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Information memorandum

ANZ Group Holdings Limited



1 Purpose of Information Memorandum

This Information Memorandum has been prepared by ANZ Group Holdings Limited ACN 659 510 791 (**ANZ NOHC**) in connection with its application for:

- (a) admission to the official list of the Australian Securities Exchange (**ASX**); and
- (b) fully paid ordinary shares in the capital of ANZ NOHC (**ANZ NOHC Shares**) to be granted official quotation on the securities exchange operated by ASX.

This document is not a disclosure document lodged with the Australian Securities and Investments Commission (**ASIC**) under the *Corporations Act 2001* (Cth) (**Corporations Act**).

This document does not constitute or contain any offer of ANZ NOHC Shares for issue or any invitation to apply for the issue of ANZ NOHC Shares.

Neither ASX nor any of its officers takes any responsibility for the contents of this Information Memorandum.

2 Incorporation of Explanatory Memorandum

Australia and New Zealand Banking Group Limited ACN 005 357 522 (**ANZBGL**) prepared an explanatory memorandum dated 27 October 2022 in connection with its proposal to establish a non-operating holding company, ANZ NOHC, as the new listed parent company of the ANZ group and to separate its banking and certain non-banking businesses (**Explanatory Memorandum**).

The following parts of the Explanatory Memorandum are taken to be included in this Information Memorandum:

- 'Important notices' to the extent it relates to ANZ NOHC;
- Section 3 (Frequently asked questions) to the extent it relates to ANZ NOHC;
- Section 4 (Overview of the Restructure and effect on the ANZ Group) to the extent it relates to ANZ NOHC;
- Section 5 (Rationale, benefits, disadvantages and risks) to the extent it relates to ANZ NOHC;
- Section 6 (Financial information) to the extent it relates to ANZ NOHC;
- Section 7 (Implementing the Restructure) to the extent it relates to ANZ NOHC;
- Section 8 (Tax implications of the Scheme) to the extent it relates to ANZ NOHC;
- Section 9 (Additional information) to the extent it relates to ANZ NOHC;
- Section 10 (Glossary);
- Annexure 1 (Independent Expert's Report) to the extent it relates to ANZ NOHC;
- Annexure 2 (Investigating Accountant's Report) to the extent it relates to ANZ NOHC;
- Annexure 3 (Scheme of arrangement); and



- Annexure 4 (Deed Poll).

Words defined in the Explanatory Memorandum have the same meaning where used in this Information Memorandum (unless the context otherwise requires).

3 Matters in relation to the Scheme

ANZ NOHC confirms the following:

- each condition to the Scheme has been satisfied or waived; and
- the Implementation Deed, Deed Poll and Restructure Deed remain in force and effect.

On the Implementation Date (being 3 January 2022), each eligible ANZ Shareholder will receive one ANZ NOHC Share for each ANZ Share they hold on the Scheme Record Date (7.00pm (Melbourne time) on 22 December 2022). Holding statements in respect of these ANZ NOHC Shares will be despatched on 4 January 2023.

4 ASX listing

An application has been made to ASX on or about the date of this Information Memorandum for ANZ NOHC to be admitted to the official list of ASX and for ANZ NOHC Shares to be granted official quotation on the securities exchange operated by ASX.

Neither ASIC nor ASX accepts responsibility for any statement in this Information Memorandum. The fact that ASX may admit ANZ NOHC to the official list of ASX is not to be taken in any way as an indication of the merits of ANZ NOHC.

5 Capital structure

The table below sets out the indicative capital structure of ANZ NOHC immediately following implementation of the Scheme.

Type of security	Number on issue
ANZ NOHC Shares	3,003,366,782
ANZ NOHC options and rights	7,024,446

Attachment 1 sets out an indicative:

- statement of names of the 20 largest holders of ANZ NOHC Shares, and the number and percentage of ANZ NOHC Shares held by those holders; and
- distribution schedule of ANZ NOHC Shares, setting out the number of holders in certain categories and the total percentage of ANZ NOHC Shares held in each category,



immediately following implementation of the Scheme.

6 Capital raisings

ANZ NOHC has not raised any capital for the three months before the date of this Information Memorandum and the board of ANZ NOHC does not anticipate the need to raise any capital for three months after the date of this Information Memorandum, other than:

- as described in the Explanatory Memorandum; or
- in respect to any securities issued in connection to an employee incentive plan, dividend reinvestment plan or bonus option plan.

7 Compliance with Listing Rule 3.1

ANZBGL confirms that it is in compliance with Listing Rule 3.1 as at the date of this Information Memorandum.

8 Supplementary information announced to the ASX

ANZ NOHC will announce to the ASX if it becomes aware of any of the following between the date of this Information Memorandum and the date on which ANZ NOHC Shares are quoted:

- a material statement in this Information Memorandum is misleading or deceptive;
- there is a material omission from this Information Memorandum;
- there has been a significant change affecting a matter included in this Information Memorandum; or
- a significant new circumstance has arisen and it would have been required to be included in this Information Memorandum if it had arisen prior to the date of this Information Memorandum.

9 ASX waiver

The ASX Listing Rule waivers and confirmations provided by ASX to ANZ NOHC in relation to its admission to the official list are set out in section 9.8(b) of the Explanatory Memorandum. In addition, ASX has, based solely on the information provided by ANZ, granted a waiver from Listing Rule 1.1 condition 12 to the extent necessary to allow ANZ NOHC to have unquoted options/rights on issue with an exercise price less than \$0.20.



10 Disclosure of interests

10.1 Directors

Other than as set out in the Explanatory Memorandum, no director or proposed director of ANZ NOHC or any entity in which any such director or proposed director is a member or partner has at the date of this Information Memorandum, or within two years before the date of this Information Memorandum had, any interests in the promotion of ANZ NOHC or in any property acquired or proposed to be acquired by ANZ NOHC and no amounts, whether in cash or securities or otherwise, have been paid or agreed to be paid by any person to any director or proposed director or to any entity in which a director or proposed director is a member or partner, either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them or by the entity in connection with the promotion or formation of ANZ NOHC.

10.2 Experts

Other than as set out in the Explanatory Memorandum, no expert named in the Explanatory Memorandum or entity in which any such expert is a member or partner has any interest in the promotion of ANZ NOHC or in any property acquired or proposed to be acquired by ANZ NOHC and no amounts, whether in cash or securities or otherwise, have been paid or agreed to be paid by any person to any such expert or to any entity in which any such expert is a member or partner for services rendered by him or her or the entity in connection with the promotion or formation of ANZ NOHC.

11 Statement from Directors

Each director of ANZ NOHC believes that ANZ NOHC has enough working capital to carry out its stated objectives.

12 Authorisation

Each director of ANZ NOHC has approved and authorised the release of this Information Memorandum, and has given written authorisation to the company secretary to sign and deliver this Information Memorandum.

13 ANZ Shareholder Information Line

If you have any questions about the Scheme, please contact the ANZ Shareholder Information Line on 1800 11 33 99 (within Australia) or +61 3 9415 4010 (outside Australia). This line is open between 8.30am and 5.00pm, Monday to Friday (excluding public holidays).

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Simon Pordage
Company Secretary,
ANZ NOHC and ANZBGL

DATED: 20 December 2022



Attachment 1

Capital structure

20 largest holders

	Name	Number of shares	% of shares
1	HSBC Custody Nominees (Australia) Limited	817,121,239	27.21%
2	J P Morgan Nominees Australia Pty Limited	432,430,274	14.40%
3	Citicorp Nominees Pty Limited	246,107,658	8.19%
4	National Nominees Limited	83,259,670	2.77%
5	BNP Paribas Noms Pty Ltd <DRP>	57,410,973	1.91%
6	BNP Paribas Nominees Pty Ltd <AGENCY LENDING DRP A/C>	17,736,961	0.59%
7	HSBC Custody Nominees (Australia) Limited <NT-COMNWLTH SUPER CORP A/C>	16,628,966	0.55%
8	Netwealth Investments Limited <WRAP SERVICES A/C>	14,162,789	0.47%
9	Citicorp Nominees Pty Limited <COLONIAL FIRST STATE INV A/C>	11,759,716	0.39%
10	BNP Paribas Nominees Pty Ltd HUB24 CUSTODIAL SERV LTD <DRP A/C>	9,318,961	0.31%



Name	Number of shares	% of shares
11 Australian Foundation Investment Company Limited	8,487,710	0.28%
12 Argo Investments Limited	8,265,275	0.28%
13 ANZEST Pty Ltd <DEA CONTROL A/C>	6,389,104	0.21%
14 Custodial Services Limited <BENEFICIARIES HOLDING A/C>	5,183,814	0.17%
15 BNP Paribas Noms (NZ) LTD <DRP>	5,124,547	0.17%
16 IOOF Investment Services Limited <IPS SUPERFUND A/C>	3,736,991	0.12%
17 HSBC Custody Nominees (Australia) Limited	3,379,970	0.11%
18 Nulis Nominees (Australia) Limited <NAVIGATOR MAST PLAN SETT A/C>	3,379,970	0.11%
19 Navigator Australia Ltd <MLC INVESTMENT SETT A/C>	3,289,721	0.11%
20 New Zealand Central Securities Depository Limited	3,284,000	0.11%
Total for 20 largest shareholders	1,756,391,018	58.48%



Distribution schedule

Range	Total holders	Number of shares	% of shares
1 - 1,000	305,591	106,772,792	3.56%
1,001 – 5,000	182,610	415,273,137	13.83%
5,001 – 10,000	32,220	223,093,294	7.43%
10,001 – 100,000	18,287	364,681,242	12.14%
100,001 and over	459	1,893,546,317	63.05%
Total	539,167	3,003,366,782	100.00%