

# Code of Conduct & Ethics Non-Executive Directors

# TABLE OF CONTENTS

<b>ANZ Non-Executive Director Code of Conduct</b>	<b>3</b>
Directors act in ANZ's best interests and value ANZ's reputation	4
Directors act with honesty and integrity	4
Directors treat others with respect and value difference	4
Directors respect and maintain privacy and confidentiality	4
Directors identify conflicts of interest and manage them responsibly	5
Directors do not make or receive improper payments, benefits or gains	5
Directors abide by and comply with this Code, the law and applicable ANZ policies and procedures	5

# ANZ Non-Executive Director Code of Conduct

ANZ aims to deliver superior long-term total shareholder return, taking proper account of employees, customers and others with whom we do business as well as the communities and environments in which ANZ operates. In striving to achieve these aims, we should not compromise our ethics or principles.

ANZ places great importance on honesty, integrity, quality and trust.

This Code of Conduct sets ethical standards for the Non-Executive Directors of Australia and New Zealand Banking Group Limited. ANZ has an Employee Code of Conduct and a Conduct and Ethics Policy Framework (made up of company policies and procedures) which further support these standards. Non-Executive Directors will pursue the highest standards of ethical conduct in carrying out their duties and responsibilities.

#### WHEN DOES THE CODE APPLY?

The Code applies to Non-Executive Directors whenever they are acting in their capacity as an ANZ Director.

#### HOW SHOULD BREACHES OF THE CODE BE REPORTED?

Any breaches of this Code should be reported to the Chairman of the Board or the Chairman of the Governance Committee.

#### HOW WILL COMPLIANCE WITH THE CODE BE MONITORED?

The annual performance evaluation of each Non-Executive Director will include a consideration of compliance with this Code.

#### FURTHER INFORMATION

If Non-Executive Directors need more information or are unsure of ANZ's expectations or their obligations under this Code and the associated Conduct and Ethics Policy Framework, please contact the Group General Counsel & Company Secretary.

# ANZ Non-Executive Director Code of Conduct

## DIRECTORS ACT IN ANZ'S BEST INTERESTS AND VALUE ANZ'S REPUTATION

### Directors should:

- Undertake their duties with appropriate care and diligence in accordance with their legal obligations
- Deal honestly with ANZ's shareholders, customers, suppliers, competitors and any other third parties or business partners
- Exercise any authorities responsibly and within their limits. Directors are responsible for understanding their authorities, including any relevant limits, and are accountable for how they are used
- Behave in a way that takes into account our impact on the broader community and the environment in both the short and long term
- Use all of ANZ's systems and equipment appropriately and for proper purposes. This includes email, messaging, internet access, and technology and banking systems
- Not improperly disclose any information about ANZ that is not already in the public domain

## DIRECTORS ACT WITH HONESTY AND INTEGRITY

### Directors should:

- Act honestly and with integrity in all of their dealings for the company in a way that their honesty is beyond question
- Not make promises or commitments they know ANZ does not intend, or would be unable, to honour

- Adhere to the truth, and not knowingly mislead directly or indirectly or make false statements, or mislead by omission
- Not use the name of ANZ to further any personal or other business transaction
- Use goods, services and facilities provided to them by ANZ, strictly in accordance with the terms on which they are provided

## DIRECTORS TREAT OTHERS WITH RESPECT AND VALUE DIFFERENCE

### Directors should:

- Treat all people with whom they deal through their work at ANZ with dignity and respect
- Make appointment decisions based on merit, and not on attributes that are irrelevant to appointment or performance
- Never unlawfully discriminate, harass or bully anyone in their ANZ dealings. This includes being sensitive to behaviour that may be acceptable to them but not to others

## DIRECTORS RESPECT AND MAINTAIN PRIVACY AND CONFIDENTIALITY

### Directors should:

- Ensure that confidential information relating to customers, ANZ staff and ANZ's operations is not given by them either inadvertently or deliberately to third parties without the consent of ANZ
- Respect the privacy of others

# ANZ Non-Executive Director Code of Conduct

## **DIRECTORS IDENTIFY CONFLICTS OF INTEREST AND MANAGE THEM RESPONSIBLY**

### **Directors should:**

- Not improperly use information obtained by them as a Director of ANZ for personal financial gain, nor to obtain financial benefit for any other person or business
- Fully disclose active private or other business interests promptly and any other matters which may lead to potential or actual conflicts of interest in accordance with such policies that the Directors may adopt from time to time
- Fully disclose all relationships they have with ANZ in accordance with policies on independence that Directors may adopt from time to time. Directors' dealings with ANZ should always be at arm's length to avoid the possibility of actual or perceived conflicts of interest
- Comply with the ANZ Directors Disclosure of Interest Policy and Policy for Handling Conflicts of Interest

## **DIRECTORS DO NOT MAKE OR RECEIVE IMPROPER PAYMENTS, BENEFITS OR GAINS**

### **Directors should:**

- Never accept or offer any improper payment or benefit in connection with their role as an ANZ Director
- Never accept any gift, reward or entertainment, including discounted products, free travel or accommodation, if it could create any obligation or expectation that could conflict with their role as an ANZ Director. If in any doubt,

Directors should discuss the matter with the Chairman of the Board or Group General Counsel and Company Secretary

- Never try to improperly influence the outcome of an official decision, for example by offering a payment or benefit that is not legitimately due. Such payments or benefits are unacceptable
- Not use their status as a Director to seek personal gain from those doing business or seeking to do business with ANZ

## **DIRECTORS ABIDE BY AND COMPLY WITH THIS CODE, THE LAW AND APPLICABLE ANZ POLICIES AND PROCEDURES**

- Directors are subject to diverse legal responsibilities and should be familiar and comply with all relevant laws and regulations applicable to them. Accordingly, Directors must not take any action, or fail to take any action, that may breach the law or applicable ANZ policies, procedures or practices
- Directors must complete all induction and education programs required of them by the Board to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices