

Trading in ANZ Securities Policy

Policy Owner: Head OR&C, Institutional Risk
Policy Level: Group

Version 1
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The Trading in ANZ Securities Policy (this **policy**) provides a globally consistent approach to Trading in ANZ Securities. This policy requires that ANZ requirements are complied with, and all appropriate legal obligations are met, and individuals act with honesty and integrity. The purpose of this policy is to put in place systems and processes aimed at preventing insider trading or trading that could be perceived as insider trading, reinforcing our culture to avoid the significant potential reputational damage to ANZ that any such trading may cause, and to uphold the ANZ Code of Conduct.

Capitalised terms used throughout this policy have the meanings given in the Glossary.

APPLICATION

This policy applies to all ANZ Directors and all Employees and Contingent Workers of ANZ. To understand how this policy applies you will need to check whether you are a Restricted Person.

POLICY DETAIL

OBLIGATIONS UNDER THIS POLICY

Background

This section sets out:

- the obligations applicable to all individuals to whom this policy applies;
- the additional obligations applicable to Restricted Persons other than ANZ Directors;
- the additional obligations applicable to all Restricted Persons; and
- the additional obligations applicable to ANZ Directors, ExCo members, direct reports to the ANZ CEO and the ANZ Company Secretary.

Obligations applicable to all individuals

1. **Insider trading is illegal:** Individuals will not Trade, or advise, procure, or encourage another person to Trade in ANZ Securities at any time when in possession of Inside Information. For avoidance of doubt, this applies even if:
 - a. the Trade would occur outside a Blackout Period;
 - b. the Trade is covered by an exception under section 10 of this policy where Trading is permitted without Pre-Trade Approval;
 - c. a Pre-Trade Approval or Special Circumstances Trading Application has been granted; or
 - d. this policy otherwise provides a clearance or approval to Trade.

Inside Information must not be disclosed or passed on to any other person by any individual other than in connection with the proper carrying out of the individual's role and duties at ANZ.

2. **Hedging interests is prohibited:** Individuals will not and must ensure that others do not on their behalf, hedge any interests that have been granted to the individual under any ANZ employee equity plan that are either unvested or subject to a holding lock.

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Obligations applicable to Restricted Persons other than ANZ Directors

3. **Actions required to use StarCompliance:** Each Restricted Person other than ANZ Directors must take the actions as described in the following table:

Circumstances where action is required:	What the Restricted Person must do:	By when:
<ul style="list-style-type: none"> Restricted Person has an active Brokerage Account. Restricted Person's Associated Person has an active Brokerage Account. 	Disclose and register each Brokerage Account of the Restricted Person and their Associated Persons in StarCompliance.	Before submitting first Pre-Trade Approval request.
<ul style="list-style-type: none"> Restricted Person's Brokerage Account is not integrated with StarCompliance. Restricted Person's Associated Person has a Brokerage Account which is not integrated with StarCompliance. 	Manually submit Broker Statements for each registered Brokerage Account into StarCompliance. <i>Brokerage Statements for integrated Brokerage Accounts are not required to be uploaded.</i>	You may be asked by the Compliance Control Room to submit monthly where required in your location, but otherwise promptly when requested by the Compliance Control Room.

Obligations applicable to all Restricted Persons

4. **Inform Associated Persons of obligations:** Restricted Persons should inform their Associated Persons that the Restricted Person is prohibited from insider trading and, so that ANZ can monitor compliance with this requirement and this policy:
- the Restricted Person must maintain and disclose to ANZ, Trading records relating to ANZ Securities, including those of the Associated Person; and
 - ANZ requires Pre-Trade Approval of Trading in ANZ Securities by both the Restricted Person and their Associated Persons.
5. **Maintain records:** Restricted Persons will maintain and will seek to ensure that their Associated Persons maintain, records of all Trading in ANZ Securities (including where applicable any related Pre-Trade Approvals or approved Special Circumstances Trading Applications) for 12 months.
6. **Inspection of records:** On request by Compliance, the Compliance Control Room or Internal Audit, Restricted Persons will provide for inspection, their ANZ Securities Trading records and the ANZ Securities Trading records of their Associated Persons to confirm adherence to this policy.
7. **No Trading during Blackout Period:** Restricted Persons will not and must seek to ensure their Associated Persons do not, Trade in ANZ Securities during a Blackout Period, unless one of the exceptions permitting trading during a Blackout Period in section 10 applies, or a Special Circumstances Trading Application has been approved and is expressed to permit Trading during the Blackout Period.
8. **No speculative trading:** Restricted Persons will not and must seek to ensure their Associated Persons do not, engage in speculative Trading of ANZ Securities. Without limiting the foregoing, this means:
- Restricted Persons will not, and must seek to ensure that their Associated Persons do not, short-sell ANZ Securities; or
 - Restricted Persons will comply and must seek to ensure that their Associated Persons comply, with the requirement that they hold ANZ Securities purchased or do not buy-back ANZ Securities sold until a minimum period of 30 calendar days has passed since such purchase or

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sale. This requirement does not apply to a cashless exercise of ANZ deferred share rights or performance rights, or where a Special Circumstances Trading Application has been granted.

9. **No margin lending:** Restricted Persons will not use ANZ Securities in connection with a margin loan or similar financing arrangements that may be subject to a margin call or loan-to-value ratio breach.
10. **Requirement to obtain Pre-Trade Approval:** Restricted Persons will obtain Pre-Trade Approval using the process described in section 14 before they or their Associated Persons Trade in ANZ Securities, except in the following circumstances:

Rights offers/share buy-backs

- a. a disposal of ANZ Securities arising from the acceptance of an equal access share buy-back, takeover offer or scheme of arrangement;
- b. a disposal of rights acquired under a pro rata issue;
- c. an acquisition of ANZ Securities pursuant to a pro rata issue;
- d. to undertake or elect to take up entitlements in a rights issue or other offer that has been announced on a securities exchange provided the Restricted Person is not in possession of Inside Information, or to allow such entitlements to lapse;
- e. to comply with a compulsory acquisition under the Corporations Act in Australia or under equivalent laws in other jurisdictions;

Acquisition of shares without payment

- f. the receipt of ANZ Securities under ANZ's yearly Performance Review Process annual incentive scheme;
- g. the receipt of ANZ Securities given as a gift without a requirement for any payment (e.g. ANZ Securities left to you in another person's will);

Dividend Reinvestment Plan (DRP)

- h. an election to commence, cease or vary participation in ANZ's dividend reinvestment plan or bonus option plan where such election is made outside a Blackout Period, provided that such election is not made at a time when the Restricted Person is in possession of Inside Information;

Off Market Transfers/Exercising Options

- i. a transfer of ANZ Securities to another holding in the Restricted Person's or Associated Person's sole name or to an account in the Restricted Person's or Associated Person's sole name within a superannuation fund;
- j. completed outside a Blackout Period:
 - (i) a transfer of ANZ Securities to a trading account in the name of a Close Family Member or a company, trust or other entity wholly owned by the Restricted Person, the Associated Person and/or their Close Family Member;
 - (ii) an exercise of ANZ deferred share rights or performance rights by the Restricted Person (i.e. to "acquire and hold" the ANZ Securities that are the subject of the deferred share right). For the avoidance of doubt, Pre-Trade Approval is required:
 - I. before disposing of the ANZ Securities acquired following such exercise; and

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- II. via a Special Circumstances Trading Application, to exercise ANZ deferred share rights or performance rights during a Blackout Period;
- k. any mandatory conversion of ANZ Securities (e.g., convertible notes) into ordinary shares, provided that the conversion is triggered automatically under the terms and conditions applicable to the ANZ Security without the Restricted Person or their Associated Person's active participation or instruction;

Leave taken by Restricted Persons other than ANZ Directors

- l. Restricted Persons other than ANZ Directors are exempt from the Pre-Trade Approval requirement while they continue to meet the following conditions:
 - (i) the Restricted Person has been on leave for a period of greater than 30 calendar days; and
 - (ii) the Restricted Person was not in possession of any Inside Information at the commencement of their leave period;

Other exemptions

- m. with respect to Associated Persons, if they are Trading within the scope of their own employment with a third party (e.g. an Associated Person who is a stockbroker Trading in their professional capacity for a non-related party is covered by this exemption; a day trader would not be covered);
- n. any indirect and incidental trading of ANZ Securities that occurs as a consequence of a dealing in securities issued by a managed investment scheme, listed investment company, exchange traded fund or similar investment vehicle, that is managed by a third party and that happens to hold ANZ Securities as part of its portfolio; or
- o. any additional exceptions determined by the Policy Owner, where applicable.

Obligation applicable to ANZ Directors

- 11. ANZ Directors will provide details of all their dealings in ANZ Securities to ANZ's Corporate Governance team including any related information required under applicable listing rules to enable compliance with applicable disclosure obligations regarding Trading by ANZ Directors.

Obligations applicable to ExCo members, ANZ Company Secretary and certain others notified

- 12. **DRP Pricing:** ExCo members, the ANZ Company Secretary and any other individuals determined to be (and notified as being) subject to this requirement by the ANZ CEO, Chief Risk Officer and Group General Counsel from time to time will not and must seek to ensure their Associated Persons do not, trade in ANZ Securities during a DRP Pricing Period.
- 13. **Shareholding Guidelines:** ExCo members must ensure that any requests for Pre-Trade Approval meet the requirements of the Shareholding Guidelines (i.e., Requests for Pre-Trade Approval should not take the ExCo member's eligible holdings below the minimum holding requirement).

How to obtain a Pre-Trade Approval and related provisions

- 14. A request for Pre-Trade Approval will be made by a Restricted Person and the decision to approve the request will be made as described in the following table:

Restricted Person:	How to apply:	Decision made by:
ANZ Directors and the ANZ CEO	In writing to the Chairman of the ANZ Board or, if the Chairman of the ANZ Board is not	The Chairman of the ANZ Board or Chairman of the

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	available, the Chairman of the ANZ Audit Committee (or in the case of the Chairman of the ANZ Board, from the Chairman of the ANZ Audit Committee).	ANZ Audit Committee, as applicable
All other Restricted Persons	Apply using StarCompliance unless the Compliance Control Room directs that an alternative platform or process be used.	Compliance Control Room

15. A request for any Pre-Trade Approval can be approved or declined by ANZ at its sole discretion, without giving any reasons, and can be withdrawn at any time if new information becomes known or there is a change in circumstances. ANZ's decision to decline a Pre-Trade Approval request is final and binding. Where a request is declined, the outcome is considered confidential information and must not be disclosed.
16. Any Pre-Trade Approval granted is not an endorsement of the proposed Trade. The person doing the Trading is individually responsible for their investment decisions and compliance with insider trading laws. Before Trading, individuals should consider carefully whether they are in possession of any Inside Information, and if in any doubt, they should not Trade. If an individual comes into possession of Inside Information after receiving Pre-Trade Approval, the individual must not Trade despite having received the Pre-Trade Approval.
17. A Pre-Trade Approval is valid only during the Effective Period. If the order is not executed within the Effective Period, the Restricted Person must submit a new Pre-Trade Approval request to ensure a valid Pre-Trade Approval has been obtained when the order is executed. This also applies to limit orders.

SPECIAL CIRCUMSTANCES TRADING APPLICATIONS

Background

This section sets out the special circumstances in which disposal of ANZ Securities by Restricted Persons (or their Associated Persons) that was previously declined or is otherwise prohibited by this policy may be permitted with prior written approval.

Policy Statements

18. A Special Circumstances Trading Application may be sought where a need arises to dispose ANZ Securities:
- during a Blackout Period;
 - during the 30-day minimum holding period described in section 8b; or
 - where a Pre-Trade Approval request has been declined,
- as a result of severe financial hardship, a pressing financial commitment that cannot be satisfied otherwise than by disposing of ANZ Securities, or in other exceptional circumstances.

19. A Special Circumstances Trading Application should be made by a Restricted Person and the decision to approve the request will be made as described in the following table:

Restricted Person:	How to apply:	Decision made by:
ANZ Directors and the ANZ CEO	In writing to the Chairman of the ANZ Board or, if the Chairman of the ANZ Board is not available, the Chairman of the ANZ Audit Committee (or in the case of the Chairman, of	The Chairman of the ANZ Board or Chairman of the ANZ Audit Committee, as applicable

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	the ANZ Board from the Chairman of the ANZ Audit Committee).	
All other Restricted Persons	Apply using StarCompliance unless the Compliance Control Room directs that an alternative platform or process be used.	Line Manager and Compliance Control Room

20. In considering a Special Circumstances Trading Application, ANZ will have regard to:
- whether the disposal would be likely to affect ANZ's interest or reputation;
 - whether there is any actual or perceived Conflict of Interest;
 - whether the Restricted Person is in possession of Inside Information; and
 - all other relevant factors, including the nature of the exceptional circumstances outlined in the applicant's request.
21. In the case of a Special Circumstances Trading Application by an Employee or Contingent Worker other than the ANZ CEO, the line manager of the applicant will be asked through StarCompliance to endorse the application and confirm that they are not aware of any actual or perceived Conflict of Interest in connection with the application.
22. A decision with respect to a Special Circumstances Trading Application will generally be provided in writing within 4 Business Days of receipt of the request. Approvals will not be granted retrospectively, and if an application is declined, that decision is final and binding on the person submitting the application. ANZ reserves the right not to give a reason for declining the application.
23. Where a Special Circumstances Trading Application is approved, the approval will be valid only for Trading during the Effective Period.

ROLES AND RESPONSIBILITIES

ROLES AND RESPONSIBILITIES OF ANZ DIRECTORS

All ANZ Directors should be aware of their obligations arising from this policy and abide by these obligations in conjunction with their obligations under the ANZ Non-Executive Directors Code of Conduct.

ROLES AND RESPONSIBILITIES OF ALL EMPLOYEES AND CONTINGENT WORKERS

All Employees and Contingent Workers should be aware of their obligations arising from this policy and abide by those obligations in conjunction with their obligations under the ANZ Code of Conduct. In addition, all Employees and Contingent Workers must comply with their obligations under the ANZ Code of Conduct to declare upon commencement of employment and acknowledge annually that they understand the principles of the ANZ Code of Conduct (including in relation to this policy), have complied with them in the previous 12 months, and agree to comply with them going forward.

All Employees and Contingent Workers who are Restricted Persons must:

- obtain and review a copy of the Privacy Statement; and
- provide a copy of the Privacy Statement to their Associated Persons for their review.

Employees and Contingent Workers who are Restricted Persons are required to provide certain certifications to this effect and agree to the matters set out in the Privacy Statement on their own behalf and on behalf of their Associated Persons when they first use StarCompliance and prior to making a Pre-Trade Approval request through StarCompliance.

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ROLES AND RESPONSIBILITIES OF LINE MANAGERS

Line managers of Employees and Contingent Workers will be required to review any Special Circumstances Trading Applications from their direct reports to trade in ANZ Securities. Line managers should review and assess whether there is an actual or perceived Conflict of Interest should the Restricted Person transact in ANZ Securities, considering all relevant facts and circumstances. Line managers should not endorse a Special Circumstances Trading Application which would lead to a Conflict of Interest with the requesting Employee's or Contingent Worker's role at ANZ. A line manager may consider endorsing the Special Circumstances Trading Application request if no Conflict of Interest exists. In the case that the Line Manager is absent (or otherwise unable to fulfil their duties), the above listed responsibilities are transferred to the Individuals Skip Line Manager in accordance with the ANZ Peoplesoft hierarchy.

ROLES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE TEAM

The Corporate Governance team is responsible for record keeping in relation to Pre-Trade Approval applications and decisions in respect of ANZ Directors.

ROLES AND RESPONSIBILITIES OF COMPLIANCE CONTROL ROOM

The Compliance Control Room is responsible for:

- Identification and allocation of Employees and Contingent Workers known as "Restricted Persons";
- Record keeping of all Pre-Trade Approval applications and outcomes decisions other than with respect to ANZ Directors;
- Pre-Trade Approval enforcement and monitoring, including:
 - actively monitoring Trading in ANZ Securities by ExCo members to meet GN27 obligations; and
 - actively monitoring Restricted Persons for compliance with this policy, any specific business unit requirements and any specific country requirements;
- Ensuring that the current version of this policy is available on the ANZ intranet;
- Circulating reminders in relation to Blackout Periods (including by email and on the ANZ intranet); and
- making reasonable enquiries (both internally and externally) for information to assist in deciding whether to approve or reject Pre-Trade Approval requests.

POLICY BREACHES

All policy breaches must be immediately escalated to the Policy Owner and will be dealt with in accordance with the ANZ Global Performance Improvement and Unacceptable Behaviour Policy.

Breaches of this policy will be investigated and will result in an appropriate consequence being applied. For Employees and Contingent Workers, this may include re-assessment of bonus qualification, prohibition from Trading and/or termination of employment or engagement.

A breach of this policy may also be a contravention of relevant insider trading or other laws, which may result in financial penalties and/or imprisonment for individuals.

POLICY EXEMPTIONS

All policy exemptions, including country level exemptions to a global policy, must be submitted for approval to the Policy Owner using the Policy Exemption Form with a copy to Policy Governance.

Country level policies should only be developed where there are specific legal or regulatory requirements to do so.

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LEGAL OBLIGATIONS

ANZ will comply with the minimum standards set out in this policy. In the event a legal obligation imposes a higher standard or requirement on ANZ, the legal obligation will prevail over the applicable minimum standard.

Where local law in any jurisdiction places obligations or procedural requirements on Employees or Contingent Workers, which are in addition to the requirements in this policy, Employees and Contingent Workers must also comply with those obligations or requirements.

If, in performing duties under this policy, an Employee or Contingent Worker complies with a legal obligation that is inconsistent with this policy, the Employee or Contingent Worker must report this inconsistency to their local compliance manager and to the Policy Owner.

WHERE TO GET HELP

Contact your line manager, the Compliance Control Room or the Policy Owner. If you are an ANZ Director, contact the Chairman of the ANZ Board or ANZ's Corporate Governance team.

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GLOSSARY

Please refer to the Policy Glossary for definitions of standard terms used in this policy which are not specifically defined below or elsewhere in this policy. Otherwise, the terms used in this policy are defined elsewhere in this policy and as follows:

ANZ	means ANZGHL or a Controlled Entity (as appropriate)
ANZ Director	A person appointed to the Board of Directors of ANZGHL or a Controlled Entity who is not an employee or contingent worker.
ANZGHL	ANZ Group Holdings Limited
ANZ CEO	means the Chief Executive Officer of ANZ.
ANZ Security	means: <ul style="list-style-type: none"> • a share or bond issued by, or a debenture of ANZGHL or a Controlled Entity; • any other security or financial product issued by ANZGHL or a Controlled Entity that can be Traded on a financial market; or • an option, derivative, future or warrant relating to any security or financial product referred to above.
Associated Person	means: <ul style="list-style-type: none"> • a Close Family Member of the person; or • a company, trust, or other entity the person or the person's Close Family Member controls or significantly influences.
Blackout Period	means each period: <ul style="list-style-type: none"> • (quarter trading updates) from the date which is 14 calendar days before the scheduled date for an ANZGHL first quarter trading update or ANZGHL third quarter trading update as the case may be, through to midday (AEST) on the Business Day following the announcement of such trading update; • (half year/interim results) from the later of the end of the 6th Business Day after the ANZGHL first quarter trading update or the end of the last day in February, through to midday (AEST) on the Business Day following the announcement of ANZGHL's half year/interim results; • (full year/annual results) from the later of the end of the 6th Business Day after the ANZGHL third quarter trading update or the end of the last day of August, through to midday (AEST) on the Business Day following the announcement of ANZGHL's full year/annual results; and • (other) any additional periods determined by ANZ from time to time.
Broker Statement	A statement or record issued by a broker showing securities holdings and transaction information with respect to a Brokerage Account.
Brokerage Account	An account maintained by a Restricted Person (other than an ANZ Director) or their Associated Persons with a broker for holding and transacting in securities.
Business Day	A day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place concerned.

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Close Family Member	<p>of a person means:</p> <ul style="list-style-type: none"> • a spouse/partner (including de facto or same sex partner) of the person; or • a child (who is under 18 years of age) or dependent of the person or of the person's spouse/partner (including de facto or same sex partner); or • anyone else who is one of the person's family and may be expected to influence the person, or be influenced by the person, in the person's dealings with ANZ or ANZ Securities.
Conflict of Interest	An actual, potential or perceived conflict of interest arises where the specific duties or interests of a person or entity in respect of an outcome, are not aligned with that person or entity's obligations or duties to others to achieve a different outcome.
DRP Pricing Period	means in relation to any eligible dividend, the period of 10 trading days (or such other number of trading days as the Board may determine from time to time) commencing on the third trading day immediately following the record date in relation to that eligible dividend (or such other day as the Board may determine).
Effective Period	<p>means:</p> <ul style="list-style-type: none"> • in the case of ANZ Directors, such period of time as is determined by the Chairman of the ANZ Board or the Chairman of the ANZ Audit Committee, as applicable; and • in all other cases, the period of time starting when a Pre-Trade Approval is received by the Restricted Person and ending at the earlier of the close of trading on the second trading day following the day of receipt of the Pre-Trade Approval, or the start of the first day of the next Blackout Period. <p>For this purpose, trading day means a day for which the security is eligible to be transacted.</p>
ExCo	means the Executive Committee of ANZ.
Inside Information	Information that could be reasonably expected to have a material or significant effect on the price or value of an ANZ Security and which is not generally available.
Pre-Trade Approval	The submission of a Trade Request for Personal Account Dealing purposes and receipt of approval from the Compliance Control Room prior to any trading or placement of an order or execution of any order.
Privacy Statement	The ANZ Personal Account Dealing and Personal Conflicts Privacy Statement which is available on the ANZ intranet.
Restricted Person	<p>Each of the following are Restricted Persons:</p> <ul style="list-style-type: none"> • ANZ Directors; and • any other individuals determined by Compliance & Business Unit management collectively as a Restricted Person (as stipulated in the Schedule maintained by Compliance) who, because of their seniority or the nature of their position, are likely to come into contact with key financial, operational, strategic or other information about ANZ which, should it become generally available, could be

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	<p>reasonably expected to have a material or significant effect on the price or value of an ANZ Security.</p> <p>Refer to the Restricted Person Look-up Tool.</p>
Special Circumstances Trading Application	An application by a Restricted Person to Trade in circumstances that would otherwise be prohibited under this policy.
StarCompliance	The online platform provided to ANZ by StarCompliance, Inc., used by ANZ to assist in conducting automated Pre-Trade Approvals. StarCompliance can be accessed by Employees and Contingent Workers on their mobile device through an App provided by StarCompliance, Inc. or on their desktop through the ANZ intranet.
Trade/Trading	<p>of ANZ Securities means:</p> <ul style="list-style-type: none"> • buying, selling or applying for ANZ Securities or providing an instruction to a third party to do so; • entering into a contract to buy, sell or apply for ANZ Securities, or procuring a third party to do so; • entering into a contract for difference relating to ANZ Securities; • entering into a contract to buy, sell or exercise a deferred share right or performance right relating to ANZ Securities; • the conversion of convertible ANZ Securities; • exercising ANZ employee deferred share rights or performance rights; • to elect to commence, cease or vary participation in ANZ's dividend reinvestment plan or bonus option plan; or • spread betting in relation to an ANZ Security.