

ANZ
Special Committee of the Board Charter

1. Purpose

The purpose of the Special Committee (**Committee**) of the ANZ Group Holdings Limited (**ANZGHL**) board of directors (**Board**) is to exercise on behalf of the Board all the powers and discretions of the Board.

2. Powers of the Committee

The Committee shall have power to exercise all the powers and discretions of the Board.

3. Membership and Quorum

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

- the Chair of the Board, the Managing Director and one other Non-Executive Director; or
- if the Chair of the Board is unavailable or unable to act then the Managing Director and three other Non-Executive Directors; or
- if the Managing Director is unavailable or unable to act then Chair of the Board and three other Non-Executive Directors; or
- if the Chair of the Board and the Managing Director are unavailable or unable to act then four Non-Executive Directors.

Notice of Committee meetings need only be given to those Directors attending the meeting, although in the circumstance where the Chair of the Board and the Managing Director are not available, all other Directors will be invited to attend the relevant Committee meeting.

4. Reporting to Board

Minutes of the Committee shall be provided to the Board for noting.