9 November 2026

Market Announcements Office
ASX Limited
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SYDNEY NSW 2000

ANZ 2026 Corporate Governance Statement

ANZ Group Holdings Limited (ANZ) today released its 2026 Corporate Governance Statement.

It has been approved for distribution by ANZ's Board of Directors.

Yours faithfully

Simon Pordage
Company Secretary
ANZ Group Holdings Limited

2026 Corporate Governance Statement

ANZ Group Holdings Limited (ANZ) ABN 16 659 510 791

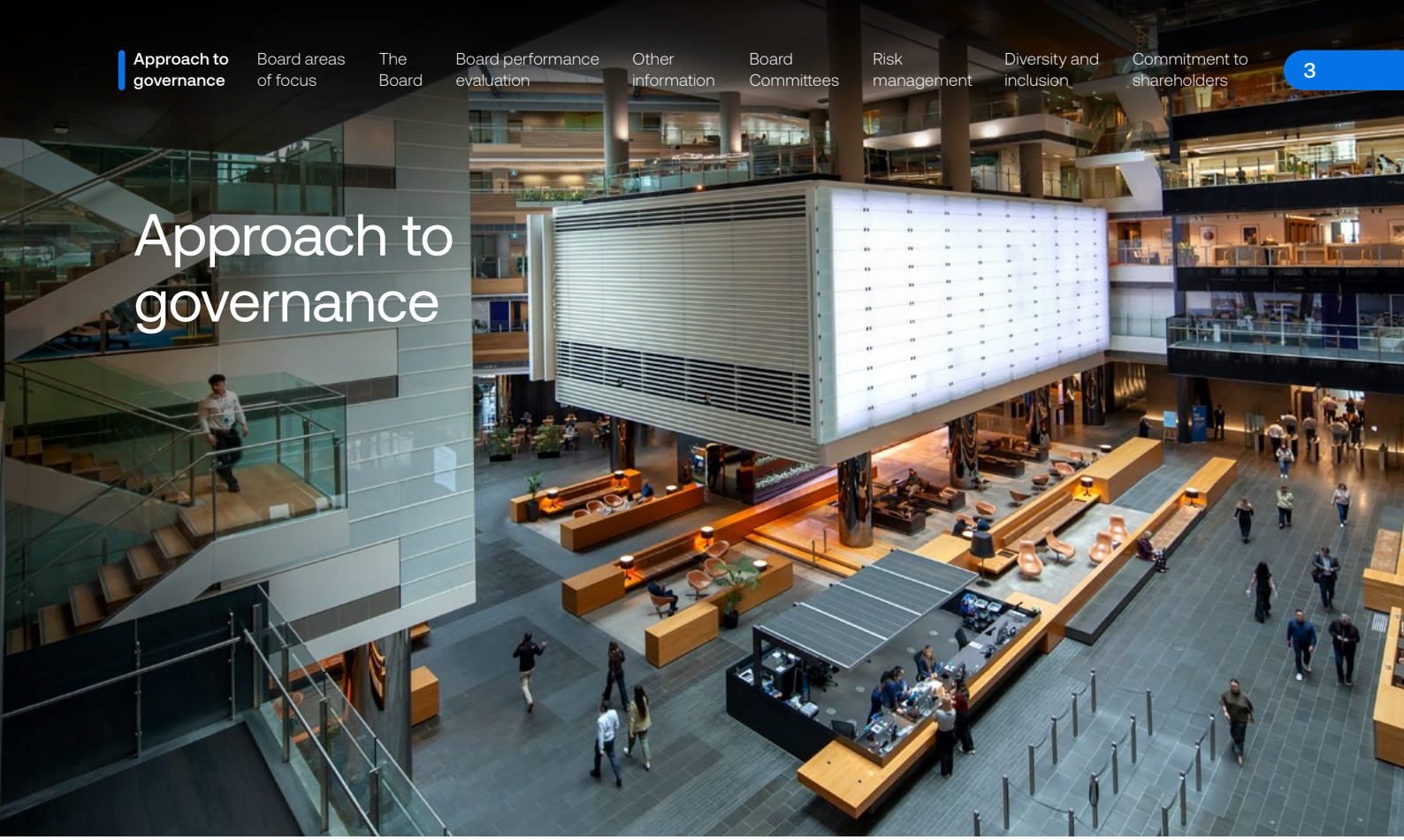
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Approach to governance

ANZ Group Holdings Limited's (ANZGHL) governance approach is designed to promote effective and responsible decision-making. The approach is important for ANZ to achieve its strategic objectives, deliver on its purpose and operate in accordance with its values.

ANZGHL Corporate Governance

Shareholders

Board of Directors

- Audit Committee
- Risk Committee
- Digital Business & Technology Committee
- Nomination & Board Operations Committee
- People & Culture Committee

Board Delegation to Management Policy

Group Chief Executive Officer

Group Executive Committee

The ANZGHL board (Board), with the support of its Board Committees, is principally responsible for oversight of ANZ's governance approach.

This Corporate Governance Statement (the Statement) provides detail around the key aspects of ANZ's governance practices in line with the ASX Corporate Governance Principles, which ANZ has been in compliance with throughout the year.

ANZ corporate structure

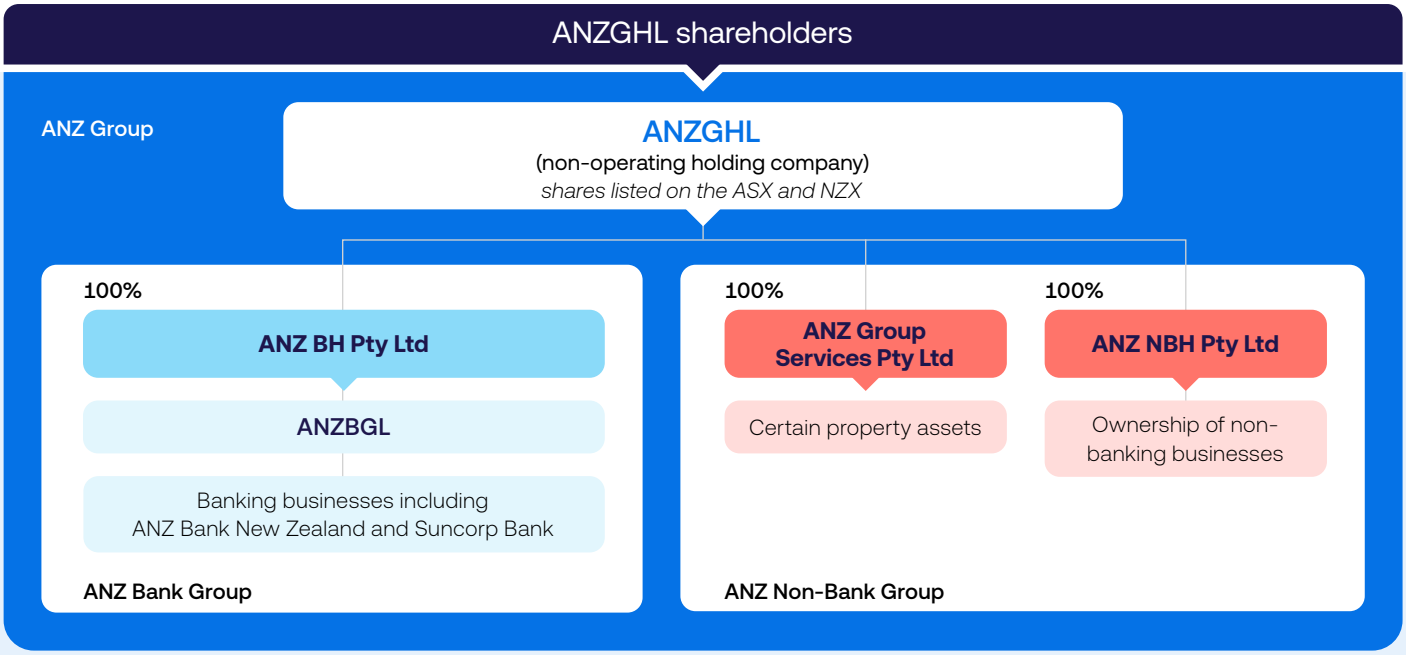
Following shareholder approval at the end of 2022, ANZ has operated under a non-operating holding company (NOHC) structure. Under this structure, ANZGHL is the listed parent entity and a NOHC, while ANZ's banking and certain non-banking businesses and interests are held separately underneath the NOHC in two separate groups. This provides transparency and clarity for employees, customers, regulators and investors.

This structure positions ANZ to have more strategic and operational flexibility and can enable ANZ to be more innovative and responsive to changes in the financial services industry.

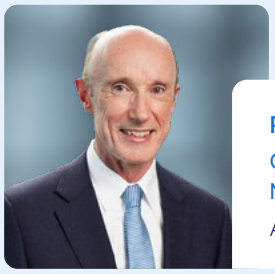
To support governance of ANZGHL and its subsidiaries (the Group), ANZ appointed additional Non-Executive Directors to the boards of its banking entities, ANZ BH Pty Ltd (the intermediate holding company), and ANZBGL (the authorised deposit-taking institution). This provides dedicated oversight of banking operations and supports compliance with regulatory requirements.

Graham Hodges joined the boards of ANZ BH Pty Ltd and ANZBGL in 2023 and retired in February 2026. John Cincotta was appointed in 2024 and remains a Director of ANZBGL and ANZ BH Pty Ltd only. The Board of ANZGHL is otherwise identical to that of ANZBGL. To ensure efficiency and clarity of focus, meetings of the Boards of ANZBGL and ANZ BH Pty Ltd are run concurrently with those of ANZGHL.

ANZBGL, as an entity regulated by the Australian Prudential Regulation Authority (APRA) in its own right, has its own Board Audit and Board Risk Committees. Membership of those Board Committees mirror ANZGHL's corresponding Board Committees, except for John Cincotta, who is a member of ANZBGL's Audit and Risk Committees only. The Board Committees of ANZBGL and ANZGHL also meet concurrently. Given the vast majority of ANZ business is the Banking Group, this is the most efficient arrangement of governance and oversight.



Board of Directors



Paul O'Sullivan
Chairman, Independent Non-Executive Director
ANZGHL and ANZBGL



Nuno Matos
Group Chief Executive Officer and Executive Director
ANZGHL and ANZBGL



John Cincotta
Independent Non-Executive Director
ANZBGL



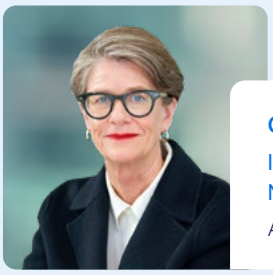
Alison Gerry
Independent Non-Executive Director
ANZGHL and ANZBGL



Richard Gibb
Independent Non-Executive Director
ANZGHL and ANZBGL



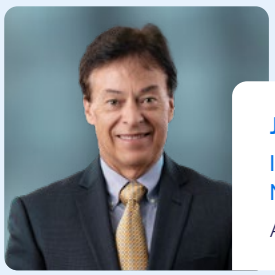
Holly Kramer
Independent Non-Executive Director
ANZGHL and ANZBGL



Christine O'Reilly
Independent Non-Executive Director
ANZGHL and ANZBGL



Rachel Slade
Independent Non-Executive Director
ANZGHL and ANZBGL



Jeff Smith
Independent Non-Executive Director
ANZGHL and ANZBGL



Scott St John
Chairman, Independent Non-Executive Director
ANZGHL and ANZBGL

Full biography details available at **anz.com/directors**

Board overview

Board composition

- ANZGHL's Board comprises eight independent Non-Executive Directors (including an independent Chair, Paul O'Sullivan) and one Executive Director – ANZ's Group Chief Executive Officer (Group CEO), Nuno Matos.
- Currently, four of ANZGHL's Directors are female and five are male.
- Rachel Slade joined the Board on 13 July 2026 as a Non-Executive Director. Rachel will stand for election as a Director at ANZ's AGM on 17 December 2026.
- The names and biographical details of each Director, including their main associations outside ANZ, are available at **anz.com/directors** and in ANZ's 2026 Annual Report available at **anz.com/annualreport**.

Board Committees

Under ANZGHL's Constitution, the Board may delegate any of its powers to Committees of the Board. ANZGHL has five principal Board Committees:

- Audit Committee (chaired by Christine O'Reilly).
- Risk Committee (chaired by Richard Gibb).
- People & Culture Committee (chaired by Holly Kramer).
- Digital Business & Technology Committee (chaired by Jeff Smith).
- Nomination & Board Operations (NBO) Committee (chaired by Paul O'Sullivan).

Each Committee has its own Charter setting out its roles and responsibilities.

Board areas of focus

The role of the Board of ANZGHL is to promote the long-term interests of ANZ, fulfil its purpose and win the preference of customers, shareholders and the community. The Board's specific responsibilities are set out in its Charter (available at **anz.com/corporategovernance**). In carrying out its role and responsibilities, the Board:

- considers its responsibilities to a broad range of stakeholders including shareholders, customers, staff and the communities in which ANZ operates
- acts in a manner that promotes fair outcomes for its customers
- will constructively challenge management where appropriate and seek additional information where necessary to support informed decision-making and the prudent management of ANZ
- considers specific obligations as prescribed by regulation, including by the APRA's prudential standards.

In carrying out their roles, the Board and its Committees engage in key strategic, governance and oversight activities each year, covering both emerging matters and business as usual. The topics below provide insight into some of the key matters considered by the Board and its Committees during 2026.

Risk

The Board maintained a strong focus on risk management, regulatory matters and the uplift of ANZ's non-financial risk management practices.

- Approved ANZ's Root Cause Remediation Plan (RCRP), a key commitment under the APRA Court Enforceable Undertaking entered into in 2025.
- Oversaw delivery of the PACT (People, Accountability, Customers and Trust) program, including progress against key milestones, individual workstreams and independent review findings.
- Received regular updates from Promontory, including private sessions to support independent oversight and challenge.
- Monitored geopolitical developments, emerging risks and regulatory matters affecting ANZ and its operating environment.

Strategy, finance and reporting

The Board oversaw delivery of ANZ's strategy and monitored major transformation initiatives, performance and reporting obligations.

- Oversaw implementation of the ANZ 2030 strategy, including the organisation's cultural reset, refreshed values and Code of Conduct.
- Monitored integration of Suncorp Bank, including customer migration, operational readiness, workforce transition and regulatory engagement.
- Reviewed progress on the single customer front-end program, bringing individual and small business customers onto a single ANZ digital platform and brand.
- Oversaw workforce simplification initiatives, implementation of ANZ's artificial intelligence (AI) strategy and readiness for mandatory climate reporting in Australia.

Succession

The Board maintained a focus on leadership capability, organisational continuity and Board renewal.

- Reviewed succession plans for Group Executive Committee (ExCo) members and other critical leadership roles.
- Oversaw a number of senior leadership appointments during the year.
- Considered future leadership needs and organisational capability requirements.
- Continued Board renewal and succession planning.

The Board

Members of the Board

The name of each ANZGHL Director, together with their appointment information, is set out below.

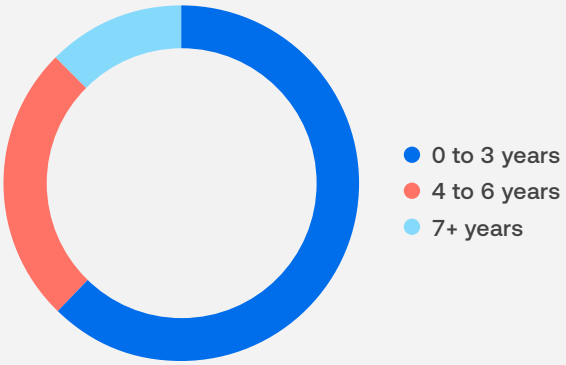
The roles of the Chairman and Group CEO are separate. Paul O'Sullivan has been Chairman since 28 October 2020. Paul was appointed as an Independent Non-Executive Director in November 2019. Nuno Matos has been Group CEO since 12 May 2025. As Group CEO, Nuno is not required to seek re-election by shareholders every three years, in accordance with ASX Listing Rules.

Role of the Board and management

The Board is responsible for the oversight of ANZ and its sound and prudent management, with specific duties as set out in its Charter.

At management level, ExCo comprises ANZ's most senior executives. The name of each ExCo member is available at **anz.com/exco** and is also disclosed in ANZ's 2026 Annual Report available at **anz.com/annualreport**. ANZ has a CEO Delegation of Authority policy which outlines those matters delegated to the Group CEO and other members of senior management.

ANZGHL Director tenure

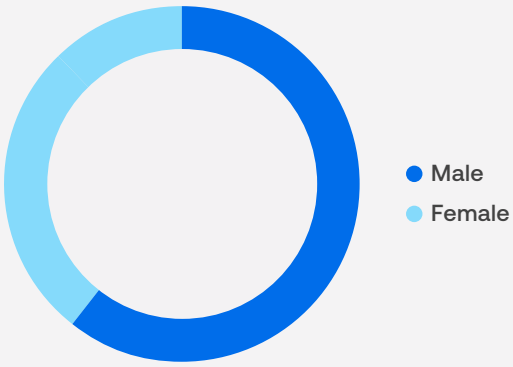


The Charters of the Board and each principal Committee are available at **anz.com/corporategovernance**

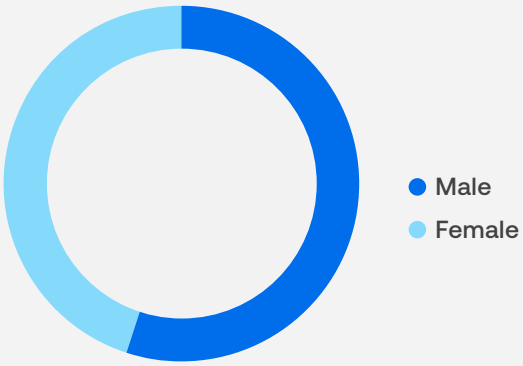
Directors	Appointed to the Board of the listed head entity[1]	Last election/re-election date
Paul O'Sullivan (Chair of Board and NBO Committee)	2019	2025
Nuno Matos (Group CEO)	2025	N/A
Alison Gerry	2025	2025
Richard Gibb (Chair of Risk Committee)	2024	2024
Holly Kramer (Chair of People & Culture Committee)	2023	2023 – will stand for re-election at 2026 AGM
Christine O'Reilly (Chair of Audit Committee)	2021	2024
Rachel Slade	2026	Will stand for election at 2026 AGM
Jeff Smith (Chair of Digital Business & Technology Committee)	2022	2025
Scott St John	2024	2024

[1] Paul O'Sullivan, Christine O'Reilly and Jeff Smith each became a Director of ANZGHL on 20 December 2022 - the remaining Directors joined the Board after this date.

Committee Chair gender composition



ANZGHL Board gender composition



Directors' attendance at Board and Board Committee meetings

The number of Board and Board Committee meetings held during the year and each Director's attendance at those meetings are set out below[1]:

	Board		Risk Committee		Audit Committee		People & Culture Committee		Digital Business & Technology Committee		Special Committee of the Board		Nomination & Board Operations Committee[2]		Shares Committee[3]	
	A	B	A	B	A	B	A	B	A	B	A	B	A	B	A	B
Paul O'Sullivan	12	12	7	7	7	7	6	6	5	5	3	3	1	1	2	2
Alison Gerry	12	12			7	7	6	6	5	5	2	2	1	1		
Richard Gibb	12	12	7	7	7	7			5	5	3	3	1	1		
Holly Kramer	12	12	7	7			6	6			2	2	1	1	1	1
Nuno Matos	12	11									3	3			1	1
Christine O'Reilly	12	11	7	7	7	7	6	6			2	2	1	1		
Rachel Slade[4]	3	3									1	1				
Jeff Smith	12	12	7	5			6	6	5	4	2	2	1	1		
Scott St John	12	12	7	7	7	7					3	3	1	1		

Column A Indicates the number of meetings the Director was eligible to attend as a member. **Column B** Indicates the number of meetings attended. With respect to Committee meetings, the table above records attendance of Committee members.

[1] Directors also participated in numerous ad hoc briefings and other meetings throughout the year on various topics.

[2] The Nomination & Board Operations Committee also met on 1 October 2026, which is not included in the above table.

[3] The meetings of the Shares Committee as referred to in the table above include those conducted by written resolution.

[4] Rachel Slade commenced as a Non-Executive Director on 13 July 2026.

Group CEO and delegation to management

The Board appoints the Group CEO and certain members of the senior management team at ANZ, as set out in its Charter. The Board delegates to the Group CEO, and through the Group CEO to senior management, via the Board Delegation to Management Policy and the CEO Delegation of Authority Policy, the authority and responsibility to make decisions with the aim of achieving the approved strategies and financial objectives of ANZ.

Board composition, selection and appointment

The Board is committed to a continuing process of board renewal (including succession planning) to maintain energised, proactive and effective ANZ boards. The NBO Committee assists the Board with all matters to do with reviewing Board composition.

The NBO Committee and/or Board reviews the composition of the Board regularly. In assessing potential candidates and in undertaking reviews of the size and composition of the Board, the NBO Committee and/or Board takes into account the guiding principle that the Board's composition should reflect an appropriate mix having regard to such matters as:

- ensuring the requisite skills on the Board are commensurate with ANZ's operations as they evolve, considering factors such as business growth, regulatory considerations and market developments;
- skills, experience and tenure including across the key areas identified in the ANZ Board Skills Matrix where it applies;
- diversity, including gender composition as detailed on page 24;
- a candidate's personal qualities, communication capabilities, ability to effectively challenge management, professional reputation and commitment to ethical behaviour;
- a membership that will operate as a team, focused on the long-term success of ANZ and comprising different personalities and viewpoints, who will respectfully challenge management and each other, participate in robust debate and work with peers to arrive at new solutions;
- relevant guidelines/regulatory requirements in relation to board composition, including where relevant, director independence;
- board membership requirements as articulated in the Board Charter; and
- other considerations including ANZ's strategic goals.

ANZ also considers other broader dimensions of diversity, including matters such as age and cultural identity (for example, ethnicity and country of origin).

The NBO Committee has been delegated responsibility to review and make recommendations to the Board regarding board size and composition, and to identify individuals believed to be qualified to become Board members and recommend such candidates to the Board.

The Committee also reviews and recommends the succession planning for, and the process for appointing, the Chairman of the Board, as required.

Detailed information on ANZ's nomination process can be found in the Board Renewal Policy, available at **anz.com/corporategovernance**



Board skills

During 2026, ANZ's Non-Executive Directors undertook an externally facilitated assessment of their capability and experience across 66 skills within 12 categories, aligned to better-practice governance principles and ANZ's strategic priorities.

The assessment concluded that the Board has the skills, capabilities and experience it needs to discharge its role and responsibilities. The Board's industry expertise was further strengthened through Board renewal, including the appointment of former banking executive Rachel Slade following the self-assessment.

Maintaining an appropriate level of contemporary industry, technology and governance expertise remains a focus through Board composition and ongoing director education.

Board skills matrix

Skills and experience		Number of directors[1]
Leadership	Senior executive and director experience leading comparable organisations through significant change, including overseeing CEO appointment, performance and development.	●●●●●●●●
Strategy and commercial acumen	Experience testing strategy and turning it into plans and capital-allocation decisions, including holding management to account for delivery, and an understanding of customer needs and commercial drivers.	●●●●●●●●
Industry experience	Senior executive experience across banking and financial services in Australia, New Zealand and other markets, with insight into customers, competitors and the future of the sector.	●●●●●●●●
Technology and digital	Experience overseeing technology, data, security and digital transformation, including material cyber incidents, with an understanding of emerging trends and related risks.	●●●●●●●●
People and culture	Experience shaping and monitoring culture, and overseeing executive remuneration, performance, talent, succession and workforce risks.	●●●●●●●●
Governance	Non-Executive Director experience in comparable organisations, including chairing boards or governance committees, with a strong understanding of listed company governance expectations.	●●●●●●●●
Risk management	Experience setting risk appetite and overseeing financial and non-financial risks, internal audit and board risk committees in comparable organisations.	●●●●●●●●
Compliance	Experience overseeing prudential compliance and compliance frameworks in comparable organisations, including chairing a board compliance committee.	●●●●●●●●
Regulatory and government policy	Experience engaging with regulators, Ministers and government departments on complex and sensitive issues, with an understanding of the public policy affecting banking and financial services.	●●●●●●●●
Financial acumen	Experience analysing and challenging financial statements, forecasts and business cases, and overseeing external audit, including as an audit committee chair.	●●●●●●●●
Sustainability and climate change	Understanding of community expectations, climate risk and evolving disclosure requirements, with experience embedding sustainability and ESG into decision-making.	●●●●●●●●
International business	Director or executive experience in comparable organisations with international operations, including living and working outside Australia and New Zealand.	●●●●●●●●

[1] Includes results for all ANZGHL and ANZBGL Non-Executive Directors, excluding Rachel Slade who joined after the assessment was conducted.

● Limited ● Capable ● Advanced/Expert

Board education and training

ANZ Directors take part in a range of education activities to support their duties and responsibilities as the Board looks to stay abreast of the evolving business landscape to ensure it is best placed to support the Group.

1. Formal induction

On appointment, Directors meet with key executives across the Group to gain an understanding of the business and its functions, as well as key priorities and programs.

2. Ongoing training

Directors participate in regular training activities relevant to their roles and responsibilities including new and refresher courses on Financial Accountability Regime (FAR) responsibilities, whistleblowing obligations, market risk management and capital management. In 2026, the Board also participated in a resolution planning simulation involving various regulators.

3. Committee-specific matters

Board Committees also conduct their own continuing education sessions where appropriate. For example, the Audit Committee receives briefings on developments in accounting standards, as appropriate, the Digital Business & Technology Committee receives regular reports on the changing cyber security landscape, and the Risk Committee examines a customer-related event at each meeting.

4. Strategic-priority related matters

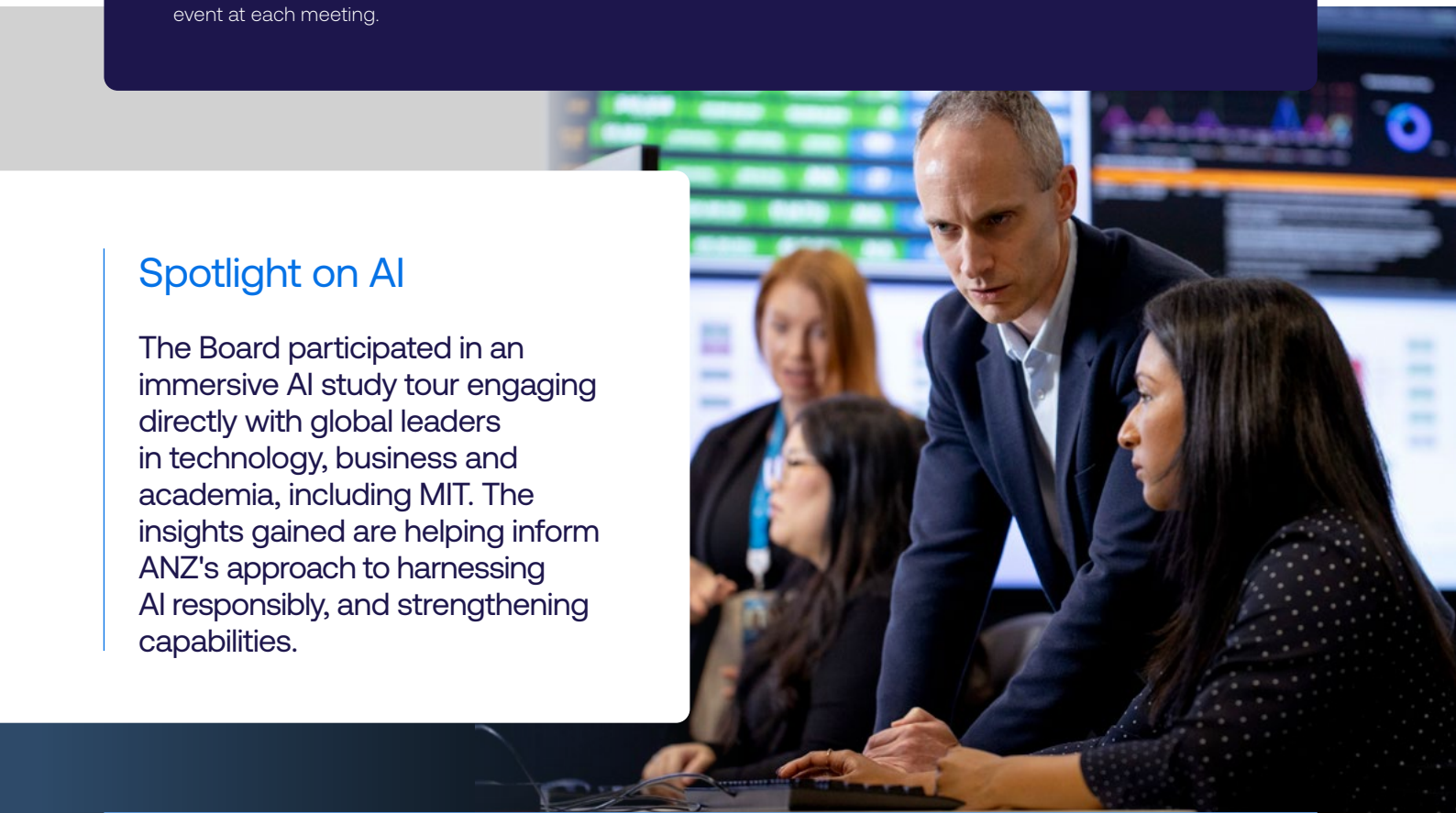
Directors also participate in formal training sessions with internal and external experts on matters relating to ANZ's strategic priorities.

During 2026 this included:

- customer-migration education with advisors and senior staff from overseas organisations with large-scale customer-migration experience
- NFR training, including in relation to NFR frameworks and design, business and technology architecture and the application of end-to-end value chains
- education sessions on AI from world-leading experts, including a full-day externally facilitated immersive session, and meetings with senior individuals from other organisations advanced in their use of AI
- meetings with senior individuals from other organisations that have undergone large-scale cultural and operational change.

Spotlight on AI

The Board participated in an immersive AI study tour engaging directly with global leaders in technology, business and academia, including MIT. The insights gained are helping inform ANZ's approach to harnessing AI responsibly, and strengthening capabilities.



Director independence

ANZGHL's Board Charter requires that the Board has a majority of Non-Executive Directors who satisfy ANZ's criteria for independence. Those criteria are set out in the Board Renewal Policy and are reviewed by the NBO Committee against the ASX Governance Principles, APRA's Prudential Standards and the other relevant requirements.

ANZ's test for independence is whether a Director has a material relationship with ANZ. In summary, a relationship with ANZ is regarded as material if a reasonable person in the position of a Non-Executive Director of ANZGHL would expect there to be a real and sensible possibility that it would influence, or be perceived to influence, a Director's mind in:

- making decisions on matters likely to come regularly before the Board or its Committees;
- objectively assessing information and advice given by management;
- setting policy for general application across ANZ; and
- generally carrying out the performance of their role as a Director.

Directors may have a personal commercial relationship with, or are on the boards of companies and other organisations that have a commercial relationship with ANZ. Material outside interests held by Directors are set out in their biographies in ANZ's 2026 Annual Report available at **anz.com/annualreport**, and arrangements are in place to seek to ensure that there are no independence issues arising from those relationships.



Further details of the criteria are available at **anz.com/corporategovernance**

Conflicts of interest and outside commitments

Over and above the issue of independence, each Director has a continuing responsibility to determine whether they have a potential, or actual, conflict of interest in relation to any material matter which relates to the affairs of ANZ. Such a situation may arise from external associations, interests or personal relationships.

ANZBGL is a subsidiary of ANZGHL. The ANZGHL Board is ultimately responsible for the sound and prudent management of ANZBGL, with due consideration for the interests of deposit holders. Where potential conflicts arise, there are a number of measures available to Directors of the Board to deal with such conflicts.

Management will also assist by giving Directors sufficient information to manage conflicts appropriately. Each Director has the ability to obtain independent advice or consult with independent experts where that Director considers it necessary to carry out their duties and responsibilities.

All Non-Executive Directors are asked to notify the Chairman before accepting any new outside appointment. The Chairman reviews the proposed new appointment and considers the issue on an individual basis.

The process the Chairman follows in carrying out this review, and the factors considered, are set out in the Directors Disclosure of Interest, Handling Conflicts of Interest and Outside Commitments Procedure, available at **anz.com/corporategovernance**.

If the Chairman proposes to accept a new outside appointment, the longest serving Non-Executive Director substitutes for the Chairman for the purpose of the review and approval process set out above. ANZ is comfortable with each of the outside commitments of the Non-Executive Directors.

Board performance evaluation

ANZ conducts performance evaluations of each Non-Executive Director, the Chairman of the Board, the Board and the Board Committees. Upon recommendation from the Board Chairman, the NBO Committee will annually determine the process to be followed in performing the assessment of Non-Executive Directors, Board and Board Committees, taking account of regulatory requirements in this area.

It is envisaged that at generally three-year intervals (or more frequently as the Committee determines), the assessments will be conducted utilising the assistance of an independent third party, to be determined by the Committee, and in the intervening period, the assessments will be conducted internally, using a process to be agreed by the Committee.

Details of the evaluation processes are summarised below and set out in more detail in ANZ's Board Renewal Policy, which is available at **anz.com/corporategovernance**

2026 evaluation process

This year, the evaluation of the performance of the Board, its Committees and individual Directors is being undertaken with the assistance of an independent third party (this is separate to the skills assessment undertaken in 2026 outlined on page 10). This is in the process of being carried out with results to be discussed at either Board or NBO Committee.

Senior executives

The Remuneration Report in ANZ's 2026 Annual Report available at **anz.com/annualreport** sets out the performance structure, process and key inputs for how the Board assesses the performance of the Group CEO and other Disclosed Executives[1].

Performance assessments for the Group CEO and Disclosed Executives have been undertaken in respect of the 2026 financial year in accordance with the disclosed approach.



[1] Key Management Personnel are Directors of the Group (or entity) whether executive directors or otherwise, and those personnel with a key responsibility for the strategic direction and management of the Group (or entity), i.e. members of ExCo who have FAR Accountability and who report to the Group CEO, referred to as Disclosed Executives.

Other information

Fit and proper person checks

ANZ has processes that ensure individuals appointed to relevant senior positions have the appropriate fitness and propriety for those key positions of responsibility in accordance with APRA Prudential Standard CPS 520, and suitability under the FAR Act, where those senior positions are Accountable Persons under FAR.

The policy requires assessments to be carried out before a new appointment is made for any of the following positions:

- ANZ's Non-Executive Directors – assessed by either the NBO Committee or the Board;
- the Group CEO and key senior executives – assessed by the People & Culture Committee; and
- the APRA engagement partner of ANZ's External Auditor – assessed by the Audit Committee.

The assessment includes:

- each individual providing attestations;
- the reviewer obtaining evidence of the individual's material qualifications; and
- the reviewer checking the individual's past – for example, for any criminal record, bankruptcy history and regulatory disqualifications.

This year, annual Fit and Proper assessments were carried out for each Non-Executive Director, the Group CEO, Disclosed Executives and other non-administrative direct reports of the Group CEO, and the APRA engagement partner of ANZ's External Auditor.

Appointment documentation

Each new Non-Executive Director receives a letter regarding their appointment together with information applicable to their role. Formal employment agreements are provided to senior executives setting out the terms and conditions of their appointment.

Induction for directors

ANZ arranges an induction program for every new Director. They receive information about all aspects of the Group's operation and attend briefings with key members of senior management. This is followed by additional meetings or information that may be requested by the new Director.

Directors' right to independent advice

To help Directors fulfil their responsibilities, each Director has the right (with the prior approval of the Chairman) to seek independent professional advice, at ANZ's expense, about their responsibilities. In addition, the Board and each principal Committee may, at ANZ's expense, and with the approval of the Chairman, obtain whatever professional advice it requires to assist in its work.

Non-Executive Director and senior executive remuneration

Information about the remuneration structures pertaining to Non-Executive Directors, the Group CEO and other Disclosed Executives is set out in the Remuneration Report in ANZ's 2026 Annual Report available at **anz.com/annualreport**.

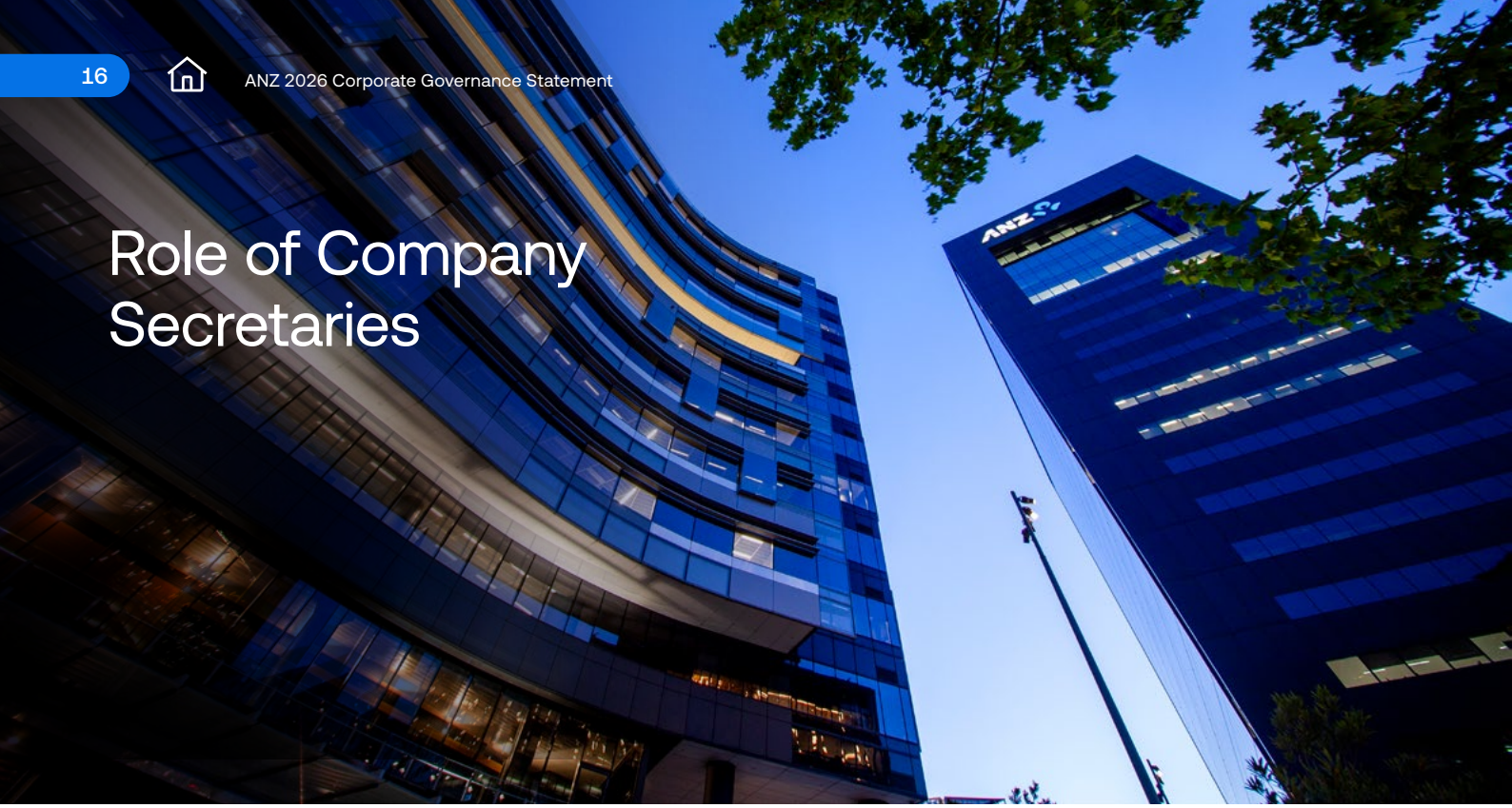
Election at next AGM

In accordance with ANZGHL's Constitution and the *Corporations Act 2001* (Cth), the Board may appoint a Non-Executive Director of ANZGHL at any time but that person must retire at the next AGM. If they wish to continue as a Director, they must seek election by shareholders at that AGM.

Director tenure and retirement

ANZGHL's Constitution requires a Non-Executive Director who wishes to continue in their role to seek re-election by shareholders every three years, consistent with the ASX Listing Rules.

In addition, ANZ requires Non-Executive Directors to retire in accordance with applicable maximum term requirements (three terms of three years following initial election by shareholders) unless invited by the Board to extend their tenure due to special circumstances.



Role of Company Secretaries

The Board is responsible for appointing ANZGHL's Company Secretaries. The Board has appointed two Company Secretaries. Profiles of ANZGHL's Company Secretaries can be found in the Directors' Report in ANZ's 2026 Annual Report available at anz.com/annualreport.



Ken Adams
Group General Counsel

Qualifications

BA, LLB, LLM

Ken Adams is responsible for the provision of legal services to ANZ globally. He works closely with the Chairman, Directors and senior management and is responsible to the Board for the Corporate Governance function.



Simon Pordage
Group Company Secretary

Qualifications

LLB (Hons), FGIA, FCG (CS, CGP)

Simon Pordage is responsible for the operations of the corporate governance function including administering Board and Board Committee meetings and associated Board governance requirements for ANZ and its Australian subsidiaries, overseeing the relationship with ANZ's Share Registrar and administering ANZ's listed securities, including managing distributions, and communication and lodgement of information with securities exchanges and corporate regulators.

Simon Pordage is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. He works closely with the Chairman to develop and maintain ANZ's corporate governance practices.

Board Committees

Membership and attendance

Each of the principal Board Committees:

is comprised solely of independent Non-Executive Directors – and has at least three members;

has its own Charter;

has the power to initiate any special investigations it considers necessary; and

has the Board appoint one of its members as Chair.

Each Committee has been established by the Board to undertake certain responsibilities in relation to ANZGHL and its subsidiaries (including ANZBGL). The Board reviews Board Committee composition every year. The Chairman is an ex-officio member of each principal Board Committee and is Chair of the NBO Committee. The Group CEO is invited to attend Board Committee meetings as appropriate, however, his presence is not automatic and he does not attend if his remuneration is being considered or discussed. Non-Executive Directors may, and are encouraged, to attend (but not vote at) meetings of other Committees and are provided with papers for all meetings.

Each Board Committee may, within the scope of its responsibilities, have unrestricted access to management, employees and information it considers relevant to the carrying out of its responsibilities under its Charter.

Each Board Committee may require the attendance of any ANZ officer or employee, or request the attendance of any external party, at meetings as appropriate. Minimum membership of each Committee is three Non-Executive Directors which may include the Chairman of the Board (ex officio).

Committee	Key responsibilities
Audit Committee	
Committee members: Christine O'Reilly (Chair and Financial Expert) Alison Gerry Richard Gibb Scott St John Paul O'Sullivan (ex officio)	Under the Audit Committee Charter: • the Board appoints one of its members, other than the Chairman of the Board, to serve as the Committee's Chair; • each member of the Audit Committee must be appropriately financially literate and members must, between them, have the appropriate knowledge, skills and experience (including industry experience) to effectively discharge the Committee's responsibilities; • the Risk Committee Chair will be a member of the Audit Committee and vice versa to seek to ensure relevant information flows between these committees; • joint People & Culture Committee, Audit Committee and Risk Committee meetings will be held at the end of each financial year to leverage insights from these Committees when considering remuneration and performance matters set out in the Audit Committee Charter; and • additional eligibility for membership rules apply as set out in clause 4.2 of the Audit Committee Charter. The Audit Committee will meet at least four times annually and more frequently if it deems necessary.	The Audit Committee is responsible for providing oversight and review of the following relating to ANZGHL and the Group: • financial reporting governance framework in connection with financial reporting; • sustainability reporting governance framework in connection with sustainability reporting under the *Corporations Act 2001* (Cth); • internal control and risk management framework to assist the Board in ensuring its effectiveness; • the work of Internal Audit, which has a functional reporting line to the Audit Committee through the Chair of the Audit Committee and unfettered access to the Audit Committee; • the integrity of financial statements, sustainability reports and the independent audit thereof, and the Group's compliance with legal and regulatory requirements in this regard; • any due diligence procedures; • prudential supervision procedures and other regulatory requirements to the extent relating to financial reporting and sustainability reporting; and • reports from major subsidiary audit committees.

Committee	Key responsibilities
Audit Committee (continued)	
The Board has determined Christine O'Reilly (Chair) was a "financial expert" under the definition set out in the Audit Committee Charter. Although the Board has determined that Christine has the necessary attributes to be a 'financial expert' in accordance with those requirements, it is important to note that the duties with respect to financial reporting set out in the Audit Committee Charter are those of the Audit Committee, and are not the individual responsibility of those members who are considered a "financial expert." The Audit Committee regularly meets with the External Auditor and the Chief Internal Audit Executive without Management present. The Chair of the Audit Committee meets separately and regularly with Internal Audit, the External Auditor and Management. The Group General Manager Finance and Tax is the executive responsible for assisting the Chair of the Audit Committee in connection with the administration and efficient operation of the Audit Committee.	The Audit Committee is also responsible for: • appointing, overseeing, and annually reviewing the effectiveness of the External Auditor – including reviewing their independence, fitness and propriety and qualifications; • compensation of the External Auditor; • if appropriate, replacing the External Auditor; and • reviewing the performance and remuneration of the Chief Internal Audit Executive and making recommendations to the Board as appropriate.
People & Culture Committee	
Committee members: Holly Kramer (Chair) Alison Gerry Christine O'Reilly Jeff Smith Paul O'Sullivan (ex officio)	Under the People & Culture Committee Charter: • the Board appoints one member of the People & Culture Committee as its Chair; • the membership of the People & Culture Committee must include one director from the Audit Committee and one director from the Risk Committee (through separate directors) to seek to ensure relevant information flows between these Committees; and • joint People & Culture Committee, Audit Committee and Risk Committee meetings will be held at the end of each financial year to leverage insights from these Committees when considering remuneration and performance matters set out in the Charter. The People & Culture Committee will meet five times per year, or more frequently if necessary. The Group Chief People Officer is responsible for assisting the Chair of the Committee with the operation of the Committee. For more details on the role of the People & Culture Committee and key areas of review/approval in 2026, please see the Remuneration Report in ANZ's 2026 Annual Report available at **anz.com/annualreport**.	The Board is ultimately responsible for, and oversees, ANZ Group's Performance and Remuneration Framework. The People & Culture Committee's role is to assist the Board in its oversight of the effective operation of the Performance and Remuneration Framework and other talent and culture matters. The People & Culture Committee is responsible for reviewing and approving, or making recommendations to the Board on matters including: • performance and remuneration outcomes (including the consideration of significant/material/relevant risk and internal audit matters that have either occurred or come to light during the year) for the Group CEO and other key executives broader than those disclosed in the Remuneration Report and fees for the Non-Executive Directors; • matters relating to Performance and Remuneration Framework effectiveness and compliance with APRA's Prudential Standard *CPS 511 Remuneration*; • changes to ANZ's Performance and Remuneration Framework; • the review of ANZ's Board level Performance and Remuneration Policies, and the Accountability and Consequence Framework; • annual objective setting, reporting and assessment of the ANZ Group Scorecard and annual variable remuneration spend; • the release, further deferral or application of malus of deferred remuneration or clawback; • key senior executive appointments and terminations; • building capabilities required to deliver on our strategy; • succession plans for key senior executives; and • culture, diversity and inclusion and employee engagement.

Committee	Key responsibilities

Risk Committee

Committee members:

Richard Gibb (Chair)

Holly Kramer

Christine O'Reilly

Rachel Slade[1]

Jeff Smith

Scott St John

Paul O'Sullivan (ex officio)

Under the Risk Committee Charter:

- the Board appoints one of its members, other than the Chairman of the Board, to serve as the Risk Committee's Chair;
- committee membership will include a member of the People & Culture Committee to seek to ensure relevant information flow between these Committees;
- the Audit Committee Chair is to be a member of the Risk Committee and vice versa to seek to ensure relevant information flows between these committees; and
- joint People & Culture Committee, Audit Committee and Risk Committee meetings will be held at the end of each financial year to leverage insights from these Committees when considering remuneration and performance matters set out in the Charter.

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

The Group Chief Risk Officer is responsible for assisting the Chair of the Risk Committee with the operation of the Risk Committee.

The Board is responsible for approving ANZ's risk appetite, including Risk Appetite Statement and Risk Management Strategy.

This responsibility extends to overseeing management establishing a sound risk management culture with an operational structure and the necessary resources to facilitate effective risk management throughout the Group, which in turn supports the ability of ANZ to operate consistently within its risk appetite.

The Risk Committee assists the Board:

- in the effective discharge of its responsibilities by providing oversight of the implementation and operation of ANZ's Risk Management Framework for strategic, financial and non-financial risks, including for business, credit, liquidity, market, financial crime and fraud risk, operational risk and resilience, compliance, climate and reputational risk management and for the management of ANZ's compliance obligations; and
- by providing an objective non-executive oversight of the implementation by management of ANZ's Risk Management Framework and its related operation and by enabling an institution-wide view of ANZ's current and future risk position relative to its risk appetite and capital strength.

Digital Business & Technology Committee

Committee members:

Jeff Smith (Chair)

Alison Gerry

Richard Gibb

Rachel Slade[2]

Paul O'Sullivan (ex officio)

The Board appoints one member of the Digital Business & Technology Committee as its Chair.

Under the Digital Business & Technology Committee Charter, the Digital Business & Technology Committee will meet at least three times annually and more frequently if it deems necessary.

The Group Chief Information Officer is responsible for assisting the Chair of the Digital Business & Technology Committee with the operation of the Digital Business & Technology Committee.

The Digital Business & Technology Committee is responsible for assisting the Board in the effective discharge of its responsibilities by providing oversight of the Group's digital transformation, data, technology, technology-related innovation and information/cyber security strategies.

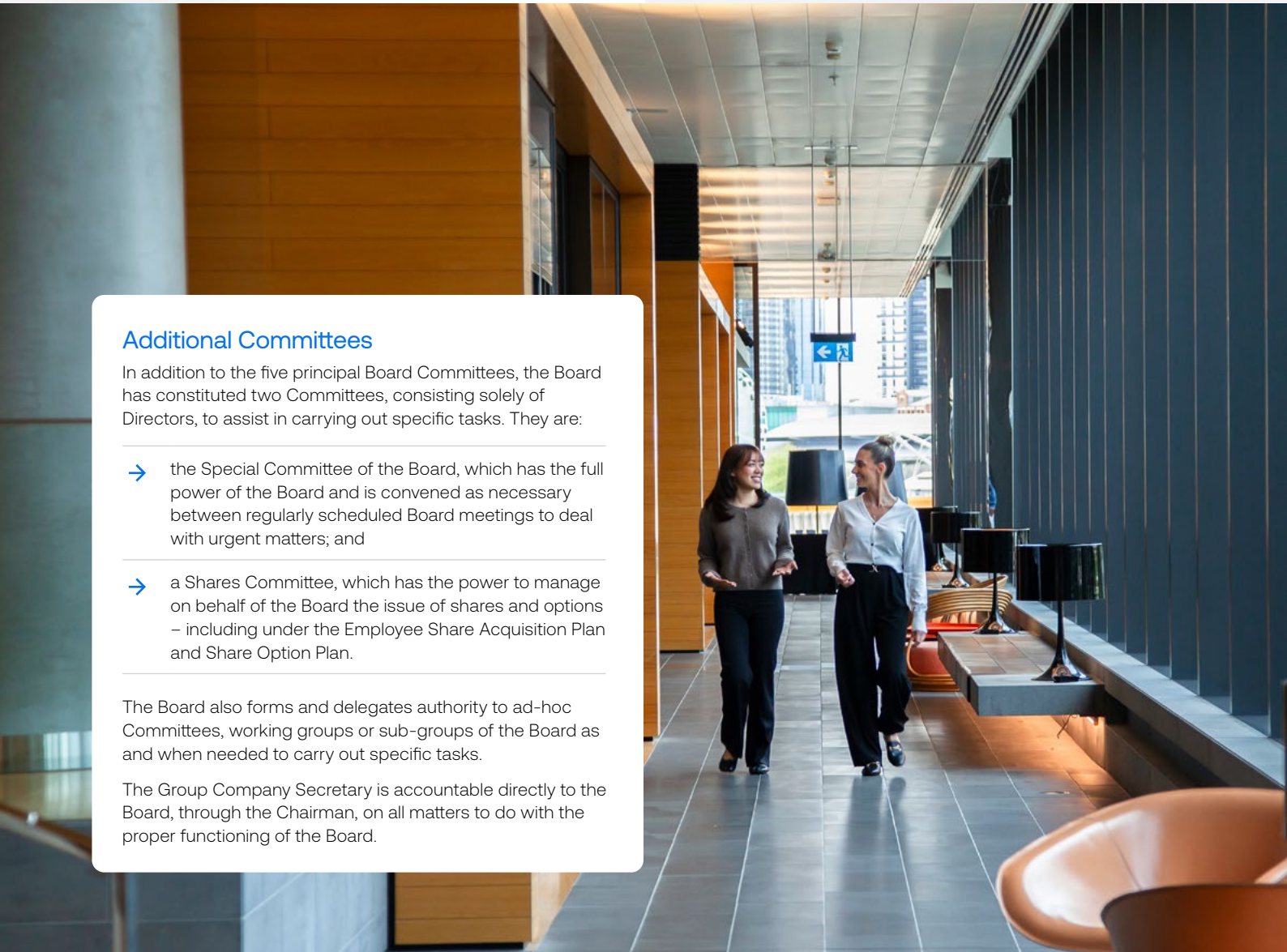
The Digital Business & Technology Committee is responsible for:

- monitoring and providing guidance as appropriate, on matters relating to ANZ's digital transformation, technology-related innovation and information/cyber security strategies;
- monitoring the delivery of the key programs that form part of ANZ's digital transformation, technology, technology-related innovation, and information/cyber security strategies;
- recommending to the Board and monitoring the delivery of material digital transformation and technology investments, including those exceeding $100 million; and
- reviewing health and relevance of ANZ's technology suite, to ensure secure, stable and reliable services.

[1] Rachel Slade became a member of the Risk Committee on 1 October 2026.

[2] Rachel Slade became a member of the Digital Business & Technology Committee on 1 October 2026.

Committee	Key responsibilities
Nomination & Board Operations Committee	
Committee members: Paul O'Sullivan (Chair) (ex officio) Alison Gerry Richard Gibb Holly Kramer Christine O'Reilly Rachel Slade Jeff Smith Scott St John	The Board appoints one member of the NBO Committee as its Chair. The NBO Committee will meet at least twice annually, and more frequently if it deems necessary. The Group Company Secretary is responsible for assisting the Chair of the NBO Committee with the operation of the NBO Committee.	The NBO Committee assists the Board with all matters to do with the proper functioning of the Board, including in relation to ongoing composition and overall Board operations and providing an environment where the Board can carry out effective and responsible decision-making and oversight. Its duties include: • all matters to do with reviewing Board composition, including but not limited to: seeking to ensure an appropriate Board and Committee structure is in place and assisting the Board with renewal and succession planning generally, including the processes for Director selection, appointment and re-election and overall Board renewal; the effectiveness of ANZ's approach to diversity to the extent relating to Board diversity; monitoring and making amendments to the Board skills matrix; recommending individuals to the Board to be appointed as Directors; and succession planning for the Chair of the Board; and • the review and approval of processes for evaluating the performance of the Board, each Committee and each Director including the Chair but excluding the Group CEO, and all other matters to do with the effective and efficient operation of the Board and its Committees.



Additional Committees

In addition to the five principal Board Committees, the Board has constituted two Committees, consisting solely of Directors, to assist in carrying out specific tasks. They are:

- the Special Committee of the Board, which has the full power of the Board and is convened as necessary between regularly scheduled Board meetings to deal with urgent matters; and
- a Shares Committee, which has the power to manage on behalf of the Board the issue of shares and options – including under the Employee Share Acquisition Plan and Share Option Plan.

The Board also forms and delegates authority to ad-hoc Committees, working groups or sub-groups of the Board as and when needed to carry out specific tasks.

The Group Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

Risk management, audit and financial governance

Risk Management Framework

ANZ has a Risk Management Framework (RMF) and Risk Management Strategy (RMS) to describe how we monitor and manage ANZ's material and emerging risks. The RMF and RMS are reviewed and approved at least annually by the Board, to satisfy itself that they continue to be sound and that ANZ is operating with due regard to the risk appetite set by the Board.

This review was conducted during the 2026 financial year. Further information on ANZ's RMF and RMS, including how they are structured with respect to the Three Lines of Defence Model is provided in ANZ's 2026 Annual Report available at **anz.com/annualreport**.

Under the Three Lines-of-Defence Model, the business has first line of defence responsibility, the risk function is the second line of defence and Internal Audit is the third line of defence.

Internal Audit

Internal Audit serves as ANZ's third line of defence, delivering independent and objective assurance to the Board, ExCo and regulators on governance, risk management and the control environment, including risk culture.

The Chief Internal Audit Executive reports functionally to the Audit Committee and administratively to the Group CEO. IA's independence and mandate are governed by the Internal Audit Charter, approved by the Audit Committee annually. In some jurisdictions, for example in New Zealand, local Internal Audit teams report directly to their respective board Audit Committees, reflecting local governance norms and regulatory requirements.

Internal Audit maintains open, constructive and cooperative relationships with regulators, second line functions and external auditors, including appropriate and timely sharing of information to support the effective execution of respective responsibilities and promote coordination across assurance activities.

Internal Audit operates across ANZ's international locations and is organised into business, risk and enabling capability portfolios, including Data & Artificial Intelligence, Governance & Reporting, Methodology and Quality Assurance. Portfolios are led by a team of General Managers who share collective accountability for audit delivery, capability development and execution of strategic priorities. The function also includes several Centres of Audit, which centralise specialist risk expertise and provide deeper thematic insights across the enterprise. Internal Audit's annual risk-based audit plan considers ANZ's strategic priorities, risk appetite and risks in the internal and external environment, including regulatory requirements and is approved by the Audit Committee.

Internal Audit's regular reporting to the Audit Committee covers key audit findings, monitoring progress against the approved plan, the status of audit issues and relevant insights. The Audit Committee also receives routine private briefings from Internal Audit, without members of management present.

Audits are conducted in line with ANZ's values, Code of Conduct, the Global Internal Audit Standards as issued by the Institute of Internal Auditors and any other regulatory standards and guidelines relevant to Internal Audit. Internal Audit also undergoes independent external quality assessment at least every five years and maintains a strong focus on quality, continuous improvement and stakeholder engagement.

External audit

The External Auditor's role is to provide an independent opinion that ANZ's financial and remuneration reports are true and fair and comply with accounting standards and applicable regulations. The External Auditor performs an independent audit in accordance with Australian Auditing Standards. The External Auditor also conducts a review of specified Sustainability Disclosures in the Annual Report in accordance with the Australian Standard on Sustainability Assurance.

The Audit Committee oversees the Stakeholder Engagement Model for managing the relationship with the External Auditor (Stakeholder Engagement Model).

Under the Stakeholder Engagement Model, the Audit Committee is responsible for appointing (subject to ratification by shareholders) and also compensating, retaining and overseeing the conduct of the external audit.

The Stakeholder Engagement Model also stipulates that the Audit Committee:

- pre-approves all audit, audit-related and non-audit services either on an engagement-by-engagement basis or pursuant to specific pre-approval policies adopted by the Committee;
- regularly reviews the independence of the External Auditor; and
- evaluates the effectiveness of the External Auditor.

The Stakeholder Engagement Model contains a number of requirements as to non-audit services that the External Auditor may provide, as well as recruitment and rotation requirements of external auditor staff.

Information about the non-audit services provided by the External Auditor, KPMG, during the 2026 financial year is set out in the Directors' Report in ANZ's 2026 Annual Report available at **anz.com/annualreport**. That information includes the cost of those services and a statement from the Board as to its satisfaction with KPMG's compliance with the related independence requirements of the *Corporations Act 2001* (Cth). On 2 October 2026, ANZ announced it will commence a competitive tender for the next provider of the Group's external audit services. ANZ intends to conclude the tender by the end of April 2027, with the new external auditor expected to commence in FY2029. Given the tenure of the current external auditor, KPMG will not be eligible to participate.

The Stakeholder Engagement Model is available at **anz.com/corporategovernance**

Financial control

For entities in the Group, the Audit Committee oversees: ANZ's financial reporting process and controls; the integrity of ANZGHL's financial statements, sustainability report and other market disclosures; the relationship with the External Auditor; the work of Internal Audit; and the audit committees of significant subsidiary companies.

Senior management in the divisions/business, finance and risk periodically attest to the integrity of the financial results and disclosures, in compliance with financial reporting obligations and the effectiveness of the internal control environment over external reporting.

ANZ also maintains a financial and regulatory reporting governance program, which assesses the effectiveness of key internal controls over the preparation of external financial and regulatory reporting.

Significant matters arising from either the management attestation or governance assessment are reported to the applicable audit committee. ANZ also uses standardisation, simplification and automation where appropriate to enhance its processes for supporting financial integrity in its reporting.

ANZ has established risk assurance, governance and oversight procedures over controls supporting periodic corporate reports including statutory financial reporting as required by ANZ's Non-Financial Risk Management (NFR) Framework. Significant matters arising from risk and controls assurance monitoring are managed and addressed through ANZ's Established NFR Governance and Oversight processes including relevant Risk Management Committees.

The Group CEO and Group CFO gave the Board declarations concerning ANZGHL's 2026:

- full year financial statements, and other matters, that are required by s295A of the *Corporations Act 2001* (Cth) and Recommendation 4.2 of the ASX Corporate Governance Principles; and
- half-year financial statements and other matters that are required by Recommendation 4.2 of the ASX Corporate Governance Principles.

Social and environmental risks

ANZ is exposed to social and environmental risks, including arising from lending to our customers. ANZ manages these risks in accordance with the relevant policies and processes.

This year the Group established a Climate Risk Framework supporting the RMF to describe ANZ's approach to identifying, assessing, managing and monitoring climate risk.

Our Social & Environmental (S&E) Risk Policy and S&E Risk Standard outline our approach to the identification, assessment and management of social and environmental risks arising from our large business customer[1] relationships and activities, including the impacts of climate and nature-related risks.[2] Our Climate Risk Standard provides more detail on internal requirements for managing climate risk for each of our customer-facing divisions, including in accordance with our S&E Risk Policy.

Details about ANZ's social and environmental risks, and our management approach, are outlined in the 'Our stakeholders' section and in the Sustainability Report (for climate and nature) in ANZ's 2026 Annual Report available at **anz.com/annualreport**.

Our annual Modern Slavery and Human Trafficking Statement will be published no later than 31 March 2027 for the reporting period ended 30 September 2026, and will be made available at **anz.com/esgreport**.

ANZ will release its Principal Risks and Uncertainty Disclosure prior to its 2026 AGM, which will be available at **anz.com/shareholder/centre**.

Ethical and responsible decision-making

ANZ has two Codes of Conduct. The ANZ Code of Conduct[3] (the Code of Conduct) which applies to all employees, contractors, consultants, managed services and representatives of ANZ globally, and the Non-Executive Directors Code (the Directors Code) which applies to ANZ's Non-Executive Directors.

The Code of Conduct is supported by a suite of frameworks, policies and standards that are reviewed regularly to reflect legislative changes and evolving good practice, and mandatory training.

The Code of Conduct sets out the standards of behaviour expected of all employees and contractors, with a strong focus on risk management and clear end-to-end accountability across the bank. ANZ's values are embedded and emphasised throughout the Code of Conduct. The Directors Code recognises the different responsibilities that Directors have under law but emphasises the same expectations and behaviours as the Code of Conduct.

ANZ employees and Directors are required to demonstrate the expected behaviours and standards, and to comply with relevant ANZ policies.

ANZ's 2026 Annual Report available at **anz.com/annualreport** contains information on work undertaken during the year with respect to ANZ's conduct and culture (including the Employee Code of Conduct and breaches). The People & Culture Committee is informed of material breaches of the Codes.

ANZ refreshed its values this year to strengthen how we work together and deliver for our customers. The four values are: *put customers first, deliver with excellence, own the outcome and work as one.*

Both Code of Conduct documents, and ANZ's values, are available at **anz.com/corporategovernance**

Further information regarding ANZ's values is available in ANZ's 2026 Annual Report available at **anz.com/annualreport**

[1] Customers of ANZ's Institutional division where ANZ has a credit exposure.

[2] The S&E Risk Policy and S&E Risk Standard apply to ANZ Banking Group excluding Suncorp Bank. Suncorp Bank has retained its own Responsible Banking Policy which outlines its approach to the management of ESG risks across Suncorp Bank.

[3] Includes Payments Acceptance Australia Pty Ltd.

Securities trading

The Trading in ANZ Securities Policy provides that ANZ employees, contingent workers and Directors who have inside information must not trade in ANZ securities, advise or procure another person to trade in ANZ securities, or communicate inside information to others who may deal in ANZ securities.

The Policy specifically prohibits certain 'restricted persons' (which includes ANZ Directors and certain senior executives) and their associates from trading in ANZ securities during 'blackout periods' as defined in the Policy. The Policy:

- prohibits restricted persons and their associates from entering into any options, derivatives or other hedging arrangements which operate to limit the economic risk of an unvested holding or a holding subject to a holding lock or clawback period under an ANZ employee or executive incentive plan in ANZ securities; and
- prohibits restricted persons from using ANZ securities in connection with a margin loan or similar financing arrangement which may be subject to a margin call or loan-to-value ratio.

The Trading in ANZ Securities Policy is available at **anz.com/corporategovernance**

Whistleblower Policy and Program

ANZ's Whistleblower Policy and Program[1] support strong corporate governance by providing a safe, confidential (including anonymous) and accessible mechanism for employees, contractors and other eligible persons to raise concerns about misconduct in relation to the ANZ Group, including serious breaches of the law, Code of Conduct or policy. By fostering a culture where people feel empowered to speak up without fear of retaliation, the Program strengthens accountability, transparency and ethical decision-making across ANZ. Early identification and escalation of concerns enables ANZ to address risks, protect customers and continually improve practices, supporting ANZ's values and commitment to delivering fair customer outcomes and maintaining trust with stakeholders.

The Board oversees the Whistleblower Policy and Program. Anonymised summaries of material matters are reported periodically to the relevant committees, including the Audit Committee and high level thematics to the Executive Risk Committee to support oversight and accountability.

All employees and contingent workers are required to undertake annual mandatory training on their obligations and responsibilities under the Whistleblower Policy. Whistleblower investigators and eligible recipients of whistleblower reports, including ExCo and Board members, receive role-specific training.

Program processes are set out in the Policy, including how eligible whistleblowers can report concerns, the protections available and how they will be supported, how the concerns will be assessed and/or investigated, and available resources.

Any whistleblower report involving a Director or the Group CEO of ANZGHL is required to be reported to the Chairman (subject to conflicts).

ANZ's Whistleblower Policy is available at **anz.com/corporategovernance**

Further information on Whistleblower reports and outcomes is available in ANZ's 2026 Annual Report at **anz.com/annualreport**

[1] Includes Payments Acceptance Australia Pty Ltd.

Anti-bribery and anti-corruption

ANZ is committed to conducting business with the highest standards of integrity and ethics. We maintain a zero-tolerance approach to bribery and corruption and prohibit any form of facilitation payment or other benefit intended to influence business decisions.

ANZ's Anti-Bribery and Anti-Corruption (ABAC) Policy applies across all jurisdictions where it operates and is supported by underlying standards, training, risk-based controls, reporting and ongoing oversight. ANZ requires employees, contingent workers, directors, and third parties acting on its behalf to conduct business ethically and in compliance with applicable laws and regulations.

ANZ prohibits the giving or receiving of bribes or payments that are corrupt or could be perceived to be corrupt in any form, including dealings with public officials and commercial counterparties, and charitable or other donations intended to secure an improper advantage.

Key elements of our approach to managing bribery and corruption risks include:

- Promoting ethical decision-making and managing conflicts of interest;
- Ensuring transparency in gifts, entertainment, sponsored travel, sponsorships, donations, and related financial interests;
- Conducting risk-based due diligence and oversight of third parties;
- Providing regular training and awareness to our people;
- Maintaining accurate books, records, and financial reporting;
- Encouraging reporting of suspected breaches of our ABAC Policy through confidential reporting channels, including whistleblower mechanisms, with protections against retaliation; and
- Monitoring and continuously enhancing our ABAC program through governance, risk management, and Board and senior management oversight.

This approach supports the ANZ 2030 strategy by helping to build a trusted, well-governed and sustainable bank that acts with integrity, supports fair and transparent outcomes, manages risk responsibly, and delivers long-term value for customers, shareholders and the communities we serve.

Breaches of ANZ's ABAC Policy constitute a breach of ANZ's Code of Conduct and material breaches are reported to the Board and/or the Risk Committee.

ANZ's ABAC Policy is available at **anz.com/corporategovernance**

Further information on ANZ's ABAC Policy is available in ANZ's 2026 Annual Report at **anz.com/annualreport**

Diversity and inclusion

Creating an inclusive workplace

We are building a diverse workforce which reflects the communities in which we operate. We believe a diverse workforce and inclusive culture strengthens customer connections, supports innovation, improves business decisions, and helps us to provide better outcomes for customers.

ANZ's Diversity and Inclusion Policy is available at **anz.com/corporategovernance**.

Leadership, governance and accountability

The People & Culture Committee plays an important role in relation to ANZ's people strategy, remuneration strategy and approach to diversity and inclusion (including gender diversity).

The People & Culture Committee has an overarching role to oversee the approach to diversity and inclusion across the ANZ Group, including to:

- review and approve measurable objectives for achieving diversity and inclusion (including gender); and
- review annually both the objectives and progress towards achieving them.

Progress towards our diversity targets, including Women in Leadership (WIL)[1], is monitored regularly by ExCo.

The People & Culture Committee also reviews annual performance and remuneration outcomes, including:

- analysing the following outcomes by gender: change in salary and short-term incentives; and
- a focus on gender pay equity, with all outcomes reviewed by the Group CEO.

Gender diversity matters in connection with the Board are the responsibility of the NBO Committee.

Gender balance at Board, senior executive and leadership levels

This year, we achieved 40:40:20 gender equality across ANZGHL's Board, Key Management Personnel (KMP)[2], leadership and management levels, and the workforce overall. As at the date of this report, the ANZGHL Board comprises nine directors, one Executive Director (the Group CEO) and eight Non-Executive Directors, four of whom are women. Female representation on the Board is now at 44%. The Board's objective is to maintain 40% female, 40% male and 20% any gender representation on the Board, noting that diversity on the Board may be temporarily affected by Board renewal matters. The ANZBGL Board comprises 40% female Directors and 60% male Directors.

As at 30 September 2026, women as KMP was on target at 40%. When Ben Kelleher commences as Group Executive and CEO of ANZ Bank New Zealand from 1 October 2026, women as KMP will decrease below target to 30%.

ANZ exceeded its WIL target again this year, reaching 41.8%, an increase of 1.3 percentage points year on year[3]. Maintaining the focus on achieving gender balance remains a key priority across all ANZ's geographies and businesses.

Given ANZ has had a majority female workforce for many years (currently 52%), ANZ sets a measurable objective for achieving gender diversity in the composition of WIL rather than of the whole workforce. We consider this a more appropriate objective for ANZ as it focuses our effort on the levels most in need of improvement, being the most senior and influential levels of the Group. ANZ is in the process of setting its specific WIL target for FY27.

As at 30 September 2026, women were appointed to 44% of all employee directorships on subsidiary boards.

[1] Measures the proportion of women across leadership roles within ANZ in Groups 3, 2 and 1. Includes all employees regardless of leave status but not contractors (which are included in full-time equivalent). [2] "Senior Executive" means KMP, which means the Group CEO and Disclosed Executives as set out in the Remuneration Report in ANZ's 2026 Annual Report available at **anz.com/annualreport**. [3] Baseline for FY26 Women in Leadership target is 40.5%.

Proportion of women in leadership roles and at ANZ

Results for the 2026 financial year are set out below.

Group[1]	2027 target	2026 target	2026 actual % of women	2025 actual % of women
Key Management Personnel	Increase representation of women as KMP to at least 40%	Increase representation of women as KMP to at least 40%	40%	33.3%
Women in Leadership	Increase the representation of Women in Leadership from baseline of 41.8%. ANZ is in the process of setting its specific Women in Leadership target for FY27.	Increase the representation of Women in Leadership by 1ppt from baseline of 40.5%	41.8%	40.5%
ANZ overall	N/A	N/A	52%	51.6%

[1] "Group" includes all employees regardless of leave status but not contractors, which are included in full-time equivalent.

Under the Australian *Workplace Gender Equality Act 2012*, ANZ is required to make annual public filings with the Australian Workplace Gender Equality Agency for the 12 month period ending 31 March. Our latest filing is available at anz.com/gender.

More information about ANZ's approach to diversity and inclusion can be found in ANZ's 2026 Annual Report available at **anz.com/annualreport**

Commitment to shareholders

Communication

Effective communication is important in maintaining the trust and confidence of shareholders. Through our results announcements, annual reporting, market disclosures, investor presentations, shareholder meetings and other engagement channels, ANZ provides information to assist shareholders in understanding ANZ's strategy, performance, progress against strategic priorities and other factors that drive long-term sustainable value.

ANZ also encourages shareholders to communicate their views, ask questions and participate in the Annual General Meeting (AGM). Feedback received from shareholders helps inform our ongoing focus on delivering value, maintaining strong governance and meeting the expectations of our shareholders and other stakeholders.

If you require any information or wish to express your view to ANZ on any matters of concern or interest, contact details for ANZ Investor Relations and ANZ's Share Registrar, Computershare Investor Services (including postal, telephone and email) are set out in ANZ's 2026 Annual Report available at **anz.com/annualreport** and at **anz.com/shareholder/centre**.

If shareholders wish to update their communications preferences by electing to receive shareholder communications electronically, information on how to do this is available at **anz.com/shareholder/centre/your-shareholding/shareholder-communication/**.

Shareholders have the option of receiving communications from, and sending communications to, ANZ and its Share Registrar electronically. ANZ also has a comprehensive investor relations program, which facilitates effective communication with investors.

Meetings

ANZ has a practice of rotating meetings around capital cities and makes them available to be viewed online using webcast technology. In 2026 an in-person AGM will be held in Perth, Western Australia.

Information on meetings and presentations held throughout this financial year are available at **anz.com/shareholder/centre**.

Before the AGM, shareholders have the opportunity to submit questions to the Chairman or Group CEO to enable key common themes to be considered during the meeting.

The External Auditor attends ANZ's AGMs and is available to answer shareholder questions on any matter that concerns them in their capacity as auditor.

Directors are required to attend the AGM, except in unusual circumstances.

Shareholders have the right to vote on various resolutions related to company matters. Shareholders are encouraged to attend and participate in meetings. But, if they are unable to attend a meeting, then they can submit their proxies via post or electronically.

At the upcoming 2026 AGM, all resolutions will be determined by a poll (which is our usual practice), then shareholders are able to cast their votes on a confidential basis.

ANZ appoints an independent party, normally KPMG, to verify the results of the meeting. Those results are reported as soon as possible to ASX and posted on ANZ's website at **anz.com/agm**.

ANZ's Notice of Meeting for the 2025 AGM contained all material information in its possession relevant to the business of the meeting, including the election and re-election of Directors at that AGM.

Continuous disclosure

ANZ is required to comply with the disclosure requirements of the listing rules of the ASX, New Zealand Stock Exchange (NZX), and other offshore exchanges on which ANZ securities are listed (each as applicable to the relevant entity), as well as relevant corporations and securities legislation.

Unless an exception applies, ANZ must immediately notify the ASX, followed by the NZX (where applicable), of any market sensitive information. Relevant disclosures will thereafter be lodged with other offshore exchanges where determined by the Corporate Governance function. Announcements and presentations regarding market sensitive information that have been lodged with ASX are made available on ANZ's website.

Members of the ANZ Group Continuous Disclosure Committee are generally responsible for reviewing proposed disclosures and making decisions in relation to what information will be disclosed to the market. ANZ employees and contractors must inform the Company Secretary (or in his absence, the Group General Counsel) of any potentially price sensitive information concerning ANZ as soon as they become aware of it.

The relevant board receives copies of all material market announcements promptly after they have been made.

ANZ Group's Continuous Disclosure Policy is available at **anz.com/corporategovernance**

Website

Details of ANZ's governance approach are available at **anz.com/corporategovernance**

There you can read:

- the charters of the Board and each Board Committee; and
- many of the documents and policies mentioned in this Statement.

Compliance with governance recommendations

The information in this Statement is current as at 6 November 2026 and has been approved by ANZGHL's Board.

This Statement, together with ASX Appendix 4G which relates to this Statement, has been lodged with ASX and is available at **anz.com/corporategovernance**.

Further information about ANZ is contained in ANZGHL's 2026 Annual Report available at **anz.com/annualreport**.