



Announcement Summary

Entity name

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED.

Announcement Type

New announcement

Date of this announcement

15/2/2023

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
New class-code to be confirmed	ANZ Capital Notes 8	10000000

Closing date for receipt of acceptances

22/3/2023

Proposed +issue date

24/3/2023

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

11005357522

1.3 ASX issuer code

AN3

1.4 The announcement is☒ New announcement**1.5 Date of this announcement**

15/2/2023

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 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?

☒ 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 8

+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 8 offer. ANZ retains discretion to issue more than 10,000,000 ANZ Capital Notes 8. Details on ANZ's allocation policy in respect of ANZ Capital Notes 8 are set out in section 4.4.3 of the ANZ Capital Notes 8 Prospectus dated 15 February 2023. 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 8 are set out in section 4.4.3 of the ANZ Capital Notes 8 Prospectus dated 15 February 2023.

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.



Part 5C - Timetable

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

15/2/2023

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

23/2/2023

5C.3 Offer open date

23/2/2023

5C.4 Closing date for receipt of acceptances

22/3/2023

5C.6 Proposed +issue date

24/3/2023

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-Managers are Bell Potter Securities Limited and LGT 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 8.6 of the ANZ Capital Notes 8 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 8.6 of the ANZ Capital Notes 8 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 8.6 of the ANZ Capital Notes 8 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 8 Offer to refinance ANZ Capital Notes 3 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 8 are set out in section 4.4.3 of the ANZ Capital Notes 8 Prospectus dated 15 February 2023.

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

www.capitalnotes.anz.com

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

This Appendix 3B has also been released under ANZ Group Holdings Limited (ASX: ANZ)'s ASX code because the ANZ Capital Notes 8 are convertible into ordinary shares in ANZ Group Holdings Limited in certain circumstances.