public domain
- c. ensure that confidential information relating to ANZ customers, staff or operations is not disclosed, inadvertently or deliberately, to third parties without the consent of ANZ.

We comply with our Code, the law and ANZ policies and procedures

- 9) This means we should:
 - a. be aware of and comply with all relevant laws and regulations applicable to us,
 - b. complete all induction and education programs required of us to build and maintain our awareness and understanding of relevant laws, policies and procedures.

Compliance

- 10) Any breach of this Code should be reported to the Chairman of the Board, Group General Counsel or Company Secretary.
- 11) This Code does not anticipate every situation. If non-executive directors are unsure of their obligations or ANZ's expectations, they should contact Group General Counsel or Company Secretary.
- 12) The annual performance evaluation of each non-executive directors will include consideration of compliance with this Code.