



4 January 2023

Market Announcements Office  
ASX Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

**Notice Corporations Act Subsection 259C(2)**

Attached is a notice given in accordance with a Corporations Act Subsection 259C(2) exemption, ASIC Instrument 22-0963 and associated Deed Poll. They have been approved for distribution by ANZ's Company Secretary.

Yours faithfully

**Simon Pordage**  
**Company Secretary**  
ANZ Group Holdings Limited

**Notice given in accordance with Corporations Act Subsection 259C(2) Exemption**

**To**  
Market Announcements Office  
ASX Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

- 1. Name of Company** ANZ Group Holdings Limited ABN 16 659 510 791 ("ANZ") gives notice of the aggregated percentage of voting shares in ANZ, in respect of which its associated entities have (1) the power to control voting or disposal and voting shares underlying derivatives and (2) a net economic exposure, in accordance with the terms of an exemption granted by the Australian Securities and Investments Commission pursuant to subsection 259C(2) of the Corporations Act.

Date of present notice: 4 January 2023

The previous notice was given to the ASX on: 23 December 2022

The previous notice was dated: 23 December 2022

- 2. Issued Share Capital** 3,003,366,782 fully paid Ordinary Shares in the capital of ANZ have been issued as at 3 January 2023.

- 3(a). Previous and present aggregated % of Voting Shares** The aggregated number and percentage of shares in each class of voting shares in ANZ in respect of which its controlled entities have power to control voting or disposal and voting shares underlying derivatives, when last required, and when now required, to give a notice to the ASX are:

Class of Shares	Previous Notice		Present Notice	
	Total Number	% of Total Shares	Total Number	% of Total Shares
Ordinary Fully Paid	4,181,875	0.14%	4,181,875	0.14%

- 3(b). Previous and present net economic exposure % of Voting Shares** The aggregated number and percentage of shares in each class of voting shares in ANZ in respect of which its controlled entities have a net economic exposure, when last required, and when now required, to give a notice to the ASX are:

Class of Shares	Previous Notice		Present Notice	
	Total Number	% of Total Shares	Total Number	% of Total Shares
Ordinary Fully Paid	4,181,875	0.14%	4,181,875	0.14%

- 4. Details of Controlled Entity Holdings** The following controlled entities are the holders in the Voting Shares referred to in paragraph 3 above.

Registered Holder	Controlled Entity entitled to be registered	Number of Shares	% of Total Shares
ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan	61,621	0.00%
Reserve Bank of NZ	ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios	106,666	0.00%

JP Morgan Chase Bank	ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios	1,817,844	0.06%
JP Morgan Chase Bank / Reserve Bank of NZ	ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios	462,600	0.02%
JP Morgan Nominees Australia Limited	ANZ Custodial Services New Zealand Limited as trustee for various private clients	1,733,144	0.06%
<b>Aggregation</b>		4,181,875	0.14%

<b>5. Changes in Voting Shares</b>	Particulars of change in voting shares in ANZ in respect of which its controlled entities are or were entitled since ANZ was last required to give a notice to the ASX are:
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NIL

<b>Addresses</b>	The addresses of entities named in this form are as follows:
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<b>Name</b>	<b>Address</b>
ANZ	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
ANZEST Pty Ltd	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
ANZ New Zealand Investments Limited	ANZ Centre, 23-29 Albert Street, Auckland, New Zealand
JP Morgan Chase Bank	85 Castlereagh Street, Sydney NSW 2000
JP Morgan Nominees Australia Limited	85 Castlereagh Street, Sydney NSW 2000
Reserve Bank of NZ	2 The Terrace, PO Box 2498 Wellington 6011, New Zealand
ANZ Custodial Services New Zealand Limited	ANZ Centre, 23-29 Albert Street, Auckland, New Zealand

print name Simon Pordage

Capacity Company Secretary

Sign here \_\_\_\_\_

Date 4 January 2023

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 259C(2) — Exemption**

**Enabling legislation**

- 1 The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 259C(2) of the *Corporations Act 2001* (the *Act*).

**Title**

- 2 This instrument is ASIC Instrument 22-0963.

**Commencement**

- 3 This instrument commences on the date it is signed.

**Revocation**

- 4 ASIC Instrument 19-1239 is revoked.

**Exemption**

- 5 ANZ Group Holdings Limited ACN 659 510 791 (*ANZ*) is exempt from the operation of section 259C of the Act.

**Where exemption applies**

- 6 The exemption applies to the issue or transfer of shares or units of shares of ANZ to, or in trust for, a prescribed controlled entity in any of the following circumstances:
  - (a) an issue of shares or units of shares of ANZ made under:
    - (i) Exceptions 1, 4, 6 or 14 in Rule 7.2 of the ASX Listing Rules; or
    - (ii) Exception 9 in Rule 7.2 of the ASX Listing Rules on the conversion of convertible securities but only to the extent the convertible securities were issued under an exception specified in sub-subparagraph (i); or
    - (iii) a placement of shares made by ANZ where:
      - (A) no more than 15% of the shares issued in the placement are allocated to all controlled entities; and
      - (B) participation in the placement by controlled entities is on the same or no more favourable terms as the terms for other participants;
  - (b) a transfer of shares or units of shares of ANZ:
    - (i) effected on a prescribed financial market or on the market operated by NZX and not by way of a special crossing; or
    - (ii) under or as a result of a transaction between the transferor and a prescribed controlled entity that:
      - (A) where Chapter 2E of the Act applies to the transaction - does not contravene that Chapter and would not contravene that Chapter if section 214 were

omitted; and

- (B) where Part 5C.7 of the Act applies to the transaction—does not contravene that Part;
  - (c) in relation to a prescribed controlled entity of the kind referred to in paragraph (ii) or (iii) of the definition of *prescribed controlled entity*:
    - (i) an issue of shares or units of shares which satisfies subparagraph 6(a) and is made in connection with the investment-linked benefits business of that prescribed controlled entity or the participating business of a statutory fund of the life insurance company or the NZ Life Funds; or
    - (ii) a transfer of shares or units of shares which satisfies subparagraph 6(b) and is made in connection with the investment-linked benefits business of that prescribed controlled entity or the participating business of a statutory fund of the life insurance company or the NZ Life Funds.
- 7 The exemption does not apply unless ANZ has given to ASIC a deed expressed to be irrevocable without the prior consent of ASIC and for the benefit of, and enforceable by, ASIC under which ANZ undertakes:
- (a) to ensure that the number of votes attached to all voting shares of ANZ in respect of which ANZ or its controlled entities have the power (including under the terms of a derivative) to control voting or disposal, does not exceed 5% of the total number of votes attached to all voting shares of ANZ;
  - (b) to ensure that, in relation to a prescribed controlled entity of the kind referred to in paragraph (ii) of the definition of *prescribed controlled entity*, the aggregate amount of assets in the statutory fund's retained profits and shareholder capital accounts that is invested in ANZ's shares is no more than 3% of the level of assets in those accounts that is required to satisfy any capital requirements imposed by the Australian Prudential Regulation Authority;
  - (c) to ensure that, in relation to the NZ Life Funds, the aggregate amount of assets in the NZ Life Funds' retained profits and shareholder capital accounts that is invested in ANZ shares is no more than 3% of the level of assets in those accounts that is required to satisfy any capital requirements imposed by the New Zealand Society of Actuaries (Inc);
  - (d) to ensure that a prescribed controlled entity does not exercise votes attached to shares issued or transferred in the circumstances specified in paragraph 6 other than where, in circumstances where the shares were issued or transferred to a prescribed controlled entity of the kind referred to in paragraph (i) of the definition of *prescribed controlled entity*, the votes are exercised by the entity in accordance with the directions of a client;
  - (e) to disclose to ASX:
    - (i) within 2 business days of the commencement of trading in ANZ's ordinary shares on the ASX, and thereafter no later than within two business days after the end of 3 months from the date the last disclosure was made under this subparagraph or such other period as ASIC may agree in writing:
      - (A) the number of voting shares of ANZ in respect of which it or its controlled entities have the power to control voting or disposal expressed as a percentage of the total number of shares of ANZ; and
      - (B) the number of voting shares of ANZ in respect of which it or its controlled entities have a net economic exposure to shares of ANZ expressed as a percentage of the total number of shares of ANZ; and

- (ii) no later than before the end of two business days after the day on which ANZ became aware of the movement, any movement of at least 1% in either of the percentages referred to in sub-subparagraph (i);

and, in making these disclosures, to include the details set out in subsection 671B(3) of the Act as if section 671B applied;

- (iii) a copy of this instrument by way of an announcement at the same time ANZ gives the first periodic disclosure under subparagraph 7(e)(i);

(f) to:

- (i) keep records of acquisitions and disposals of shares of ANZ and derivatives, by ANZ and its controlled entities, for a period of at least 12 months after the date of the acquisition or disposal, including:

- (A) date and time;
- (B) volume;
- (C) price; and
- (D) the broker responsible for executing the trade; and

- (ii) within five business days after receipt of a written request, make those records available for inspection by ASIC, ASX, NZX (for so long as ANZ shares are quoted on NZX) or any other market licensee where ANZ shares are quoted, or constitute the underlying security for a financial product quoted, on the market conducted by the licensee; and

- (g) to give a written notice to ASIC within five business days after becoming aware that it has failed to comply with the terms of the deed, other than in an immaterial respect, and setting out the details of the non-compliance.

## Interpretation

7 In this instrument:

- (a) **ASIC Class Order [CO 13/763]** means that class order as in force on the date of this instrument and as amended or replaced from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;

**ASX** means the financial market operated by ASX Limited ACN 008 624 691;

**ASX Listing Rules** means those rules as in force on the date of this instrument with any modifications or waivers which ASX may grant to ANZ;

**client**, in relation to a IDPS, means a person to whom the operator provides services under the IDPS and does not include ANZ or its controlled entities, or their associates;

**controlled entity** means an entity that is controlled, within the meaning of section 259E of the Act, by ANZ;

**derivative** means a derivative within the meaning given by section 761D of the Act for which the value of the arrangement is ultimately determined, derived from or varies by reference to (wholly or in part) the value of shares of ANZ;

**economic exposure** means a financial exposure that:

- (i) arises because of an arrangement (including, but not limited to, a derivative) in relation to shares of ANZ; and
- (ii) may result in the incurring of a profit or a loss to ANZ or its controlled entities as a result of a change in the price or value of shares of ANZ;

**IDPS** has the meaning given by ASIC Class Order [CO 13/763];

**life company** has the meaning given by the Schedule to the *Life Insurance Act 1995*;

**life insurance business** has the meaning given by section 11 of the *Life Insurance Act 1995*;

**market licensee** has the meaning given by section 761A of the Act;

**NZ Life Funds** means assets held by a controlled entity of ANZ to meet the professional standards from time to time issued by the New Zealand Society of Actuaries (Inc) relating to prudential capital adequacy or solvency requirements for an entity carrying on a life insurance business in New Zealand;

**NZX** means NZX Limited;

**operator**, in relation to an IDPS, has the meaning given by ASIC Class Order [CO 13/763];

**prescribed controlled entity** means a controlled entity that is:

- (i) a trustee or responsible entity of a managed investment scheme;
- (ii) a life company which carries on a life insurance business of providing investment-linked benefits within the meaning of paragraph 31 (b) of the *Life Insurance Act 1995* or providing investments relating to the participating business of a statutory fund of the life insurance company;
- (iii) an entity carrying on a life insurance business in New Zealand and that holds NZ Life Funds; or
- (iv) a trustee of a superannuation entity under the *Superannuation Industry (Supervision) Act 1993*;

**prescribed financial market** has the meaning given by section 9 of the Act;

**relevant interest** has the meaning given by Part 6.1 of the Act;

**special crossing** has the meaning given by the operating rules of ASX or the participant rules of NZX (as the case may be) as in force as at the date of this instrument;

**statutory fund** has the meaning given by section 29 of the *Life Insurance Act 1995*;

- (i) for the purposes of sub-subparagraph 7(e)(i), in calculating the number of shares of ANZ in respect of which it or its controlled entities have a **net economic exposure**, if, in relation to an economic exposure, a change in the price or value of the shares would result in a profit (or loss) in respect of a share and an offsetting loss (or profit) in respect of another share, do not include those shares in the calculation; and
- (ii) for the purposes of sub-subparagraph 7(e)(ii), there is a movement of at least 1% in a percentage referred to in sub-subparagraph 7(e)(i) if the percentage increases or decreases by one or more percentage points from the percentage last disclosed under

subparagraph 7(e).

Dated this 16<sup>th</sup> day of November 2022

A handwritten signature in black ink, appearing to be 'Genevieve Lai', written in a cursive style.

Signed by Genevieve Lai  
as delegate of the Australian Securities and Investments Commission



# Deed Poll

ANZ Group Holdings Limited (ACN 659 510 791) (ANZ)

## Deed Poll

This Deed Poll is made by:

**ANZ Group Holdings Limited** (ACN 659 510 791) of ANZ  
Centre Melbourne, Level 9, 833 Collins Street, Docklands, Victoria 3008 (**ANZ**)

in favour of and enforceable by:

The Australian Securities and Investments Commission (**ASIC**).

## RECITALS

- a) By ASIC Instrument 22-0963 issued pursuant to subsection 259C(2) of the *Corporations Act 2001* (Cth) (**Act**), ASIC has exempted ANZ from the operation of section 259C of the Act (**Exemption**).
- b) To obtain the benefit of the Exemption, ANZ is required to make this deed poll (**Deed Poll**) in favour of ASIC.

## OPERATIVE PROVISIONS

### 1 DEFINITIONS AND INTERPRETATIONS

- 1.1 Words and expressions defined in the Exemption and not otherwise defined in this Deed Poll have the same meaning as in the Exemption.

### 2 UNDERTAKINGS

- 2.1 As contemplated in paragraph 7 of the Exemption, ANZ covenants with ASIC as follows:

#### **5% limit**

- a) to ensure that the number of votes attached to all voting shares of ANZ in respect of which ANZ or its controlled entities have the power (including under the terms of a derivative) to control voting or disposal, does not exceed 5% of the total number of votes attached to all voting shares of ANZ;

#### **3% limit for statutory funds**

- b) to ensure that, in relation to a prescribed controlled entity of the kind referred to in paragraph (ii) of the definition of **prescribed controlled entity** in the Exemption, the aggregate amount of assets in the statutory fund's retained profits and shareholder capital accounts that is invested in ANZ's shares is no more than 3% of the level of assets in those accounts that is required to satisfy any capital requirements imposed by the Australian Prudential Regulation Authority;
- c) to ensure that, in relation to the NZ Life Funds, the aggregate amount of assets in the NZ Life Funds' retained profits and shareholder capital accounts that is invested in ANZ shares is no more than 3% of the level of assets in those accounts that is required to satisfy any capital requirements imposed by the New Zealand Society of Actuaries (Inc);

### ***Voting restrictions***

- d) to ensure that a prescribed controlled entity does not exercise votes attached to shares issued or transferred in the circumstances specified in paragraph 6 of the Exemption other than where, in circumstances where the shares were issued or transferred to a prescribed controlled entity of the kind referred to in paragraph (i) of the definition of ***prescribed controlled entity*** in the Exemption, the votes are exercised by the entity in accordance with the directions of a client;

### ***Disclosure of interests***

- e) to disclose to ASX:
  - i. within two business days of the commencement of trading in ANZ's ordinary shares on the ASX and thereafter no later than within two business days after the end of three months from the date the last disclosure was made under this clause 2.1(e) or such other period as ASIC may agree in writing:
    - (A) the number of voting shares of ANZ in respect of which it or its controlled entities have the power to control voting or disposal expressed as a percentage of the total number of shares of ANZ; and
    - (B) the number of voting shares of ANZ in respect of which it or its controlled entities have a net economic exposure, expressed as a percentage of the total number of shares of ANZ; and
  - ii. no later than before the end of two business days after the day on which ANZ became aware of the movement, any movement of at least 1% in either of the percentages referred to in clause 2.1(e)(i);and, in making these disclosures, to include the details set out in subsection 671B(3) of the Act as if section 671B applied;
- iii. a copy of the Exemption by way of an announcement at the same time ANZ gives the first periodic disclosure under clause 2.1(e)(i);

### ***Record keeping requirements***

- f) to:
  - i. keep records of acquisitions and disposals of shares of ANZ and derivatives, by ANZ and its controlled entities, for a period of at least 12 months after the date of the acquisition or disposal, including:
    - A. date and time;
    - B. volume;
    - C. price; and
    - D. the broker responsible for executing the trade; and
  - ii. within five business days after a receipt of a written request, make those records available for inspection by ASIC, ASX, NZX (for so long as ANZ shares are quoted on NZX) or any other market licensee where ANZ shares are quoted, or constitute the underlying security for a financial product quoted, on the market conducted by the licensee; and
- g) to give a written notice to ASIC within five business days after becoming aware that it has failed to comply with the terms of this deed, other than in an immaterial respect, and setting out the details of the non-compliance.

- 2.2 Clause 2.1(d) relates only to those ANZ shares and units in ANZ shares in circumstances where, but for the Exemption, their issue or transfer to a controlled entity would contravene section 259C of the Act.

### **3 Benefit of the Deed Poll**

- 3.1 The Deed Poll is only for the benefit of, and may only be enforced by, ASIC.
- 3.2 ANZ acknowledges that this deed poll duly executed by it (**original deed poll**), which is then subsequently scanned as a PDF copy (**scanned PDF copy**) and attached to an email to be sent to ASIC will not be invalid as a record of this transaction between the parties because that email to ASIC is an electronic communication and that scanned PDF copy may be produced in evidence in place of the original deed poll. ANZ agrees that sections 7, 10 and 11 of the *Electronic Transactions Act 2000* (Vic) apply to this deed poll.

### **4 Amendment of the Deed Poll**

- 4.1 ANZ may modify, vary or amend this Deed Poll only with the express prior written approval of ASIC. To modify, amend, or vary this Deed Poll, ANZ must execute a supplemental deed poll in favour of ASIC.

### **5 Termination of the Deed Poll**

- 5.1 This Deed Poll automatically terminates upon the expiry or revocation of the Exemption, unless otherwise agreed by ASIC and ANZ.
- 5.2 This Deed Poll is irrevocable without the prior consent of ASIC.

### **6 Governing Law**

- 6.1 This Deed Poll is governed by the law in force in Victoria.

**EXECUTED** as a deed poll

**SIGNED, SEALED and DELIVERED**  
for **ANZ Group Holdings Limited** under  
Power of Attorney dated 24 October 2022  
(and the attorney declares that he  
or she has not received notice of the  
revocation of such Power of Attorney)  
in the presence of:

