

ANZ Fixed Income Fund ARSN 155 076 396 (Fund): Retirement of responsible entity

Due to internal restructuring within the Australia and New Zealand Banking Group Limited ABN 11 005 357 522 (**ANZ**), aimed at rationalising and improving the efficiency and effectiveness of its compliance, corporate governance and administration, it is proposed that ANZ Trustees Limited ABN 13 006 132 332 (**ANZ Trustees**) retire as responsible entity of the Fund (formerly known as the ANZ Diversified Fixed Income Common Fund DI2) in favour of OnePath Funds Management Limited ABN 21 003 002 800 (**OPFM**).

ANZ Trustees believes that the replacement of ANZ Trustees by OPFM as responsible entity of the Fund:

- is appropriate;
- is in the best interests of the members of the Fund; and
- will not adversely affect members of the Fund.

ANZ Trustees and OPFM are related bodies corporate as they have the same holding company, being ANZ.

OPFM has consented to act as the responsible entity of the Fund.

Subsection 601FL(1) of the Corporations Act provides that where the responsible entity of a registered scheme wants to retire, it must hold a members' meeting to explain its reasons for wanting to retire and enable the members to vote on a resolution to choose the new responsible entity.

ANZ Trustees has obtained relief from the Australian Securities and Investments Commission (**ASIC**) to enable the proposed change of responsible entity to occur without having to hold a members' meeting for the Fund on the condition that:

- ANZ Trustees provides this notice to members of the Fund; and
- the number of requests for a vote on the proposed change of responsible entity does not meet the threshold specified below.

ANZ Trustees must conduct a vote of the members of the Fund where:

- members who together hold at least 5% of the total value of units held by members in the Fund; or
- 100 members,

who would be entitled to vote if the proposal to change the responsible entity was put as a proposed resolution to a meeting of members, ask for a vote on the choice of the proposed responsible entity by giving written notice received by ANZ Trustees within 21 days from the date this notice is sent.

If sufficient members of the Fund ask for a vote, then ANZ Trustees will either arrange a postal vote or convene a meeting for the Fund to vote on a resolution for the choice of the proposed responsible entity.

If insufficient members of the Fund ask for a vote, then the change of responsible entity to OPFM will be implemented shortly after the 21 day notice period expires as follows:

- ANZ Trustees will lodge a notice with ASIC requesting that it be replaced as responsible entity of the Fund by OPFM, along with, amongst other things, a certificate setting out why ANZ Trustees reasonably considers that the appointment of OPFM as the replacement responsible entity would be in the best interests of members of the Fund; and
- ASIC will then alter its records with respect to the Fund to record OPFM as the responsible entity.

The change of responsible entity (including any Deed of Retirement and Appointment entered into by ANZ Trustees and OPFM) will not be effective until ASIC updates its record to reflect OPFM as the responsible entity of the Fund.

Please note that the Fund has ceased to operate as a “common fund” for the purposes of section 601SCA of the Corporations Act 2001 (Cth) and continues to be a registered managed investment scheme.

Steps and proposed timing of the retirement of ANZ Trustees as responsible entity

In order for ANZ Trustees to retire as responsible entity of the Fund, the following steps will need to be completed. The timings are estimates and are subject to change.

Step required	Proposed completion date
Mailout by ANZ Trustees to Fund members providing notification of proposed change in responsible entity, and providing opportunity to request, within 21 days, to vote on the change	16/04/2014
Last date for Fund members to request vote to approve OPFM as responsible entity	7/05/2014
Assuming no request for unitholders meeting, parties execute Deed of Retirement and Appointment of Responsible Entity	8/05/2014
Lodgement to ASIC to notify and seek approval to change the responsible entity from ANZT to OPFM	8/05/2014
ASIC register updated reflecting OPFM as the new responsible entity	30/05/2014
Updated PDS, Fund constitution, Compliance Plan and unit pricing policy to be released and provided to ASIC as appropriate	30/05/2014