# 2024 Basel III Pillar 3 Disclosure

As at 30 September 2024
APS 330: Remuneration Disclosure

**Important notice**

This document has been prepared by Australia and New Zealand Banking Group Limited (ANZ) to meet its disclosure obligations under:

- the Australian Prudential Regulation Authority (APRA) Authorised Deposit-taking Institutions Prudential Standard (APS) 330: Public Disclosure as applicable to ANZ; and
- the Hong Kong Monetary Authority (HKMA) Supervisory Policy Manual CG-5: Guideline on a Sound Remuneration System (HKMA Guidelines) as applicable to ANZ's Hong Kong (HK) branch.

This disclosure was prepared as at 30 September 2024. ANZ has a continuous disclosure policy, under which ANZ will immediately notify the market of any material price sensitive information concerning the Group, in accordance with legislative and regulatory disclosure requirements.

# Remuneration Disclosure

**Basis of Disclosure**

This document presents:

- the 2024 financial year (2024) remuneration disclosures of Australia and New Zealand Banking Group Limited (ANZBGL), as required by the Australian Prudential Regulation Authority (APRA) Authorised Deposit-taking Institutions Prudential Standard (APS) 330: Public Disclosure; and
- the 2024 remuneration disclosures of ANZ, relating to ANZ's Hong Kong (HK) branch as required by the Hong Kong Monetary Authority (HKMA) Supervisory Policy Manual CG-5: Guideline on a Sound Remuneration System (HKMA Guidelines).

The disclosures contained in this document are based on information that is consistent with information provided to ANZ's external auditor. However, the information provided is for regulatory disclosure purposes, rather than statutory financial reporting disclosures, and may not be comparable to other information disclosed by ANZ. Additional information on ANZ's performance and remuneration policies and structures is contained in the 2024 ANZ Group Holdings Limited (ANZGHL) Annual Report.

The APS 330 disclosure has been prepared on the Level 2 basis being ANZ Bank HoldCo as the head of ANZ's Level 2 Banking Group following the implementation of the non-operating holding company on 3 January 2023 (formerly ANZBGL for prior years). On 31 July 2024, ANZ's Level 2 Banking Group acquired 100% of the shares in SBGH Limited, the immediate holding company of Suncorp Bank.

**Bodies that oversee Remuneration**

The ANZGHL and ANZBGL Boards (the Board) is ultimately responsible for and oversees ANZ Group's Performance and Remuneration Framework (P&R Framework) and its effective application throughout the ANZ Group. The People and Culture Committee's (P&CC's) role is to assist the Board in its oversight of the effective operation of P&R Framework and other T&C matters. It has been delegated authority to act as the remuneration committee for ANZBGL.

As at 30 September 2024, the P&CC consisted of five members, all of whom are independent Non-Executive Directors[1]. The P&CC met six times during the 2024 financial year. A review of 2024 Non-Executive Director (NED) fees was completed by the P&CC in September 2023. Following that review of 2024 fees, the P&CC approved increases to the NED member fee (from $240,000 to $245,000), each Committee chair fee (from $65,000 to $68,000) and each Committee member fee (from $32,500 to $34,000). This fee review considered increased complexity in the regulatory environment, uplifts for ANZ's broader employee population, and the external market.

The purpose, authority and responsibilities of the P&CC are set out in their Charter. The P&CC pays particular attention to the performance and remuneration of the senior executive population, the highest paid individuals, individuals who could have a material impact on ANZ's financial soundness, the performance and remuneration structures of individuals who perform a risk and financial control role, and adherence to the ANZBGL Performance and Remuneration Policy, which forms part of the ANZ Group Performance and Remuneration Policy. Throughout the course of the year the P&CC has made all performance and remuneration-related decisions and recommendations to the Board independently of management. The P&CC also has free and unfettered access to ANZ employees and to relevant external providers, when required.

The ANZBGL Performance and Remuneration Policy applies to all ANZBGL employees globally[2], including:

- **Senior Managers**
  Senior Managers (at the ANZBGL level) detailed in ANZBGL's Performance and Remuneration Policy. ANZBGL's current Senior Managers are the CEO, Group Executive Committee (ExCo) members and Group General Manager Internal Audit (GGM IA). For 2024, ANZ had a total of 11 Senior Manager roles (12 individuals due to movement in roles); 11 roles[3] in 2023 (12 individuals due to movement in roles).
- **Material Risk Takers**
  Material Risk Takers (MRTs) (at the ANZBGL level) are any other persons (not covered by the Senior Manager definition above), whose activities, individually or collectively, may have a material potential impact on ANZ's risk profile, performance and long-term soundness, as determined by the Board Risk Committee. For 2024, ANZ had a total of 41 MRT roles (44 individuals due to movement in roles); 42 roles in 2023 (42 individuals).
- **Hong Kong (HK) branch**
  Senior Management and Key Personnel (with respect to the HK branch) – Senior Management includes those who are responsible for oversight of firm-wide strategy or activities or those of material business lines. Key Personnel includes those whose duties or activities involve the assumption of material risk or the taking on of material exposures. For 2024, ANZ's HK branch had a total of 13 Senior Management and Key Personnel roles (16 individuals due to movement in roles); 13 roles in 2023 (14 individuals due to movement in roles).

[1] The ANZ Board Chairman is an ex-officio member of the Committee and does not receive a Committee member fee.

[2] Except employees within ANZ Bank New Zealand Limited and its subsidiaries, who are covered by the ANZ New Zealand (NZ) Performance and Remuneration Policy; and Suncorp Bank roles where the individual is employed by Norfina Limited (Suncorp Bank), who are covered by the Suncorp Bank Performance and Remuneration Policy.

During 2024, the P&CC and management received information from the following external advisors: Ashurst, Deloitte, EY, Guerdon Associates, PayIQ Executive Pay and PricewaterhouseCoopers. This information related to market data, market practices, analysis and modelling, legislative requirements and the interpretation of governance and regulatory requirements.

**Design and Structure of Remuneration Processes**

The ANZBGL Performance and Remuneration Policy (read in conjunction with the ANZ Group Performance and Remuneration Policy) provides the P&CC and management with a consistent framework for managing performance and remuneration, and related matters. Where overseas legislative/regulatory requirements for foreign-owned financial services companies exceed the ANZBGL Performance and Remuneration Policy requirements, the ANZBGL Performance and Remuneration Policy has adopted specific country addendums or a local/country specific policy (e.g. New Zealand (NZ) who operate under the ANZ NZ Performance and Remuneration Policy) to apply the local legislative requirements to any impacted employees in the relevant jurisdiction.

ANZ's performance and remuneration framework addresses:

- Remuneration mix and market positioning;
- Fixed and variable remuneration;
- Downward adjustment (in-year adjustment, further deferral, malus and clawback) of variable remuneration;
- Shareholding guidelines and hedging prohibitions;
- Independence of Risk and Financial Control Personnel;
- Requirements for other ANZ APRA Regulated Entities and Registered Superannuation Entity Licensees and NZ, France, Germany, United Kingdom (UK), HK, Indonesia and China based employees; and
- Engagement of remuneration consultants.

The objective of the ANZBGL Performance and Remuneration Policy is to support the achievement of ANZBGL's purpose and strategy through ANZ's performance and remuneration arrangements, in line with the ANZ Group Reward Principles and applicable legal and regulatory requirements. Our Reward Principles guide ANZ's Group Performance and Remuneration Framework and are central to the ANZ Group Performance and Remuneration Policy. Their purpose is to drive the alignment of the Performance and Remuneration Framework with ANZ's business plan, strategic objectives, and risk management framework. Our Reward Principles support the achievement of ANZ's purpose and strategy by:

- attracting, motivating and keeping great people;
- rewarding our people for doing the right thing having regard to our customers and shareholders;
- focusing on how things are achieved (our behaviours (supported by our Values and Code of Conduct), culture and risk) as much as what is achieved (outcomes against objectives);
- being fair and simple to understand; and
- in relation to Third Party Service Providers, identifying and mitigating material conflicts to the objectives of the Performance and Remuneration Framework that may result from the remuneration arrangements with Third Party Service Providers.

Performance and remuneration outcomes for all Risk and Financial Control Personnel are determined by the appropriate reporting manager within these functions directly, and not the business that the individual supports. This ensures individuals are remunerated independently of the business they oversee.

The Board approved the ANZBGL Performance and Remuneration Policy in late 2022 to ensure compliance with APRA's Prudential Standard *CPS 511 Remuneration* (which came into effect from 1 January 2023) and to also reflect changes to ANZ's policy framework resulting from the new group organisational structure. A review of the ANZBGL Performance and Remuneration Policy is conducted by management on an annual basis and the outcomes are reviewed by the P&CC and Board to ensure that it remains appropriate for its intended purpose, and is compliant with the APRA Prudential Standard and the specific overseas legislative/regulatory requirements for foreign-owned financial services companies where relevant.

**Remuneration at ANZ**

Individual remuneration at ANZ is comprised of fixed remuneration and variable remuneration.

***Fixed remuneration***

Fixed remuneration is designed to reward individuals for their skills and experience, and the accountability of their role and performance. Fixed remuneration is reviewed annually to ensure ANZ's remuneration remains competitive in the markets in which it operates, having regard to local market practices and affordability.

***Variable remuneration***

The ANZ Incentive Plan (ANZIP) is the variable remuneration plan operating across ANZ and is designed to align performance to ANZ's strategic objectives and annual operating plan, fairly reward our people for doing the right thing having regard to our customers and shareholders, and align remuneration with prudent risk taking providing relevant employees with 'at-risk' reward component(s) designed to drive performance in both the short-term and medium to long-term. The Board decides the CEO's variable remuneration outcomes separately from the ANZIP variable remuneration pool to help mitigate potential conflicts of interest.

ANZ's variable remuneration is designed to take into account the following:

- The outcomes of business activities;
- The risks related to the business activities taking into account, where relevant, the cost of the associated capital;
- The time necessary for the outcomes of those business activities to be reliably measured;
- The delivery of outcomes that are fair and ethical and in the best interests of our customers, whilst aligned to ANZ's behaviours and values, purpose and Code of Conduct; and
- Applicable legal and regulatory (including prudential) requirements.

As part of the design methodology, the following components are considered:

- Measures of performance;
- The mix of forms of remuneration (such as fixed and variable components, and cash and equity-related benefits); and
- The timing of when the individual becomes eligible to receive payment.

ANZIP has two key components:

- **Group Performance Dividend (GPD):**
  - All permanent ANZ employees (excluding the CEO, ExCo, GGM IA and CEO Suncorp Bank), will be eligible to receive a GPD subject to meeting minimum standards of performance and behaviour.
  - The GPD is determined and allocated based on Group performance only.
- **At Risk Pay (ARP):**
  - A small proportion of permanent ANZ employees will be eligible to receive an additional discretionary allocation of variable remuneration based on Division, business and individual performance, subject to meeting minimum standards of performance and behaviour.

For MRTs in France, Germany and UK, a maximum ratio for variable to fixed remuneration has been established in accordance with local regulatory requirements.

To determine and approve the ANZIP variable remuneration pool (which includes the GPD and ARP components), the Board considers a range of factors – it is not a formulaic outcome. Considerations include:

- the balance between financial and non-financial performance (including performance against ANZ's Group Scorecard);
- the quality of our result and operating environment;
- the shareholder experience in the financial year (e.g. shareholder returns and dividend comparison with prior periods);
- our Reward Principles (e.g. attracting, motivating and keeping great people).

Under the 2024 ANZ Group Scorecard, performance against expectations was evaluated using a range of objective indicators and subjective considerations including management input on work undertaken, evidence of outcomes realised and lessons learned, and with consideration given to the operating, regulatory and competitive environment. The Group Scorecard is structured around ANZ's Group Strategic Priorities and includes the following key performance categories:

- **Shareholder / Financial (40% weight)** – includes Group economic profit, total cost growth, and return on equity (ROE);
- **Customer (40% weight)** – includes Suncorp Bank integration, indicators focused on enhancing experiences, sustainability and outcomes for our customers, delivery of innovative customer solutions, and measures of customer satisfaction and perception;
- **People and Culture (20% weight)** – includes indicators related to retention of high performers, employee engagement, diversity and inclusion;
- **Risk (modifier 0% to 110%)** – measurement is supported by a range of risk indicators such as regulatory breaches, audit issues, risk culture survey results, progress in delivering regulatory commitments, surveys of corporate reputation sentiment and breaches of primary metrics in the Group Risk Appetite Statement.

Performance objectives within each division are strategically aligned to the Group Scorecard, including dedicated Group Performance weightings to reinforce the importance of collective accountability and contribution to Group outcomes.

Individual performance is assessed against ANZ's behaviours, delivery of Financial Accountability Regime (FAR) obligations and ANZ's risk and compliance standards; and outcomes delivered against objectives. Where appropriate, adjustments will be made to an individual's performance assessment and variable remuneration outcome, to reflect conduct which does not meet expected standards.

***Delivery of variable remuneration***

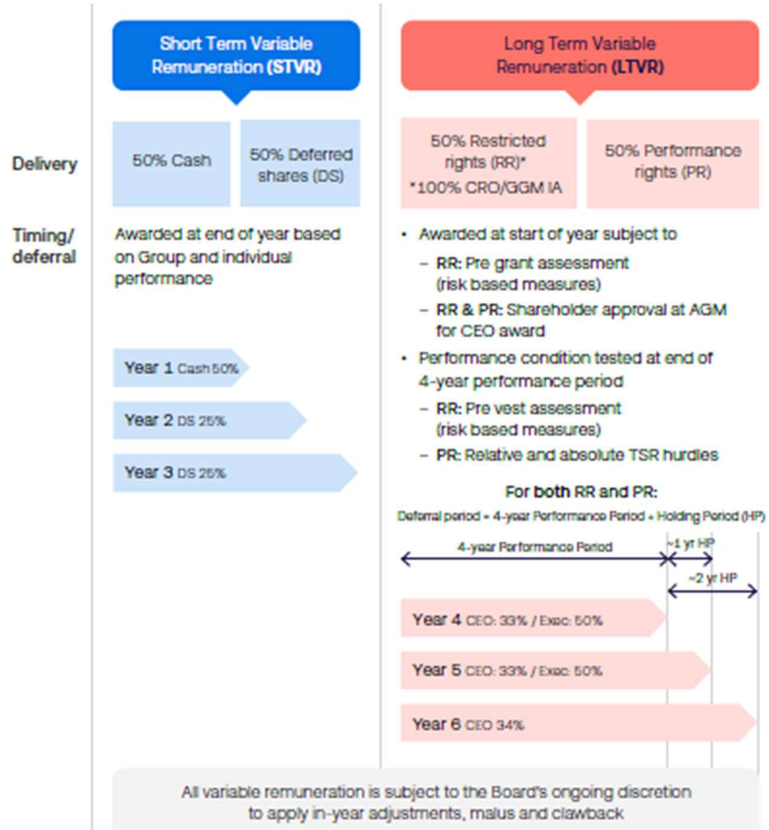
Mandatory deferral of a significant portion of variable remuneration places an increased emphasis on havinga variable structure that is flexible, continues to be performance linked, has significant retention elements and aligns the interests of employees to shareholders to deliver against strategic objectives.

The key considerations informing the proportion of remuneration delivered as deferred remuneration include relevant regulatory requirements, market practice (locally, internationally and by role/business), risk management (e.g. time horizon of risk), and our accountability and consequence framework (which provides ANZ with on-going and absolute discretion to downward adjust variable remuneration – including to zero).

*CEO, ExCo and GGM IA*

As illustrated below, variable remuneration for the CEO, ExCo and GGM IA is delivered as follows:

- Short Term Variable Remuneration as 50% cash and 50% shares deferred equally over years[3] 2 and 3 for the CEO and ExCo; or over year 2 (20%), year 3 (20%), year 4 (5%) and year 5 (5%) for the GGM IA (to meet CPS 511 deferral requirements in 2024); and
- Long Term Variable Remuneration as:
  - Restricted rights and Performance rights equally weighted and deferred over year 4 (33%), year 5 (33%) and year 6 (34%) for the CEO;
  - Restricted rights and Performance rights equally weighted and deferred over year 4 (50%) and year 5 (50%) for ExCo (excluding CRO); or
  - Restricted rights only, deferred over year 4 (50%) and year 5 (50%) for the CRO and GGM IA.




If the CEO receives above target STVR, the amount above target will be delivered as 40% cash and 60% deferred shares (20% year 4, 20% year 5, 20% year 6) to ensure compliance with the minimum deferral requirements with respect to FAR and APRA's Prudential Standard *CPS 511 Remuneration*.

The Restricted Rights component of the 2024 LTVR was subject to a pre grant assessment by the Board which determined that the award should be made at full value (i.e., no reduction); and it will also be subject to a pre vest assessment by the Board of non-financial measures at the end of the four-year performance period to determine whether the Restricted Rights should vest in full.

[3] Where Year 1 is the performance year (e.g. 2024 is Year 1 in respect to 2024 STVR).

The design of Restricted Rights ensures that LTVR provides material weight to non-financial measures (as required under CPS 511), as well as supporting long-term alignment with shareholders. The purpose of the pre grant assessment is to determine whether any reduction should be made to the Restricted Rights award value and is primarily based on outcomes in the prior financial year, while the pre vest assessment determines whether the Restricted Rights amount awarded should vest in full and is based on outcomes over the four-year performance period.

Additional information on the executive remuneration framework is contained in the 2024 ANZGHL Annual Report.

*Other Employees*

Variable remuneration payments are delivered as a combination of cash and/or deferred equity, as determined by the Board. Specific deferral arrangements exist for roles defined as country level Senior Managers, Key Personnel or Material Risk Takers (MRTs), to satisfy regulatory requirements. Unless otherwise specified in the ANZBGL Performance and Remuneration Policy, for variable remuneration awards related to financial year 2024:

- ANZIP variable remuneration below AUD125,000 (or local currency equivalent) is paid in cash and no part of it is deferred.
- ANZIP variable remuneration, which is at or exceeds AUD125,000, is treated as follows:
  - 60% of the entire amount will be paid in cash (with no deferral);
  - the remaining 40% will be deferred over a minimum of four years (including the performance period), vesting no faster than on a pro-rata basis and only after two years (i.e. 33% year 2, 33% year 3, and 34% year 4)[4].

The P&CC reviews the thresholds at which mandatory deferral is applied, the quantum of variable remuneration which is subject to deferral and the time period over which deferral occurs.

[4] The overall deferral period includes the performance year (i.e., from 1 October) that the variable remuneration award relates to - irrespective of the commencement date of new hires to ANZBGL during the performance period.

*France MRTs, Germany MRTs and UK MRTs*

ANZ is subject to the remuneration requirements set out in the German and French transposition of the remuneration rules prescribed under the EU's Capital Requirements Directive as well as the Financial Conduct Authority's Dual-Regulated firms' Remuneration Code ('SYSC 19D') and the Remuneration Part of the Prudential Regulation Authority's Rulebook ('PRA Remuneration Code') for the UK.

For a France MRT, Germany MRT or UK MRT, their variable remuneration is structured in compliance withthe following requirements, depending on the MRT category.
Each of the minimum variable remuneration requirements set out in the table below, with the exception of the 'clawback period' row, will not normally apply:

- Individual Proportionality - to a France MRT, Germany MRT and UK MRT whose total annualvariable remuneration is no more than: (a) one third of the MRT's total annual remuneration; and

  (b) in the case of France and Germany, EUR 50,000 or, in the case of the UK, GBP 44,000; or
- Firm wide Proportionality - where, as a consequence of the size of the balance sheet and/or the relevant structure and/or activities of a regulated business, the regulated business is permitted, under applicable local rules and/or guidance, to determine that the relevant requirements do notneed to be applied to the relevant France MRTs, Germany MRTs and UK MRTs.

These exclusions do not impact the applicability of the remainder of the ANZBGL Performance and Remuneration Policy, including any mandatory deferral arrangements that will otherwise apply.

<table>
<tr><th rowspan="2"></th><th colspan="6">France, Germany & UK MRTs[5]</th></tr>
<tr><th colspan="2">(a) UK MRT - Prudential Regulation Authority (PRA) Senior Manager</th><th>(b) UK MRT - Financial Conduct Authority (FCA) Senior Manager & UK Leadership Team</th><th colspan="2">(c) UK MRT - Risk Manager (as designated by ANZ by reference to specific identification criteria)</th><th>(d) UK MRT - Others, France MRTs, Germany MRTs</th></tr>
<tr><td>Deferred amount</td><td colspan="6">(a) At least 60% for variable remuneration that:<br>(i) is equal to, or greater than, GBP 500,000; or<br>(ii) in the case of the UK regulated business, is awarded to a director of the firm; and<br>(b) at least 40% for variable remuneration that is not captured by (a).</td></tr>
<tr><td>Equity vs. cash</td><td colspan="6">The deferred and non-deferred portions will be paid at least 50% in equity with the remaining amount paid in cash.</td></tr>
<tr><td>Vesting period for deferred portion</td><td>Higher paid<br>7 years from award with no vesting until 3 years after award, vesting no faster than on a pro-rata basis thereafter.</td><td>Non-higher paid<br>5 years from award, vesting no faster than on a pro-rata basis.</td><td>5 years from award, vesting no faster than on a pro-rata basis.</td><td>Higher paid<br>5 years from award, vesting no faster than on a pro-rata basis.</td><td>Non-higher paid<br>4 years from award, vesting no faster than on a pro-rata basis.</td><td>4 years from award, vesting no faster than on a pro-rata basis.</td></tr>
<tr><td>Vesting period for non-deferred portion</td><td colspan="6">Vests immediately at grant.</td></tr>
<tr><td>Retention period</td><td colspan="6">Equity, both deferred and non-deferred portions, will be subject to a retention period of 12 months from the date of vesting.</td></tr>
<tr><td>Malus</td><td colspan="6">All unvested awards are subject to reduction, including to zero, using malus.</td></tr>
<tr><td>Clawback</td><td colspan="6">All vested awards will be subject to recovery using clawback</td></tr>
<tr><td>Clawback period</td><td colspan="6">Higher paid<br>7 years from award for all variable remuneration. Can be increased to <u>at least</u> 10 years where the firm or regulatory authority (including overseas) has started an investigation into facts or events that the firm considers could potentially lead to clawback were it not for the expiry of the clawback period.<br><br>Non-higher paid (regardless of Individual or Firm proportionality thresholds)<br>7 years from award for any deferred portion and 1 year from award for the non-deferred portion.</td></tr>
</table>

[5] An MRT is considered to be "higher paid" if: (a) their annual variable remuneration exceeds 33% of their total remuneration; or (b) their total remuneration exceeds GBP 500,000. The concept of "higher paid" is a UK-only concept and all non-UK MRTs will be considered to be "non-higher paid".

***Downward adjustment***

The Board can exercise its discretion to apply a number of downward adjustment options as part of consequence management (in accordance with applicable law and any terms and conditions provided). The Board may choose to exercise the following options or a combination of these at any time, but will always consider their use if any of the circumstances specified by Prudential Standard *CPS 511 Remuneration* occur.

The downward adjustment options specified in #1 to #3 below are applicable to all employees, while clawback (#4) in 2024 applies to select employees (including the ANZBGL Senior Managers, ANZBGL individual MRTs, Suncorp Bank Senior Managers, highly paid Suncorp Bank individual MRTs, all senior executives, and some senior employees in jurisdictions where clawback regulations apply):

1. **In year adjustment,** the most common type of downward adjustment, which reduces the amount of variable remuneration an employee may have otherwise been awarded for that year.
2. **Further deferral/freezing** delays the decision to pay/allocate variable remuneration, or further defers the vesting of deferred remuneration or freezes vested/unexercised shares and rights. This would typically only be considered where an investigation is pending/underway.
3. **Malus** is an adjustment to reduce the value of all or part of deferred remuneration before it has vested. Malus is used in cases of more serious performance or behaviour issues. Any and all variable remuneration awarded or granted to an employee is subject to ANZ's on-going and absolute discretion to apply malus and adjust variable remuneration downward (including to zero) at any time before the relevant variable remuneration vests.
4. **Clawback** is the recovery of variable remuneration that has already vested or been paid (up to two years from vesting / payment or a longer period as determined by Board discretion, policy or applicable law). This would typically only be considered if the other types of downward adjustment/other consequences are considered inadequate given the severity of the situation.

Before any scheduled vesting of deferred remuneration, the Board (for ANZBGL Senior Managers and other specified roles) and/or the Enterprise Accountability Group (EAG) (which operates under the delegated authority of the P&CC) for other employees, considers whether any further deferral/freezing, malus, or clawback should be applied.

For MRTs who are also France MRTs, Germany MRTs, or UK MRTs, where remuneration has vested (and during the retention period for France, Germany or UK MRTs) and:

- the employee participated in or was responsible for conduct which resulted in significant losses to the firm, or failed to meet appropriate standards of fitness or propriety (or both); or
- there is reasonable evidence of employee misbehaviour or material error; or
- the firm or the relevant business unit (or both) suffers a material failure of risk management;

the Board has the on-going and absolute discretion to recover and/or request repayment of vested variable remuneration in any circumstance that it determines is reasonable.

**Current and Future Risks**

ANZ has a Group-wide risk management framework which provides the methodology and tools required to deal with the full range of risks managed within ANZ, both at the Group level and individual business level, and provides the means to prepare for emerging risks.

Risk appetite is set using both qualitative and quantitative measures across the major risk classes including liquidity, market, capital adequacy, credit and non financial risk (including risks with operational, compliance, conduct or technology drivers) to ensure business objectives and performance are measured and monitored on a risk-adjusted basis and within appetite.

The ANZBGL Performance and Remuneration Policy ensures the design, monitoring, measurement and determination of remuneration outcomes occur with consideration against the risk management framework.

The design and operation of ANZ's variable remuneration plans are required to adhere to a set of policy principles and governance standards which require the approval of the Finance, Risk, and Talent and Culture functions.

In determining remuneration outcomes, risk measures are considered in multiple ways including:

- The Board considers performance against a number of factors to determine the ANZIP variable remuneration pool, including the Group Scorecard (which includes risk as a modifier), and economic profit (a risk-adjusted financial measure). This helps to ensure that the variable remuneration pool is shaped by risk considerations. The Chief Risk Officer, Chief Financial Officer and Group Executive Talent & Culture review and provide input to the Board/P&CC on the ANZIP variable remuneration pool.
- ANZBGL Senior Managers and ANZBGL individual MRTs have risk objectives or risk as a modifier in their individual performance scorecard. Behaviours also assessed, and risk / compliance standards (including the FAR). A risk adjusted view of performance is considered, including performance against any financial and non-financial elements relevant to each individual's role.
- The design of LTVR Restricted rights for the CEO, ExCo, and GGM IA ensures that LTVR provides material weight to non-financial measures (as required under APRA's Prudential Standard *CPS 511 Remuneration*), as well as supporting long-term alignment with shareholders. The Board has been very considered in working through the appropriate measures for Restricted rights. Having a risk-based focus reflects the intent of *CPS 511 Remuneration* in ensuring remuneration arrangements appropriately incentivise individuals to prudently manage risks.
- Determining accountability and applying consequences where appropriate. The Board can exercise its discretion to apply a number of downward adjustment options as part of consequence management (in accordance with applicable law and any terms and conditions provided), as outlined in the Downward adjustment section. The EAG is the primary governance mechanism for the operation of ANZ's Accountability and Consequence Framework, operating under the delegated authority of the P&CC. Considerations regarding accountability and consequences for ANZ's most senior executives are considered and determined by the P&CC and Board.

**Quantitative Disclosures for ANZBGL Senior Managers and Material Risk Takers**

The following quantitative disclosures are provided with reference to the ANZBGL Performance and Remuneration Policy and current practices, and include individuals who met the definitions of ANZBGL Senior Manager or MRT at any stage during the 2024 financial year.

**Table 1 (APS 330, Table 22 (h) and 22 (j)): Remuneration - fixed, variable and other remuneration (AUD)**

Table 1 provides a view of how remuneration is paid or communicated to individuals, and is consistent with the Variable Remuneration Awarded and Actual Remuneration Received tables in the 2024 Remuneration Report.

Specifically, fixed remuneration relates to amounts for/paid during the financial year and variable remuneration relates to the communicated cash and equity values for the financial year.

This approach has been chosen over the Statutory Remuneration Disclosure approach (i.e. the inclusion of cash variable remuneration for the financial year and also the accounting expense of prior year variable remuneration share-based payments in the financial year) as it provides greater transparency to the valuecommunicated to individuals for the financial year.

All ANZBGL Senior Manager and MRT deferred remuneration is deferred into equity except for MRTs who are also France MRTs or UK MRTs, who receive deferred remuneration 50% in cash and 50% in equity.

No guaranteed bonuses, sign-on awards[6] or termination/severance payments[7] have been paid/granted in the financial year to ANZBGL Senior Managers or MRTs.

| | **Financial Year 2024** | |
|---|---|---|
| | Senior Management | MRTs |
| Number of people | 12 | 44 |
| **Fixed remuneration** (cash – non-deferred) AUD '000 | 13,828 | 25,974 |
| **Variable remuneration** | | |
| Number of people | 12 | 44 |
| Cash (non-deferred) AUD '000 | 4,102 | 16,592 |
| Cash (deferred) AUD '000 | - | 457 |
| Shares and share-linked instruments (non-deferred) AUD '000 | - | 687 |
| Shares and share-linked instruments (deferred) AUD '000 | 21,684 | 11,309 |

| | **Financial Year 2023** | |
|---|---|---|
| | Senior Management | MRTs |
| Number of people | 12 | 42 |
| **Fixed remuneration** (cash – non-deferred) AUD '000 | 13,159 | 26,855 |
| **Variable remuneration** | | |
| Number of people | 12 | 41 |
| Cash (non-deferred) AUD '000 | 5,451 | 15,510 |
| Cash (deferred) AUD '000 | - | 627 |
| Shares and share-linked instruments (non-deferred) AUD '000 | - | 698 |
| Shares and share-linked instruments (deferred) AUD '000 | 21,712 | 22,848 |

[6] Compensation for bonus forgone or equity forfeited from the previous employer are not classified as sign-on awards.
[7] Non-contractual items.

**Table 2 (APS 330, Table 22 (i) and 22 (k)): Deferred remuneration exposed to implicit and explicit adjustments (AUD)**

Values have been calculated using a 1-day volume weighted average price (VWAP) of ANZ shares on vesting date (paid out)/30 September 2024 (outstanding), multiplied by the number of shares/rights (face value). Reductions are determined comparing these values to the allocation value at grant. All outstanding deferred remuneration is exposed to ex post explicit and implicit adjustments.

Explicit adjustments reflect lapses, due to performance conditions not being met and/or due to cessation of employment. Implicit adjustments reflect share price reductions in the value of equity from grant.

All ANZBGL Senior Managers and MRT deferred remuneration was deferred into equity, except for 4 UK-based employees in 2024 and 2023, who receive their variable remuneration half in equity and half in cash in accordance with UK regulatory requirements.

| | Financial Year 2024 | |
|---|---|---|
| | Senior Management | MRTs |
| **Deferred remuneration paid out** | | |
| Vested cash AUD '000 | - | 989 |
| Vested shares and share-linked instruments AUD '000 | 5,833 | 20,369 |
| **Outstanding deferred remuneration** | | |
| Unvested cash $'000 | - | 615 |
| Unvested shares and share-linked instruments AUD '000 | 75,079 | 51,521 |
| **Deferred remuneration reductions** | | |
| Total reductions due to ex post explicit adjustments AUD '000 | (9,286) | - |
| Total reductions due to ex post implicit adjustments AUD '000 | (5,600) | (5,358) |

| | Financial Year 2023 | |
|---|---|---|
| | Senior Management | MRTs |
| **Deferred remuneration paid out** | | |
| Vested cash AUD '000 | - | 653 |
| Vested shares and share-linked instruments AUD '000 | 6,942 | 18,480 |
| **Outstanding deferred remuneration** | | |
| Unvested cash $'000 | - | 925 |
| Unvested shares and share-linked instruments AUD '000 | 56,732 | 42,543 |
| **Deferred remuneration reductions** | | |
| Total reductions due to ex post explicit adjustments AUD '000 | (4,025) | - |
| Total reductions due to ex post implicit adjustments AUD '000 | (563) | (794) |

**Quantitative Disclosures for ANZ HK branch**

The following quantitative disclosures are provided with reference to the ANZBGL Performance and Remuneration Policy and current practices, and include individuals who met the definition of Senior Management and Key Personnel for ANZ HK branch at any stage during the financial year.

**Table 3 (HKMA CG-5): Remuneration - fixed, variable and other remuneration (HKD)**

Table 3 provides a view of how remuneration is paid or communicated to individuals:

- Fixed remuneration relates to amounts for/paid during the financial year.
- Variable remuneration relates to the communicated cash and equity values (fair value) for the financialyear.

No guaranteed bonuses, sign-on awards[8] or termination/severance payments[9] have been paid/granted/awarded in the financial years 2024 and 2023 to Senior Management and Key Personnel for the ANZ HK branch, except for two individuals in 2024 who received severance payments in accordance with entitlements under local policy. These severance payments have not been disclosed below to ensure confidentiality.

| | Financial Year 2024 |
|---|---|
| | HK Senior Management and Key Personnel |
| Number of people | 16 |
| **Fixed remuneration** (cash – non-deferred) HKD '000 | 38,525 |
| **Variable remuneration** | |
| Number of people | 13 |
| Cash (non-deferred) HKD '000 | 8,867 |
| Cash (deferred) HKD '000 | - |
| Shares and share-linked instruments (deferred) HKD '000 | 9,093 |
| Total variable remuneration HKD '000 | 17,960 |
| **Total Remuneration** HKD '000 | 56,485 |

| | Financial Year 2023 |
|---|---|
| | HK Senior Management and Key Personnel |
| Number of people | 14 |
| **Fixed remuneration** (cash – non-deferred) HKD '000 | 37,255 |
| **Variable remuneration** | |
| Number of people | 14 |
| Cash (non-deferred) HKD '000 | 8,470 |
| Cash (deferred) HKD '000 | - |
| Shares and share-linked instruments (deferred) HKD '000 | 11,363 |
| Total variable remuneration HKD '000 | 19,833 |
| **Total Remuneration** HKD '000 | 57,088 |

[8] Compensation for bonus forgone or equity forfeited from the previous employer are not classified as sign-on awards.
[9] Non-contractual items.

**Table 4 (HKMA CG-5): Deferred remuneration (HKD)**

Values have been calculated using a 1-day volume weighted average price (VWAP) of ANZ shares on vesting date (paid out)/30 September 2024 (outstanding), multiplied by the number of shares/rights (face value). Reductions are determined comparing these values to the allocation value at grant.

Performance adjustments reflect lapses, due to performance conditions not being met and/or due to cessation of employment.

| | Financial Year 2024<br>HK Senior Management and Key Personnel |
|---|---|
| **Deferred remuneration** | |
| Unvested outstanding deferred remuneration (Cash) HKD ’000 | - |
| Unvested outstanding deferred remuneration (Shares and share-linked instruments) HKD ’000 | 40,949 |
| Vested outstanding deferred remuneration (Shares and share-linked instruments) HKD ’000 | - |
| Awarded deferred remuneration HKD ’000 | 22,995 |
| Paid out/vested deferred remuneration HKD ’000 | 12,171 |
| **Remuneration reductions** | |
| Deferred remuneration reduced through performance adjustments HKD ’000 | - |
| Total reductions due to ex post explicit adjustments HKD ’000 | - |
| Total reductions due to ex post implicit adjustments HKD ’000 | (1,165) |
| Total outstanding deferred remuneration exposed to ex post explicit and/or implicit adjustments HKD ’000 | 40,949 |
| Total outstanding retained remuneration exposed to ex post explicit and/or implicit adjustments HKD ’000 | - |

| | Financial Year 2023<br>HK Senior Management and Key Personnel |
|---|---|
| **Deferred remuneration** | |
| Unvested outstanding deferred remuneration (Cash) HKD ’000 | - |
| Unvested outstanding deferred remuneration (Shares and share-linked instruments) HKD ’000 | 17,177 |
| Vested outstanding deferred remuneration (Shares and share-linked instruments) HKD ’000 | - |
| Awarded deferred remuneration HKD ’000 | 7,768 |
| Paid out/vested deferred remuneration HKD ’000 | 6,242 |
| **Remuneration reductions** | |
| Deferred remuneration reduced through performance adjustments ’000 | - |
| Total reductions due to ex post explicit adjustments HKD ’000 | - |
| Total reductions due to ex post implicit adjustments HKD’000 | (56) |
| Total outstanding deferred remuneration exposed to ex post explicit and/or implicit adjustments HKD ’000 | 17,177 |
| Total outstanding retained remuneration exposed to ex post explicit and/or implicit adjustments HKD ’000 | - |