



## Announcement Summary

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**Entity name**

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Tuesday June 1, 2021

**The Proposed issue is:**

A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
n/a	ANZ Capital Notes 6	10,000,000

**Closing date for receipt of acceptances**

Wednesday June 30, 2021

**Proposed +issue date**

Thursday July 8, 2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

**1.2 Registered Number Type**

ABN

**Registration Number**

11005357522

**1.3 ASX issuer code**

ANZ

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

Tuesday June 1, 2021

**1.6 The Proposed issue is:**

A non-+pro rata offer of +securities under a +disclosure document or +PDS



Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

Part 5A - Conditions

**5A.1 - Are any of the following approvals required for the non-pro rata offer of securities under a disclosure document or PDS?**

- Security holder approval
- Court approval
- Lodgement of court order with ASIC
- ACCC approval
- FIRB approval
- Another approval/condition external to the entity

No

Part 5B - Offer details

**Is the proposed security a 'New class' (securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this security include an offer of attaching securities?**

No

Details of securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed securities are appropriate and equitable under listing rule 6.1?**

Yes

**Will the entity be seeking quotation of the 'new' class of securities on ASX?**

Yes

**ASX security code**

New class-code to be confirmed

**Security description**

ANZ Capital Notes 6

**Security type**

Other

**The number of securities to be offered under the disclosure document or PDS**

10,000,000



**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Unit based

**Please enter the minimum acceptance value**

50

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

No

#### Offer price details

**Has the offer price been determined?**

Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 100.00000

#### Oversubscription & Scale back details

**Will the entity be entitled to accept over-subscriptions?**

Yes

**Provide details of the number or value of over-subscriptions that the entity may accept**

There is no maximum limit or value of over-subscriptions under the ANZ Capital Notes 6 offer. ANZ retains discretion to issue more than 10,000,000 ANZ Capital Notes 6. Details on ANZ's allocation policy in respect of ANZ Capital Notes 6 are set out in section 4.3 of the ANZ Capital Notes 6 Prospectus dated 1 June 2021. Capitalised terms used in this Appendix 3B have the meaning given to them in that Prospectus.

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

Details on ANZ's allocation policy in respect of ANZ Capital Notes 6 are set out in section 4.3 of the ANZ Capital Notes 6 Prospectus dated 1 June 2021.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes



Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

[www.capitalnotes6.anz.com](http://www.capitalnotes6.anz.com)

#### Part 5C - Timetable

##### 5C.1 Lodgement date of +disclosure document or +PDS with ASIC

Tuesday June 1, 2021

##### 5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

Wednesday June 9, 2021

##### 5C.3 Offer open date

Wednesday June 9, 2021

##### 5C.4 Closing date for receipt of acceptances

Wednesday June 30, 2021

##### 5C.6 Proposed +issue date

Thursday July 8, 2021

#### Part 5D - Listing Rule requirements

##### 5D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

##### 5D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

##### 5D.1b ( i ) How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

10,000,000 ANZ Capital Notes 6, although as noted above ANZ has the ability to issue more or less ANZ Capital Notes 6.

##### 5D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

##### 5D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

Yes

#### Part 5E - Fees and expenses



**5E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**5E.1a Who is the lead manager/broker?**

The Joint Lead Managers are ANZ Securities Limited, Commonwealth Bank of Australia, E&P Corporate Advisory Pty Limited, Morgan Stanley Australia Securities Limited, Morgans Financial Limited, Ord Minnett Limited, Shaw and Partners Limited, UBS AG, Australia Branch and Westpac Institutional Bank. The Co-Manager is Crestone Wealth Management Limited.

**5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

Please refer to section 8.5 of the ANZ Capital Notes 6 Prospectus for details of the fees payable to the Joint Lead Managers.

**5E.2 Is the proposed offer to be underwritten?**

No

**5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

Yes

**5E.3a Will the handling fee or commission be Dollar based or Percentage based?**

Percentage based (%)

**5E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors**

1.250000 %

**5E.3c Please provide any other relevant information about the handling fee or commission method**

Please refer to section 8.5 of the ANZ Capital Notes 6 Prospectus.

**5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Please refer to section 8.5 of the ANZ Capital Notes 6 Prospectus.

Part 5F - Further Information

**5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

ANZ will use the proceeds of the ANZ Capital Notes 6 offer to refinance ANZ Capital Notes 1 and for general corporate purposes.

**5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority**

Details on ANZ's allocation policy in respect of ANZ Capital Notes 6 are set out in section 4.3 of the ANZ Capital Notes 6 Prospectus dated 1 June 2021.



**5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS**

[www.capitalnotes6.anz.com](http://www.capitalnotes6.anz.com)

**5F.4 Any other information the entity wishes to provide about the proposed offer**