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Market Announcements Office
ASX Limited
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ANZ 2025 Corporate Governance Statement

ANZ Group Holdings Limited (ANZ) today released its 2025 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

2025 Corporate Governance Statement



Approach to governance

The ANZ Group Holdings Limited (ANZGHL) board (Board), with the support of its Board Committees, is responsible for oversight of ANZGHL and its subsidiaries' (ANZ Group, ANZ, Group) governance framework. The framework seeks to provide effective and responsible decision making, assisting ANZ in delivering on its strategy and purpose.

This Statement, which has been approved by the Board, outlines key areas of the framework, which includes:

- An experienced and independent Board, supported by a Board Committee structure which is regularly reviewed to seek to ensure it continues to operate effectively and add value;
- Clear delineation of the respective roles of Board and management;
- Timely and balanced disclosure, including the corporate governance page of ANZ's website at anz.com/corporategovernance; and
- A comprehensive risk management framework which is regularly reviewed.

ANZGHL confirms it has followed the Recommendations of the ASX Corporate Governance Council throughout the 2025 financial year.

Board governance

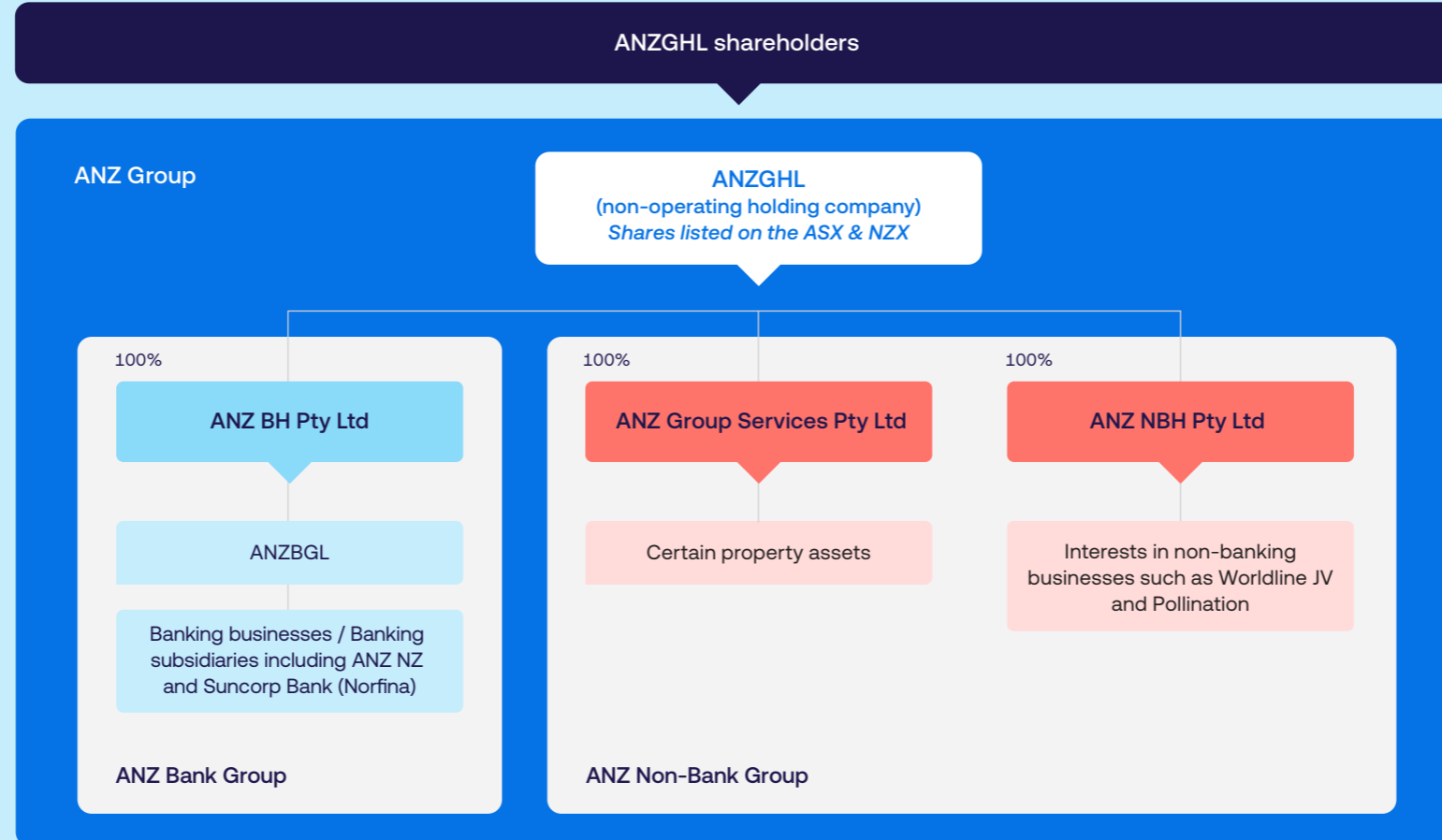
The Board is responsible for the oversight and strategic direction of the ANZ Group. On 3 January 2023, Australia and New Zealand Banking Group Limited (ANZBGL) established by scheme of arrangement, a non-operating holding company, ANZGHL, as the new listed parent company of the ANZ Group and implemented a restructure to separate ANZ's banking and certain non-banking businesses

into the ANZ bank group and ANZ non-bank group (Restructure). As part of the Restructure, an additional Non-Executive was appointed on the ANZ BH Pty Ltd and ANZBGL boards, being the entities at the head of the ANZ banking group, who is not also a director of ANZGHL. Graham Hodges was appointed in February 2023 to fill that role and John Cincotta was appointed as an additional banking group director in February 2024. The Board of ANZGHL is otherwise identical to the Board of ANZBGL.

ANZBGL has separate Audit and Risk Committees, with their composition mirroring the ANZGHL Committees (with the exception of Graham Hodges and John Cincotta, who are members of the ANZBGL Audit and Risk Committees only).

The Board and Board Committees of ANZBGL meet concurrently with the Board and Board Committees of ANZGHL.

ANZ corporate structure



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Board of Directors




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




Nuno Matos
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




Graham Hodges
Independent
Non-Executive Director
ANZBGL




Holly Kramer
Independent
Non-Executive Director
ANZGHL and ANZBGL




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



Jeff Smith
Independent
Non-Executive Director
ANZGHL and ANZBGL



Scott St John
Independent
Non-Executive Director
ANZGHL and ANZBGL

 Full biography details available at anz.com/directors



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Board overview

Corporate Governance Framework

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- ⊕ Risk Committee
- 💻 Digital Business and Technology Committee
- 👤 Nomination and Board Operations Committee
- 👥 People & Culture Committee
- Board Delegation to Management Policy
- ↓ Chief Executive Officer
- Group Executive Committee

Board composition

- ANZGHL's Board is comprised of seven Non-Executive, independent Directors (including an independent Chair, Paul O'Sullivan) and one Executive Director – ANZ's Chief Executive Officer (CEO), Nuno Matos.
- Currently, three of ANZGHL's Directors are female and five are male.
- Nuno Matos joined the Board as Chief Executive Officer and Executive Director on 12 May 2025. Shayne Elliott, who had served in that role since 2016, retired on 11 May 2025.
- Alison Gerry joined the Board on 9 May 2025 as a Non-Executive Director. Alison will stand for election as a Director at ANZ's AGM on 18 December 2025.
- Jane Halton, AO PSM ceased as a Non-Executive Director on 31 March 2025, having served on the Board since 2016.
- The names and biographical details of each Director, including their main associations outside ANZ, are available at anz.com/directors and in the 2025 Annual Report.

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 – the Audit Committee (chaired by Christine O'Reilly), the Risk Committee (chaired by Richard Gibb), the People & Culture Committee (chaired by Holly Kramer), the Digital Business and Technology Committee (chaired by Jeff Smith) and the Nomination and Board Operations (NBO) Committee (chaired by Paul O'Sullivan). Each Committee has its own Charter setting out its roles and responsibilities.



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Board areas of focus

The Board and its Committees engage in key strategic, governance and oversight activities each year. The topics below are illustrative to provide stakeholders with an insight into some of the key matters considered by the Board and its Committees during the 2025 financial year and is not intended to be a comprehensive list.

Risk and reputation

ANZ's approach to risk, particularly non-financial risk, and its relationship with key regulators was an ongoing priority for the Board and its Committees throughout the year, including through numerous and extensive dedicated sessions involving the Board and through the work of a Board Non-Financial Risk Working Group that assisted the Group in its response to regulatory matters. More details on the Board's approach taken during the financial year, including in relation to accountability and consequences, can be found in the Chairman's message in the 2025 Annual Report and in the Remuneration Report.

As part of this, the Board and its Committees also considered key risk reviews of strategic change.

Succession

During the financial year, a key area of focus for the Board was succession planning for the CEO, with the Board announcing on 9 December 2024 the selection of a new CEO, Nuno Matos, who commenced in the role on 12 May 2025.

In addition to its focus on succession planning for the CEO, the Board also spent considerable time with the new CEO considering succession planning for Group Executive Committee (ExCo) members and other key roles within the organisation, and approved a number of key changes which have been announced.

Strategy and finance

Following the appointment of the new CEO, the Board spent considerable time in dedicated sessions discussing strategic options, key risks and opportunities, the operating and competitive environment and prioritisation, culminating in the release of ANZ's 2030 Strategy on 13 October 2025. This included reviewing and approving forward looking statements made as part of the announcement.

As part of that work, key areas of debate, discussion and challenge included in relation to:

- the organisational structure of the Group;
- the integration of Suncorp Bank into ANZ;
- desired customer outcomes and approach to key target segments;
- the build of ANZ's technological solutions and potential approaches to customer migration; and
- ANZ's capital and dividend settings.

In addition to the focus on ANZ's forward-looking strategy, the Board had regular and broad discussions with the heads of each major business regarding the performance of their business, including scorecard performance, key issues being focused on and the ongoing changes in the operating environment.

People and culture

As part of its review of the development of ANZ's revised strategy, the Board and its Committees also considered in detail the impact of change on the organisation and its people, ANZ's preparedness for it and processes; as well as the process for reviewing and implementing changes to ANZ's organisational structure.

The Committee also considered key matters and actions arising from ANZ's employee engagement surveys.



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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 CEO are separate. Paul O'Sullivan has been Group Chairman since 28 October 2020. Paul was appointed as an Independent Non-Executive Director in November 2019. Nuno Matos has been CEO since 12 May 2025. As 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, the Group Executive Committee (ExCo) comprises ANZ's most senior executives. The members of ExCo are available at anz.com/exco. ANZ has a delegations of authority framework that clearly outlines those matters delegated to the CEO and other members of senior management.



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

Directors

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

* Paul O'Sullivan, Christine O'Reilly and Jeff Smith each became a Director of ANZGHL on 20 December 2022 as part of the Restructure. Given ANZBGL was the listed head entity of the Group until January 2023, information is included in this table on the date each Director became a member of the Board of the listed head entity of the Group.



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Directors' attendance at Board and 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 below¹:

	Board		Risk Committee		Audit Committee		People & Culture Committee		Ethics, Environment, Social and Governance Committee ²		Digital Business and Technology Committee		Special Committee of the Board		Committee of the Board ³		Nomination and Board Operations		Shares Committee ³	
	A	B	A	B	A	B	A	B	A	B	A	B	A	B	A	B	A	B	A	B
Paul O'Sullivan	13	13	8	8	8	8	6	6	4	4	3	3	4	4			2	2	3	3
Shayne Elliott ⁴	9	9											1	1					1	1
Alison Gerry ⁵	4	4			3	3	1	1			1	1	1	1			1	1		
Richard Gibb	13	13	8	8	8	8					3	3	3	3			2	2		
Jane Halton, AO PSM ⁶	8	7					3	3	3	3	2	2					1	1		
Holly Kramer	13	13	8	8			6	6	4	4			4	4			2	2	1	1
Nuno Matos ⁷	4	4											2	2					1	1
Christine O'Reilly	13	13	8	8	8	8	6	6					4	4			2	2		
Jeff Smith	13	13	8	8			6	6			3	3	2	2			2	2		
Scott St John	13	13	8	8	8	8			4	4			3	3			2	2		

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 an additional 14 briefings and working group meetings in relation to the regulatory matters highlighted in the Chairman's message in the Annual Report. **2.** The Ethics, Environment, Social and Governance Committee has ceased to operate, with its last meeting held in May 2025. **3.** The meetings of the Committee of the Board and Shares Committee as referred to in the table above include those conducted by written resolution. **4.** Shayne Elliott ceased as Chief Executive Officer and Executive Director on 11 May 2025. **5.** Alison Gerry commenced as a Non-Executive Director on 9 May 2025. **6.** Jane Halton, AO PSM ceased as a Non-Executive Director on 31 March 2025. **7.** Nuno Matos commenced as Chief Executive Officer and Executive Director on 12 May 2025.



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CEO and delegation to management

The Board appoints the CEO and certain members of the senior management team at ANZ, as set out in its Charter. The Board delegates to the CEO, and through the 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 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 a 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;
- 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 and participate in robust debate and work with peers to arrive at new solutions;

- relevant guidelines/legislative 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.

The Board continues to have an objective of maintaining 40% female and 40% male membership of the Board, and 20% of any gender, recognising that diversity on the Board may be temporarily affected by Board renewal matters. As at the date of this Report, the Board comprises 37.5% female Directors and 62.5% male Directors.

When considering potential candidates, the Committee also notes that diversity has a broader dimension and includes other 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 electing, the Chairman of the Board, as required.



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



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Board skills and experience

The Board has the collective skills, capabilities and experience needed to allow the Board to perform its role and discharge its responsibilities.

Below are the categories that the Board considers relevant to assessing the collective skills and experience of the Board and is what the Board is looking for in its own composition. At the time of this Report, the Board Skills Matrix was under review.

Skills and experience

Strategy and Commercial Acumen

Industry Experience

Technology & Digital

Leadership

People & Culture

Governance, Risk (including non-financial risk) & Compliance

Regulatory/Government Policy

International business experience

Financial acumen

Sustainability, including climate

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 regularly against the ASX Governance Principles, the APRA 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. All material outside interests held by Directors are set out in their biographies in the 2025 Annual Report, 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 he or she has 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 ANZBGL Board is ultimately responsible for the sound and prudent management of ANZBGL, with due consideration to 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, which is 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.



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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, Boards 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 determined 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.

2025 evaluation process

This year, the evaluation of the performance of the Board and its Committees was undertaken by an independent third party, with results, recommendations and key actions arising discussed and agreed by the NBO Committee. The third party is also assisting in the evaluation of Non-Executive Directors, which is in the process of being carried out.

Senior executives

The Remuneration Report in the 2025 Annual Report sets out the performance structure, process and key inputs for how the Board assesses the performance of the Group, CEO and other Disclosed Executives.

Performance assessments for the Group, CEO and Disclosed Executives have been undertaken in respect of the 2025 financial year in accordance with the disclosed approach.



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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 Financial Accountability Regime (FAR) Act where those senior positions are Accountable Persons under FAR.

The framework is set out in ANZ's Group Fit and Proper Policy. Before a new appointment is made to any of the following positions, the policy requires assessments to be carried out for each Director, relevant senior executives, and the APRA engagement partner of ANZ's External Auditor. Either the NBO Committee or the Board carries out assessments of ANZ's Non-Executive Directors, the People & Culture Committee assesses the CEO and key senior executives and the Audit Committee assesses the APRA engagement partner of ANZ's External Auditor. 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.

During the 2025 financial year, Annual Fit and Proper assessments were carried out for each Non-Executive Director, the CEO, Disclosed Executives and other direct reports of the 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 which involves every new Director receiving information about all aspects of the Group's operations, including briefings with key members of senior management. This is followed up 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 his or her 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 CEO and other Disclosed Executives is set out in the Remuneration Report in the 2025 Annual Report.

Election at next AGM

As allowed by ANZGHL's Constitution and the Corporations Act 2001, 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. This is 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.

Continuing education for directors

ANZ Directors take part in a range of training and continuing education programs relating to their duties and responsibilities as Directors, in addition to a formal induction program. During this financial year, this included topics such as Workplace Wellbeing & Safety, Whistleblowing, Non-Financial Risk and Anti-Bribery and Corruption.

Each Committee also conducts its own continuing education sessions. For example, the Audit Committee receives briefings on developments in accounting standards, as appropriate. Internal and external experts are engaged, as required, to conduct education sessions and the Digital Business & Technology Committee receives regular reports on the changing cyber security landscape.



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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 the 2025 Annual Report).



Ken Adams

Position	Qualifications
Group General Counsel	BA, LLB, LLM

One of them is the Group General Counsel, Ken Adams. He 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

Position	Qualifications
Company Secretary	LLB (Hons), FGIA, FCG (CS, CGP)

The Company Secretary, 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.

He is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

He works closely with the Chair of the Board to develop and maintain ANZ’s corporate governance principles.



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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). Each year, the Board reviews Board Committee composition. The Chairman is an ex-officio member of each principal Board Committee and is Chair of the NBO Committee. The 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 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.

ANZ's governance framework is evolving with our ESG approach and the expectations of our stakeholders. As a result, ANZ's Board Ethics, Environment, Social & Governance Committee was discontinued. The Board retains overall responsibility for all ESG matters, with specific matters allocated to relevant Committees as set out below.

The Board will be responsible for the oversight of climate and sustainability strategy, targets and performance. The Audit Committee will be responsible for the oversight of climate and sustainability disclosures and reporting, as well as whistleblowing. The Risk Committee will be responsible for the oversight of climate and sustainability risks. The NBO Committee will be responsible for the oversight of relevant governance matters and the People & Culture Committee will be responsible for the oversight of the Code of Conduct and relevant ethical matters.

Audit Committee

The Audit Committee is responsible for providing oversight and review of:

- ANZ's financial reporting principles and policies, controls and procedures;
- the effectiveness of ANZ's internal control and risk management framework;
- the work of Internal Audit (IA) which has a functional reporting line to the Committee through the Chair of the Committee and unfettered access to the Committee;
- the integrity of ANZ's financial statements and their independent audit, and compliance with related legal and regulatory requirements;
- any due diligence procedures;
- prudential supervision procedures and other regulatory requirements to the extent relating to financial reporting; and

- reports from major subsidiary audit committees.

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 Group General Manager, Internal Audit and making recommendations to the Board as appropriate.

Under the Committee Charter:

- each member of the Audit Committee must be appropriately financially literate; and
- between them they must have the appropriate knowledge, skills and experience (including industry experience) to effectively discharge the Committee's responsibilities.

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 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 internal auditor without Management being present. The Chair of the Audit Committee meets separately and regularly with IA, the External Auditor and Management. The Group General Manager Finance and Taxation is the executive responsible for assisting the Chair of the

Committee in connection with the administration and efficient operation of the Committee.

The CEO and CFO gave the Board the declarations concerning ANZGHL's 2025:

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

People & Culture Committee

The Board is ultimately responsible for, and oversees ANZ Group's Performance & Remuneration Framework (P&R Framework) and its effective application throughout the ANZ Group. The People & Culture Committee's role is to assist the Board in its oversight of the effective operation of P&R 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:

- overseeing the design and operation of the P&R Framework and the Group Performance and Remuneration Policy;
- remuneration for the CEO and other key executives, and fees for the Non-Executive Directors;
- the design of significant variable remuneration plans;
- performance and reward outcomes for key senior executives;
- key senior executive appointments and terminations;
- the effectiveness of the Group Performance and Remuneration Policy and changes to the policy;



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- strategies and actions taken to transform talent and culture, including but not limited to diversity and inclusion, employee engagement and culture and overseeing Code of Conduct themes and trends; and
- the policies, systems and frameworks for the prevention of and response to sexual harassment.

The Group Executive, Talent and Culture 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 2025, please see the Remuneration report in the 2025 Annual Report.

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 discharging its responsibilities by providing oversight of the implementation and operation of ANZ's risk management framework, including for business, market, credit, equity and other investment, financial, operational, compliance, liquidity 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 current and future risk position relative to its risk appetite and capital strength.

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

Risk management framework

There is a risk management framework in place to monitor and manage ANZ's key risks. The Board, with the endorsement of the Risk Committee, reviews the framework at least annually to satisfy itself that the framework continues 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 2025 financial year. The 2025 Annual Report contains further information on ANZ's framework, including how it is structured with respect to the Three Lines-of-Defence Model and Risk Management Committee actions taken to improve risk management during the year.

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. It is acknowledged that the risk management framework will be updated and strengthened, including to better reflect the importance of non-financial risks as part of the Root Cause Remediation Plan.

Digital Business and Technology Committee

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

It provides a forum for Committee members to question and explore relevant matters in more depth than they could at a Board meeting.

The Committee is responsible for:

- monitoring and providing guidance as appropriate on, matters relating to ANZ's digital transformation, technology, 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 AUD100 million; and
- reviewing the health and relevance of ANZ's technology suite, to ensure secure, stable and reliable services.

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

Nomination and Board Operations 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, 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: 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; 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;

- the review and approval of processes for evaluating the performance of the Board, each principal Committee and each Director including the Chair but excluding the CEO; and
- all other matters to do with the effective and efficient operation of the Board and its Committees.

The Company Secretary is responsible for assisting the Chair of the Committee with the operation of the Committee.

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



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ANZGHL Board Committee memberships

	Audit	People & Culture	Risk	Digital Business and Technology	Nomination and Board Operations
Membership					
Paul O'Sullivan*	✓	✓	✓	✓	✓ ^c
Alison Gerry	✓	✓		✓	✓
Richard Gibb	✓		✓ ^c	✓	✓
Holly Kramer		✓ ^c	✓		✓
Christine O'Reilly	✓ ^{c, FE}	✓	✓		✓
Jeff Smith		✓	✓	✓ ^c	✓
Scott St John	✓		✓		✓

Composition

<ul style="list-style-type: none"> The Board appoints one of its members, other than the Chairman of the Board, to serve as the Committee's Chair. The Risk Committee Chair is to be a member of the Audit Committee and vice versa to seek to ensure relevant information flows between these committees. Additional eligibility for membership rules apply as set out in clause 4.2 of the Audit Committee Charter. 	<ul style="list-style-type: none"> The Board appoints one member of the Committee as its Chair. Committee membership will seek to ensure some overlap in membership between the Audit, Risk and People & Culture Committees. 	<ul style="list-style-type: none"> The Board appoints one of its members, other than the Chairman of the Board, to serve as the Committee's Chair. Committee membership will seek to ensure some overlap in membership between the Risk and People & Culture 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. 	<ul style="list-style-type: none"> The Board appoints one member of the Committee as its Chair. 	<ul style="list-style-type: none"> The Board appoints one member of the Committee as its Chair.
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All members are required to be independent, Non-Executive Directors.
 Minimum membership of each Committee is three Non-Executive Directors which may include the Chairman of the Board (ex Officio).
 Each Director may attend (but not vote at) a meeting of a Committee of which he or she is not a member.
 *ex Officio membership
 C Chair FE Financial Expert

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Audit and financial governance

Internal Audit

Internal Audit (IA) serves as ANZ's third line of defence, delivering independent assurance to the Board, Executive Management and regulators on risk and control effectiveness.

The Chief Audit Executive reports to and meets independently with the Chair of the Board Audit Committee, with direct access to the CEO and External Auditor. IA's independence and mandate are governed by the IA Charter, approved by the Audit Committee annually. In some jurisdictions, for example in New Zealand, local IA teams report directly to their respective board Audit Committees, reflecting local governance norms.

The IA Leadership Team, led by General Managers across key Divisions, is supported by specialists in Culture and Data Analytics. Operating across 15 countries, the global IA team brings deep expertise in banking, technology, financial crime, markets and operations.

IA's annual risk-based audit plan considers ANZ's strategic priorities, risk appetite and risks in the internal and external environment and is approved by the Audit Committee. IA's regular reporting to the Audit Committee covers key audit findings, monitoring progress against plan, the status of audit issues and strategic insights. The Audit Committee also receives routine private briefings, without members of management present, from IA.

Audits are conducted in line with ANZ's values, Code of Conduct and the Institute of Internal Auditors' Global Standards. IA 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 Audit Committee oversees the Stakeholder Engagement Model for 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 is available at anz.com/corporategovernance.

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 2025 financial year is set out in the Directors' Report in the 2025 Annual Report. 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.

Financial controls

The Audit Committee (for entities in the Group) oversees: ANZ's financial reporting policies and controls; the integrity of ANZGHL's financial statements and other market disclosures; the relationship with the External Auditor; the work of IA; 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, compliance with financial reporting obligations and effectiveness of the internal control environment over external reporting.

ANZ also maintains a financial and regulatory reporting governance program, that assesses the effectiveness of key internal controls over the preparation of external 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. As required by ANZ's Non-Financial Risk Management (NFR) Framework, ANZ established risk assurance, governance and oversight procedures over controls supporting periodic corporate reports including statutory financial reporting. 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.



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Codes of conduct


ANZ has two Codes of Conduct – the Employee Code and the Non-Executive Directors Code (the Codes). The Employee Code supports ANZ’s values and provides ANZ employees with a practical set of guiding principles to help them make fair, balanced and ethical decisions in their day-to-day work.


The Non-Executive Directors Code recognises the different responsibilities that Directors have under law and enshrines the same values and principles as the Employee Code. The Codes require honesty, integrity, quality and trust. ANZ employees and Directors are required to demonstrate these behaviours and to comply with the Codes.

The Codes are supported by a suite of policies that are reviewed regularly to ensure they reflect legislative changes and good practice.

The Codes, and ANZ’s values, are available at anz.com/corporategovernance. The 2025 Annual Report contains information on work undertaken during the year with respect to ANZ’s conduct and culture (including breaches). The People & Culture Committee is informed of material breaches of the Codes.

Our Codes

-  the Employee Code

-  the Non-Executive Directors Code




Further information about the Employee Code of Conduct, including on internal training and breaches, is available in ANZGHL’s 2025 ESG Report available at anz.com/esgreport


Securities trading


The Trading in ANZ Securities Policy prohibits trading in ANZ securities by all employees, Directors and contractors who possess information that is not generally available and that could be reasonably expected to have a material, or significant, effect on the price, or value, of an ANZ security.


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

The Policy

-  excludes certain types of trading from the trading restrictions under the Policy;

-  allows in exceptional circumstances, and with prior written clearance, trading during a prohibited period;

-  prohibits employees and their associates from hedging interests that have been granted under any ANZ employee equity plan that are either unvested or subject to a holding lock; and

-  prohibits ANZ Directors and 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 breach.



The Policy is available at anz.com/corporategovernance



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Whistleblower Policy and Program

The Whistleblower Policy is a key component of ANZ's conduct risk management and corporate governance framework. The Board has oversight and governance of the Policy and Program. A de-identified summary of material whistleblower matters is also reported to the relevant Board Committee quarterly and to the Operational Risk Executive Committee.

All employees and contingent workers are required to undertake annual mandatory training on their obligations and responsibilities under the Policy. Whistleblower Investigators, Whistleblower Protection Officers and eligible recipients of whistleblower reports (including ExCo and Board members) receive role-specific training to help ensure they understand their obligations under applicable laws and how to appropriately handle and, where applicable, investigate reports.

Program processes are also set out in the Policy, including how eligible whistleblowers can report concerns, the protections that will apply, how the concerns will be considered and/or investigated, and resources.

Any whistleblower report involving a Director or the CEO of ANZGHL is required to be reported to the Chair of ANZGHL.



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

Further information on Whistleblower reports and outcomes is available in ANZ's 2025 ESG Report at anz.com/esgreport

Anti-bribery and anti-corruption

ANZ is committed to complying with all applicable anti-bribery and anti-corruption (ABAC) laws of the jurisdictions in which it operates, applying and maintaining the highest level of ethical behaviour and standards. It has an ABAC Policy which prohibits ANZ employees, contingent workers and third parties acting for or on behalf of the ANZ Group from engaging in activity that constitutes bribery or corruption. The policy defines unacceptable behaviour and activity relating to bribery and corruption and sets out the principles that form the foundation for the ABAC compliance framework, which enables ANZ to prevent, identify and respond to bribery and corruption risks.

It includes prohibitions on:

- the giving or receiving of bribes in any form, including with respect to public officials and all commercial relationships,
- offering anything of value to a public official in order to improperly influence in order to obtain any improper advantage of any kind; and
- making a donation to improperly influence or to obtain an advantage of any kind.

It also requires transparent disclosure and appropriate management of any conflict of interest arising from the giving or receiving of gifts, entertainment and sponsored travel.

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 2025 ESG Report available at anz.com/esgreport



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Commitment to shareholders



ANZ encourages shareholders to take an active interest in ANZ, and seeks to provide shareholders with quality information in a timely fashion.

Communication

To be able to make informed decisions about ANZ, and to communicate views to ANZ, shareholders need an understanding of ANZ’s business operations, performance and governance framework.

Generally, we do that through our reporting of results, the Annual Report (which incorporates the Annual Review), announcements and briefings to the market, half yearly newsletters and through our dedicated shareholder site anz.com/shareholder/centre.

We strive for transparency in all our business practices, and we recognise the impact of quality disclosure on the trust and confidence of shareholders, the wider market and the community.

If you require any information or wish to express your view to ANZ on any matters of concern or interest, then the contact details for ANZ Investor Relations and ANZ’s Share Registrar, Computershare Investor Services (including postal, telephone and email) are set out in the 2025 Annual Report and 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/.

Meetings

To allow as many shareholders as possible to have an opportunity to attend shareholder meetings, ANZ rotates meetings around capital cities and makes them available to be viewed online using webcast technology. In 2025 an in person AGM will be held in Sydney, NSW.

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 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 also 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 2025 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.

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.

ANZ’s Notice of 2024 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.



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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 will be accessible 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

Environmental and social risks

Details of ANZ's material environmental and social risks, as well as details of how ANZ manages those risks, are referred to in the 2025 Annual Report which is available at anz.com/annualreport, the 2025 ESG Report and 2025 Climate Report which are both available at anz.com/esgreport, and our annual Modern Slavery and Human Trafficking Statement which, for the reporting period ended 30 September 2025, will be published no later than 31 March 2026 and made available at anz.com/esgreport. ANZ will release its Principal Risks and Uncertainties Disclosure prior to its AGM, which will be available at anz.com/shareholder/centre.




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Diversity and inclusion

Creating an inclusive workplace

A diverse workforce and inclusive culture improve the quality of decision making and drive innovation, making us a better bank for our customers and helping us to shape a world where people and communities thrive.

 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 inclusion and diversity 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 Leadership¹, is monitored regularly by ExCo.

¹. Women in Leadership measures proportion of women out of the entire Senior Manager, Executive, Senior Executive and ExCo populations (roles within ANZ designated as Groups 3, 2 and 1 respectively). Includes all employees regardless of leave status but not contractors (which are included in FTE).

The People & Culture Committee also reviews annual performance and remuneration outcomes. This review includes:

- analysing the following outcomes by gender: distribution of performance ratings, change in salary and short-term incentives; and
- a focus on gender pay equity, with all outcomes reviewed by the 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

As at the date of this report, the Board comprises eight directors, one Executive Director (the CEO), and seven Non-Executive Directors, three of whom are women. Female representation on the Board is now at 37.5%. The Board's objective is to achieve 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.

As at 30 September 2025, women as Key Management Personnel (KMP) has decreased from four out of ten, to three out of nine and is now below target at 33%. With the recent permanent ExCo appointments of Stephen White (who commenced on 29 October 2025), along with Pedro Rodeia, Christine Palmer and Donald Patra (who commence in November/December 2025), women as KMP will increase back to 40%.

Given ANZ has had a majority female workforce for many years (currently 51.6%), ANZ sets a measurable objective for achieving gender diversity in the composition of Women in Leadership rather than of the whole workforce. We consider this to be 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.

We are pleased to have again exceeded our Women in Leadership target, this year by 0.3 percentage points (ppt) to 40.5%, an annual increase of 1.5ppt. Maintaining the focus on achieving gender balance remains a key priority across all ANZ's geographies and businesses. As at 30 September 2025, women were appointed to 45% of all employee directorships on subsidiary boards.

Proportion of women in leadership roles and at ANZ

Results for the 2025 financial year are set out below, including how senior executive is defined for this purpose.

Group [^]	2026 target	2025 target	2025 actual % of women	2024 actual % of women
Key Management Personnel¹	Increase representation of women as KMP to at least 40%	Maintain representation of women as KMP of at least 40%	33.3 ³	40
Women in Leadership	Increase the representation of Women in Leadership by 1ppt from baseline of 40.5%	Increase the representation of Women in Leadership by 1.2ppt from baseline of 39.0% ²	40.5	38.8
ANZ overall	N/A	N/A	51.6	50.9

[^] "Group" includes all employees regardless of leave status (but not contractors, which are included in FTE). ¹. 'Senior Executive' means "KMP", which means Chief Executive Officer and Disclosed Executives as set out in the Remuneration Report contained within the 2025 Annual Report. ². FY24 Women in Leadership result of 38.8% excluded Suncorp Bank, whereas FY24 Women in Leadership baseline for FY25 Women in Leadership target is 39.0% including Suncorp Bank. ³. With the recent permanent ExCo appointments of Stephen White (who commenced on 29 October 2025), along with Pedro Rodeia, Christine Palmer and Donald Patra (who commence in November/December 2025), women as KMP will increase back to 40%.

 Under the Workplace Gender Equality Act, ANZ is required to make annual public filings with the Workplace Gender Equality Agency, disclosing its 'Gender Equality Indicators'. These reports are filed annually in respect of the 12 month period ending March 31. A copy of the latest filing is available at anz.com/gender/

More information about ANZ's approach to diversity and inclusion can be found in the 2025 ESG Report available at anz.com/esgreport



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Website

Details of ANZ's governance framework 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 7 November 2025 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 2025 Annual Report.