

ANZ 2022 SCHEME MEETING

Australia and New Zealand Banking Group Limited ABN 11 005 357 522 (**ANZ**) gives notice that, by order of the Federal Court of Australia (**Court**) pursuant to section 411(1) of the Corporations Act, a meeting of holders of fully paid ordinary shares in ANZ (**Scheme Meeting**) will be held on Thursday, 15 December 2022 at the later of 12:00pm (Adelaide Time) or the conclusion (or adjournment) of ANZ's 2022 Annual General Meeting (**AGM**).

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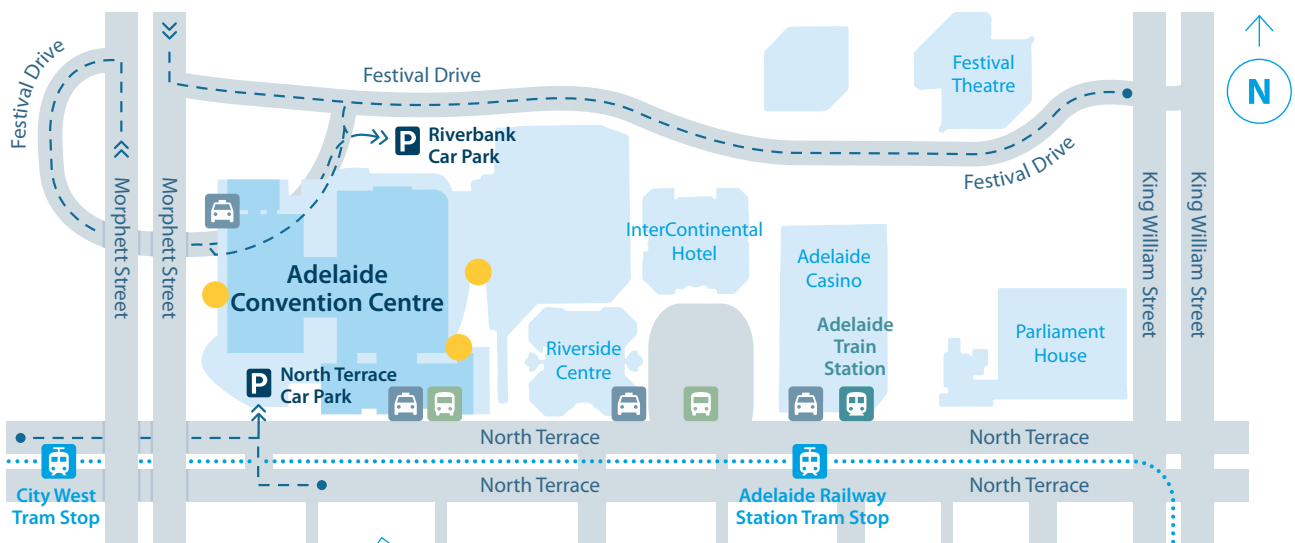
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TIME AND LOCATION OF THE SCHEME MEETING

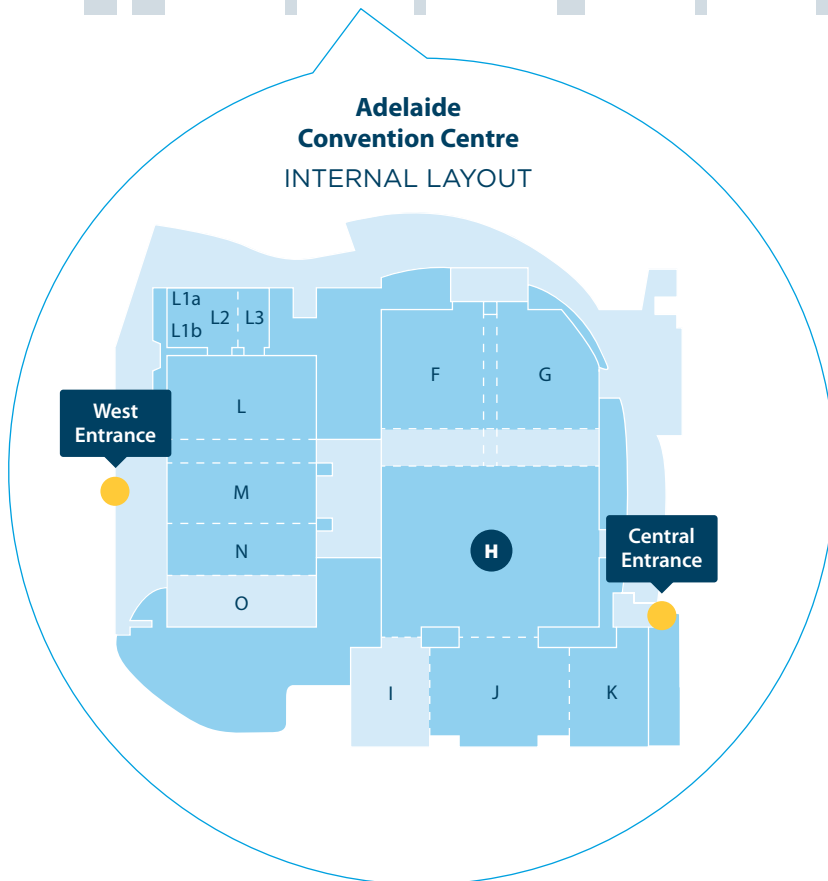
Thursday, 15 December 2022

To be held at the later of 12:00pm (Adelaide Time) or the conclusion (or adjournment) of ANZ's 2022 Annual General Meeting (**AGM**)

Adelaide Convention Centre,
Hall H, North Terrace
Adelaide SA 5000



Adelaide Convention Centre
INTERNAL LAYOUT



- Tram Line
- Vehicle Access
- Car Park
- Tram Stop
- Bus Stop
- Train Station
- Taxi Rank
- Entrance



Join the meeting online

To participate online visit <https://meetnow.global/ANZ2022> on your smartphone, tablet, or computer.

You will need the latest versions of Chrome, Firefox, Safari & Edge. Please ensure your browser is compatible. Refer to the instructions on the Online Meeting Guide document.



Join the meeting in person

ADELAIDE CONVENTION CENTRE (ACC)

The Adelaide Convention Centre (ACC) is located in the central business district off Adelaide, South Australia. The fully-equipped centre is close to public transport hubs and just 15 minutes by car from Adelaide Airport.

TRAVELLING BY PUBLIC TRANSPORT

Trams

Air-conditioned trams stop outside the Adelaide Convention Centre. Trips within the city centre are free. The route runs from Glenelg via Rundle Mall and the Central Market. Further information can be accessed at www.adelaidemetro.com.au

Suburban Rail

The main railway station is right next door to the Adelaide Convention Centre and it provides access from Adelaide's major suburban centres. Further information can be accessed at www.adelaidemetro.com.au

Taxi

A taxi rank is positioned immediately in front of the Adelaide Convention Centre on North Terrace. Additional ranks exist along North Terrace within close proximity.

Car

There are two car parks available for visitors to the Adelaide Convention Centre, namely the Riverbank and North Terrace car parks which are open 24 hours/day, 7 days a week. The car parks are situated under the Convention Centre (Riverbank) and beneath the Exhibition Hall.

Important Dates

All times are given in Australian Central Daylight Time (Adelaide Time) unless otherwise specified.

13 December 2022

3:30pm (Adelaide Time)

Latest time for receipt of proxy appointments

15 December 2022

Scheme Meeting to be held at the later of 12:00pm (Adelaide Time) or the conclusion (or adjournment) of ANZ's 2022 Annual General Meeting (**AGM**).

ANZ Shareholder Centre Website

Shareholders are able to view information in the manner that best suits them on our website: anz.com/shareholder/centre. Documents are available in various formats.

Explanatory Memorandum

ANZ proposes to establish a non-operating holding company as the new listed parent company of the ANZ Group and to separate ANZ's banking and certain non-banking businesses within the ANZ Group ("**Restructure**"). As part of that process, ANZ is required to convene a meeting of ANZ shareholders to consider and vote on a scheme of arrangement ("Scheme Meeting"), which is one of the steps required to implement the Restructure. The Explanatory Memorandum (also referred to as the Scheme Booklet) as announced to the ASX, provides the important information you need to help you decide on how to vote at the Scheme Meeting.

These documents are available at anz.com/schememeeting or by calling the Share Registrar on 1800 11 33 99 (within Australia) or (+61 3) 9415 4010 (outside Australia) to request a hard copy.



Scheme Booklet
anz.com/schememeeting



SCHEME MEETING

Thursday, 15 December 2022

Commencing at the later of 12:00 pm (Adelaide Time), or the conclusion (or adjournment) of ANZ's 2022 Annual General Meeting.

Registration opens

For those shareholders attending the meeting online – please log onto your electronic device and register your attendance

(you will need your SRN/HIN number in order to login to the online Meeting platform. For Proxyholders, a login will be provided to you by Computershare)

Scheme Meeting commences

- Welcome to Shareholders – Chairman
- Chief Executive Officer's presentation
- Item of Business

How business will be conducted at the meeting

The Scheme Meeting is an important event and we encourage shareholders to actively participate.

Important information about the conduct of the Scheme Meeting is set out below.

Discussion and asking questions

Discussion will take place on the item of business that is put to the Meeting – refer to "Business" and "Explanatory Notes" sections for further information relating to the items of business.

Shareholders as a whole will have a reasonable opportunity to ask questions at the Scheme Meeting and also via the online platform or verbally by phone.

To ensure that as many shareholders as possible have the opportunity to participate, shareholders are requested to observe the following guidelines:

- all shareholder questions should be stated clearly and should be relevant to the business of the Scheme Meeting;
- if a shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- shareholders should not ask questions at the Scheme Meeting relating to any matters that are personal to the shareholder or commercial in confidence.

Shareholders who prefer to register questions in advance of the Scheme Meeting are invited to do so.

A "Questions from Shareholders Form" will be made available on our Website anz.com/schememeeting. You can also submit any questions via the Proxy Voting Link investorvote.com.au/login (Control Nbr 131546).

We will attempt to address as many of the more frequently asked questions as possible in the Chairman's and Chief Executive Officer's presentations to the Scheme Meeting.

Written questions must be received by the Company by 4:30pm (Adelaide Time) on 8 December 2022, and can be submitted online, by mail, or email as set out on the top of the Questions from Shareholders Form.

Hybrid Scheme Meeting, webcast and photography

We have arranged for the Scheme Meeting to be filmed and broadcast via a webcast which can be viewed at anz.com/schememeeting.

After the Meeting you can also watch an archived recording on the ANZ website.

We have arranged for photographs to be taken at the Scheme Meeting. If you attend the Meeting in person, you may be included in photographs or the webcast recording.

For the safety and security of all those present at the Scheme Meeting, cameras and recording devices are not permitted.

Participating and voting online

For those shareholders who are attending the Scheme Meeting online, the Scheme Meeting will be webcast live online for participation and voting by shareholders and proxyholders via the online Meeting Platform at <https://meetnow.global/ANZ2022>.

To participate you will need a computer or mobile/tablet device with internet access. When you log onto the Online platform on the day of the Scheme Meeting, you will need to provide your details (including SRN or HIN) to be verified as a shareholder or proxyholder. Proxyholders will need their login details which will be provided by Computershare no later than 24 hours before the Meeting. Following this you will be given details as to how to vote and ask questions online during the Scheme Meeting.

More information about how to use the Scheme Meeting online platform (including how to vote and ask questions online during the Scheme Meeting) is available in the Online Meeting Guide and Online Frequently Asked Questions document, which have been lodged with ASX and are available at anz.com/schememeeting. If you intend to use the online platform, we recommend that you test to see that it works on your device before the Scheme Meeting commences.

Further instructions on device configurations are provided in the Online Meeting Guide.

Alternatively, shareholders may listen to the proceedings of the Scheme Meeting by dialing:

Country	Number	Guest Passcode
Australia	1800 173 224/ 1800 556 264	7500882
New Zealand	0800 452 794/ 0800 880 585	7500882
Worldwide	+61 7 3107 0200	7500882

If you wish to ask a question over the phone, please register follow the details below:

To register call the Share Registrar on 1800 11 33 99 or +61 3 9415 4010 and press option 3 (ANZ Meeting Phone conference details) to request a PIN and the conference call number.

See question 20 in the Frequently Asked Questions document for further details.

In addition to the above, shareholders can also watch an archived recording of the webcast after the Meeting at anz.com/schememeeting.

NOTICE OF SCHEME MEETING

Australia and New Zealand Banking Group Limited ABN 11 005 357 522

Notice of meeting

Australia and New Zealand Banking Group Limited ABN 11 005 357 522 (ANZ) gives notice that, by order of the Federal Court of Australia (Court) pursuant to section 411(1) of the Corporations Act, a meeting of holders of fully paid ordinary shares in ANZ (Scheme Meeting) will be held on Thursday, 15 December 2022 at the later of 12.00pm (Adelaide time) or the conclusion (or adjournment) of ANZ's 2022 Annual General Meeting (AGM).

The Scheme Meeting will be held at The Adelaide Convention Centre, North Terrace, Adelaide and online at <https://meetnow.global/ANZ2022>.

Business of the Scheme Meeting

The purpose of the Scheme Meeting is to consider and, if thought fit, to agree (with or without modification or conditions) to the following resolution (Scheme Resolution):

"That, pursuant to and in accordance with section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between Australia and New Zealand Banking Group Limited and the holders of its fully paid ordinary shares as contained in and more precisely described in the Explanatory Memorandum of which the notice convening this meeting forms part, is approved (with or without modification as approved by the Federal Court of Australia)."

Explanatory notes and other information

Terms used in this notice have the same meaning as set out in the Glossary in section 11 of the Explanatory Memorandum

(of which this Notice of Scheme Meeting forms part), unless indicated otherwise.

If you would like to receive a hard copy of this Notice of Scheme Meeting, 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 8.00am and 4.30pm (Adelaide time), Monday to Friday (excluding public holidays).

By order of the Court and the Board of Australia and New Zealand Banking Group Limited.



Simon Pordage – Company Secretary
Australia and New Zealand Banking Group Limited
27 October 2022

Explanatory notes

1. General

This notice of meeting and the Scheme Resolution should be read in conjunction with the explanatory memorandum of which this notice forms part (Explanatory Memorandum). The Explanatory Memorandum provides the important information you need to help you decide on how to vote on the Scheme Resolution.

Unless otherwise defined, terms used in this notice have the same meaning as set out in the Glossary in section 10 of the Explanatory Memorandum.

2. Eligibility to participate in and vote at the Scheme Meeting

For the purpose of voting at the Scheme Meeting, ANZ Shareholders will be entitled to participate in and vote at the Scheme Meeting if they are a registered holder of ANZ Shares on the ANZ Share Register as at 6.30pm (Adelaide time) on Tuesday, 13 December 2022. This means that transfers of ANZ Shares registered after that time will be disregarded in determining entitlements to participate in the Scheme Meeting and vote on the Scheme Resolution.

3. Required majorities at the Scheme Meeting

In accordance with section 411(4)(a) of the Corporations Act, for the Scheme to be approved by ANZ Shareholders, the Scheme Resolution must be passed by:

- unless the Court orders otherwise, a majority in number (more than 50%) of ANZ Shareholders present and voting (either in person or by proxy); and
- at least 75% of the votes cast on the Scheme Resolution.

4. Participation in the Scheme Meeting

ANZ Shareholders will have the opportunity to participate in the Scheme Meeting in the following ways:

- **in person** by attending Scheme Meeting held at The Adelaide Convention Centre, North Terrace, Adelaide immediately after the AGM but not before 12.00pm (Adelaide Time);
- **online** by participating and voting online at <https://meetnow.global/ANZ2022>;
- **lodge a proxy** in advance of the Scheme Meeting; or
- **lodge questions** in advance of the Scheme Meeting.

(a) Participating and voting in person

If you are attending the AGM prior to the Scheme Meeting, you may remain in the venue following the conclusion (or adjournment) of the AGM. The Scheme Meeting will commence immediately after the conclusion (or adjournment) of the AGM but not before 12.00pm (Adelaide time).

If you are not attending the AGM prior to the Scheme Meeting, you should arrive at the Scheme Meeting venue 30 minutes before the time designated for the Scheme Meeting. This will allow time for your shareholding to be checked against the ANZ Share Register and attendance noted, or any power of attorney or certificate of appointment of corporate representative to be verified, and attendance noted.

Alternative arrangements

In the lead up to the Scheme Meeting, ANZ will be closely monitoring the COVID-19 situation in Adelaide. If it becomes necessary or appropriate to make alternative or supplementary arrangements to hold the Scheme Meeting to those set out in this notice, ANZ Shareholders will be given as much notice as possible. Information relating to any alternative or supplementary

arrangements will be communicated to ANZ Shareholders by way of an announcement to the ASX and published on ANZ's website at anz.com/schememeeting.

(b) Participating and voting online

ANZ Shareholders (or their proxies, attorneys or authorised corporate representatives) will be able to participate in the Scheme Meeting including to vote and ask questions, in real-time online at <https://meetnow.global/ANZ2022>. ANZ Shareholders can access the Scheme Meeting online using a computer, tablet or mobile device with an internet connection. The link to attend the Scheme Meeting and AGM online is the same for both meetings.

By participating in the Scheme Meeting online, you will be able to:

- hear the meeting discussion and view presentation slides;
- ask questions while the Scheme Meeting is progressing; and
- vote during the Scheme Meeting.

If you intend to participate in the Scheme Meeting online, we recommend that you test to see that it works on your device before the Scheme Meeting commences in accordance with the instructions below.

- ANZ Shareholders can register to participate in the Scheme Meeting online by entering the following URL in their browser <https://meetnow.global/ANZ2022>. As the Scheme Meeting is being held after the AGM, ANZ Shareholders may register for the Scheme Meeting any time after registration for the AGM has opened. Registration for the AGM will open at 9.00am (Adelaide Time) (being 1 hour before the start of the AGM); and
- ANZ Shareholders will need the following details in order to log in to the Scheme Meeting online:
 - Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**); and postcode registered on your holding if you are an Australian shareholder. If you are an overseas shareholder, select the country registered on your holding from the drop-down menu.

If you are attending the AGM online, and intend to participate in the Scheme Meeting online, we recommend that you stay logged in following the conclusion (or adjournment) of the AGM in order to participate in the Scheme Meeting. The Scheme Meeting will commence immediately after the conclusion (or adjournment) of the AGM but not before 12.00pm (Adelaide time).

Proxyholders will need to contact Computershare Investor Services on +61 3 9415 4024 no later than 1 hour before the Scheme Meeting to obtain a unique email invitation link to participate online.

Online voting will be open between the commencement of the Scheme Meeting on Thursday, 15 December 2022 and the time at which the chair of the Scheme Meeting announces the poll is closed.

Further information on how to participate and vote online, and ask questions during the Scheme Meeting, is set out later in this notice and in the Online Meeting Guide available at anz.com/schememeeting.

Technical difficulties

Technical difficulties may arise during the Scheme Meeting. The chair of the Scheme Meeting has discretion as to whether and how the Scheme Meeting should proceed if a technical difficulty arises. In exercising their discretion, the chair will have regard to the number of ANZ Shareholders impacted and the extent to which participation in the business of the Scheme Meeting is affected.

Where considered appropriate, the chair of the Scheme Meeting may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, ANZ Shareholders are encouraged to lodge a proxy vote, even if they plan to attend the Scheme Meeting in person or online.

In the event of a technological failure that prevents ANZ Shareholders from having a reasonable opportunity to participate in the Scheme Meeting, ANZ will provide an update on its website and the ASX platform to communicate the details of any postponement or adjournment of the Scheme Meeting to ANZ Shareholders.

5. How to vote

Voting at the Scheme Meeting will be conducted by poll.

If you are an ANZ Shareholder entitled to vote at the Scheme Meeting, you may vote:

- **in person**, by attending the Scheme Meeting held at The Adelaide Convention Centre, North Terrace, Adelaide on 15 December 2022 immediately after the AGM but not before 12.00pm (Adelaide time);
- **online**, by participating and voting online at <https://meetnow.global/ANZ2022>;
- **by proxy**, by completing a proxy form online at www.investorvote.com.au or by completing, signing and lodging a paper proxy form for the Scheme Meeting in accordance with the instructions set out on the form. To be valid, your proxy form (online or paper) must be received by the ANZ Share Registry by 3.30pm (Adelaide Time) on 13 December 2022;
- **by attorney**, by appointing an attorney to attend and vote at the Scheme Meeting on your behalf and providing a duly executed power of attorney to the ANZ Share Registry by 3.30pm (Adelaide Time) on 13 December 2022; or
- **by corporate representative**, if you are a body corporate, by appointing a corporate representative to attend and vote at the Scheme Meeting on behalf of that ANZ Shareholder. The representative needs to provide a duly executed certificate of appointment (in accordance with the Corporations Act) to be admitted to the Scheme Meeting.

6. Jointly held ANZ Shares

If ANZ Shares are jointly held, each of the joint ANZ Shareholders is entitled to vote. However, if more than one ANZ Shareholder votes in respect of jointly held ANZ Shares, only the vote of the shareholder whose name appears first on the ANZ Share Register will be counted.

7. How to ask questions

(a) During the Scheme Meeting

ANZ Shareholders will have a reasonable opportunity to ask questions or make comments about the Scheme and Restructure at the Scheme Meeting in person, online or verbally by phone.

More information on how to ask questions during the Scheme Meeting online is set out in the Online Meeting Guide and the Frequently Asked Questions document available at anz.com/schememeeting.

To ask a question verbally by phone, ANZ Shareholders can call the ANZ Shareholder Information Line on 1800 11 33 99 (within Australia) or +61 3 9415 4010 to request a PIN and the conference call number.

(b) In advance of the Scheme Meeting

A Scheme Meeting Questions Form will be made available on the ANZ website at anz.com/schememeeting.

Questions must be received by 4.30pm (Adelaide Time) on Thursday, 8 December 2022, and can be submitted online, or by mail, fax, or email as set out on the top of the Scheme Meeting Questions Form.

8. How to submit a proxy

To appoint a proxy, you should complete and submit the proxy form in accordance with the instructions on that form.

- **online:** submitting it online at www.investorvote.com.au by following the prompts;
- **by mobile device:** if you have a smart phone or other compatible mobile device, you can lodge your vote via the ANZ Share Registry's voting website by scanning the QR code on the front of the proxy form. Log-in using the SRN/HIN and postcode for your shareholding;
- **by post:** posting it to the ANZ Share Registry, Computershare Investor Services Pty Ltd in the reply paid envelope provided (where applicable) or to the following address:

**Australia and New Zealand
Banking Group Limited**
C/- Computershare
Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001
Australia

- **by hand delivery:** depositing it at the ANZ Share Registry, Computershare Investor Services Pty Ltd, during normal business hours at the following address:
452 Johnston Street
Abbotsford VIC 3067; or
- **by fax:** faxing it to the ANZ Share Registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

If you complete and return a proxy form, you may still attend the Scheme Meeting in person or online. At registration you will have the opportunity to revoke your proxy appointment and vote at the meeting. Or you may allow the proxy appointment to stand and vote as per your voting instructions and attend as a non-voting shareholder which will allow you to ask questions.

9. Proxy voting by the chair of the Scheme Meeting

If the chair of the Scheme Meeting is a proxy, either by appointment or default, and the appointment does not provide any voting directions on the proxy form, by signing and returning the proxy form, the ANZ Shareholder will be expressly authorising the chair of the Scheme Meeting to cast their vote on the Scheme Resolution as the chair of the Scheme Meeting sees fit.

The chair of the Scheme Meeting intends to vote undirected proxies in favour of the Scheme Resolution.

10. Court approval

In accordance with section 411(4)(b) of the Corporations Act, to become Effective, the Scheme must be approved by the order of the Court. If the Scheme Resolution set out in this notice is agreed to by the required majorities set out above and the conditions set out in the Scheme are satisfied or waived (where capable of waiver), ANZ will apply to the Court for the necessary orders to give effect to the Scheme.

The ANZ Directors recommend you vote "Yes" in favour of the Scheme.

