

News Release

For Release: 15 November 2022

Non-Operating Holding Company Restructure – Independent Expert Confirmation

ANZ refers to its proposal to establish a non-operating holding company and to separate ANZ's banking and certain non-banking businesses into two groups (**Restructure**).

On 27 October 2022, ANZ released its reviewed financial statements for the full year ended 30 September 2022 (**Financial Results**).

Please find attached a letter from the Independent Expert, Grant Samuel & Associates Pty Limited, confirming that ANZ's Financial Results do not change the opinion set out in the Independent Expert's Report.

Further information about the proposed Restructure (including the scheme of arrangement (**Scheme**)), ANZ's explanatory memorandum in relation to the Restructure (**Explanatory Memorandum**), and the Independent Expert's Report (Annexure 1 of the Explanatory Memorandum) can be found on ANZ's website www.anz.com/schememeeting.

Recommendation of ANZ Directors

The ANZ Directors continue to believe the proposed Restructure (including the Scheme), is in the best interests of ANZ shareholders. The Restructure can only go ahead if the Scheme is approved by ANZ shareholders.

The ANZ Directors continue to recommend ANZ shareholders vote "Yes" in favour of the Scheme to implement the proposed Restructure.

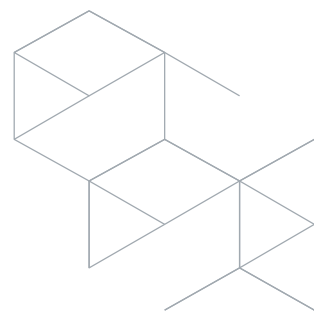
Scheme Meeting

The Scheme Meeting will be held on 15 December 2022 shortly following the conclusion or adjournment of the ANZ 2022 Annual General Meeting but not before 12.30pm (Melbourne time). ANZ shareholders may participate in the Scheme Meeting by attending in person or online at <https://meetnow.global/ANZ2022>.

For media enquiries contact:

Lachlan McNaughton
Senior Manager Media Relations
Tel: +61 457 494 414

Approved for distribution by ANZ's Continuous Disclosure Committee



14 November 2022

The Directors
Australia and New Zealand Banking Group Limited
833 Collins Street
Docklands VIC 3008

Dear Directors

Proposed Restructure of the ANZ Group Supplementary Letter – Confirmation of Opinion

1 Introduction

On 4 May 2022, Australia and New Zealand Banking Group Limited (“ANZ”), the parent entity of the ANZ Group, announced the intention to implement a non-operating holding company (“NOHC”) structure for the ANZ Group (“Restructure”). The Restructure involves:

- the establishment of a new parent entity for the ANZ Group, ANZ Group Holdings Limited (“ANZ NOHC”), which is a public company that will be listed on the Australian Securities Exchange (“ASX”) and on the New Zealand Stock Exchange. The NOHC structure will be implemented by way of a scheme of arrangement under Section 411 of the *Corporations Act 2001* (Cth) (“Corporations Act”) (the “Scheme”); and
- various internal share and asset transfers and other corporate actions (the “Business Restructure”) that will result in:
 - the separation of certain businesses and assets into the ANZ Bank Group and the ANZ Non-Bank Group; and
 - establishment of an internal service company, ANZ Group Services Pty Ltd (“ANZ ServiceCo”), which will be part of the ANZ Non-Bank Group, to hold certain property interests.

The Scheme is subject to the approval of ANZ shareholders. The Business Restructure does not require the approval of ANZ shareholders but is conditional on, and is expected to be undertaken immediately after, implementation of the Scheme.

The Directors of ANZ engaged Grant Samuel & Associates Pty Limited (“Grant Samuel”) to prepare an independent expert’s report in relation to the Restructure setting out whether, in its opinion, the Restructure (including the Scheme) is in the best interests of ANZ shareholders (the “Independent Expert’s Report”).

The Independent Expert’s Report, dated 26 October 2022, concluded that the Restructure (including the Scheme) is in the best interests of ANZ shareholders. The Independent Expert’s Report is contained in the Explanatory Memorandum in relation to the Restructure (also dated 26 October 2022) which was released to the ASX, has been sent to shareholders by ANZ and is also available on ANZ’s website.

On 27 October 2022, ANZ released its financial results for the year ended 30 September 2022 (“FY22 Financial Results”).

The Directors of ANZ have requested that Grant Samuel review the FY22 Financial Results and prepare a supplementary disclosure confirming, if appropriate, that the FY22 Financial Results do not change the opinion set out in in the Independent Expert’s Report (“Supplementary Letter”).

A copy of the Supplementary Letter will be released to the ASX and be made available on ANZ’s website.



2 Additional Information

Grant Samuel's review of the FY22 Financial Results has been based on:

- publicly available information (including the ANZ Full Year Results, Dividend Announcement & Appendix 4E, News Release – ANZ 2022 Full Year Result and Proposed Dividend, ANZ 2022 FY Results Presentation & Investor Discussion Pack and ANZ 2022 Annual Report);
- a Board paper in relation to the Restructure dated 26 October 2022; and
- discussions with, and other information received from, ANZ management.

3 Analysis

ANZ has not prepared updated pro forma financial information for the ANZ NOHC Group. However, ANZ management has confirmed that:

- the contribution (in percentage terms) of ANZ Non-Bank Group (including ANZ ServiceCo) to the deconsolidated FY22 operating income and net profit after tax is not materially different from the contribution for the six months ended 31 March 2022 ("1HY22");
- the contribution (in percentage terms) of ANZ Non-Bank Group (including ANZ ServiceCo) to the deconsolidated 30 September 2022 total assets and net assets is not materially different from the contribution at 31 March 2022; and
- there has been no material change (i.e. investments, acquisitions, revaluations or impairments) in the total assets and net assets of ANZ Non-Bank Group (including ANZ ServiceCo) from 31 March 2022 to 30 September 2022.

Furthermore, ANZ management has confirmed that:

- there has been no change to the estimated additional ongoing costs as a result of the Restructure of less than \$5 million per annum (before tax); and
- there has been no change to the estimated one-off transaction and implementation costs associated with the Restructure of \$35 million (before tax) (\$29 million after tax), although a portion of these one-off costs (advisory fees, legal fees and costs associated with ANZ's internal project team) were incurred in the period from 1 April 2022 to 30 September 2022.

Consequently, the impact of the Restructure¹ based on the FY22 Financial Results is not materially different from the impact of the Restructure based on ANZ's 1HY22 financial results (as set out in the Independent Expert's Report).

ANZ management has also confirmed that there is no other information that Grant Samuel should be aware of in confirming, if appropriate, that the FY22 Financial Results do not change the opinion set out in the Independent Expert's Report.

4 Impact on Opinion

Grant Samuel confirms that, having reviewed the FY22 Financial Results, there is no change to its opinion that the Restructure (including the Scheme) is in the best interests of ANZ shareholders.

¹ On ANZ's pro forma consolidated income statement, ANZ's pro forma consolidated balance sheet and ANZ Bank Group's Level 2 pro forma capital ratios. While the ANZ Bank Group's capital ratios have increased, this increase is primarily a result of the \$3.5 billion capital raising associated with the acquisition of Suncorp Bank and is unrelated to the Restructure.



5 Other Matters

This letter should be read in conjunction with the Independent Expert's Report dated 26 October 2022 included as Annexure 1 to the Explanatory Memorandum issued by ANZ in relation to the Restructure. In particular, all limitations, disclaimers and declarations set out in the Independent Expert's Report apply in full to this Supplementary Letter.

The Independent Expert's Report and this Supplementary Letter are general financial product advice only and have been prepared without taking into account the objectives, financial situation or needs of individual ANZ shareholders. Accordingly, before acting in relation to their investment, shareholders should consider the appropriateness of the advice having regard to their own objectives, financial situation or needs. Shareholders should read the Explanatory Memorandum (including the Independent Expert's Report) issued by ANZ in relation to the Restructure (including the Scheme).

Grant Samuel has not been engaged to provide a recommendation to shareholders in relation to the Scheme, the responsibility for which lies with the directors of ANZ. In any event, the decision whether to vote for or against the Scheme is a matter for individual shareholders, based on their own views as to value and business strategy, their expectations about future economic and market conditions and their particular circumstances including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. Shareholders who are in doubt as to the action they should take in relation to the Scheme should consult their own professional adviser.

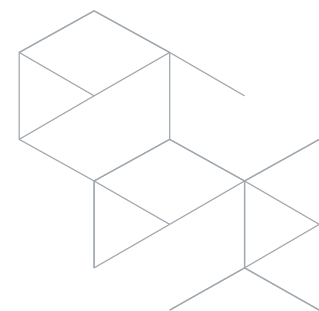
Similarly, it is a matter for individual shareholders as to whether to buy, hold or sell shares in ANZ or ANZ NOHC. This is an investment decision upon which Grant Samuel does not offer an opinion and independent of a decision on whether to vote for or against the Scheme. Shareholders should consult their own professional adviser in this regard.

Grant Samuel has prepared a Financial Services Guide as required by the Corporations Act, 2001. The Financial Services Guide is included as Appendix 1 to this Supplementary Letter.

The opinion is made as at the date of this letter and reflects circumstances and conditions as at that date.

Yours faithfully

GRANT SAMUEL & ASSOCIATES PTY LIMITED



APPENDIX 1

FINANCIAL SERVICES GUIDE

Grant Samuel & Associates Pty Limited (“Grant Samuel”) holds Australian Financial Services Licence No. 240985 authorising it to provide financial product advice on securities and interests in managed investments schemes to wholesale and retail clients.

The *Corporations Act, 2001* (Cth) (“Corporations Act”) requires Grant Samuel to provide this Financial Services Guide (“FSG”) in connection with its provision of an independent expert’s report (“Report”) which is included in a document (“Disclosure Document”) or any supplementary information provided to members by the company or other entity (“Entity”) for which Grant Samuel prepares the Report.

Grant Samuel does not accept instructions from retail clients. Grant Samuel provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. Grant Samuel does not provide any personal retail financial product advice to retail investors nor does it provide market-related advice to retail investors.

When providing Reports, Grant Samuel’s client is the Entity to which it provides the Report. Grant Samuel receives its remuneration from the Entity. In respect of the Report for The Australia and New Zealand Banking Group Limited (“ANZ”) dated 26 October 2022 in relation to the proposed scheme of arrangement between ANZ and its shareholders (“the ANZ Report”), Grant Samuel received a fixed fee of \$625,000 plus reimbursement of out-of-pocket expenses (as stated in Section 7.3 of the ANZ Report). In respect of the supplementary disclosure for ANZ (“Supplementary Letter”), Grant Samuel will receive an additional fixed fee of \$25,000.

No related body corporate of Grant Samuel, or any of the directors or employees of Grant Samuel or of any of those related bodies or any associate receives any remuneration or other benefit attributable to the preparation and provision of the ANZ Report or the Supplementary Letter.

Grant Samuel is required to be independent of the Entity in order to provide a Report. The guidelines for independence in the preparation of Reports are set out in Regulatory Guide 112 issued by the Australian Securities & Investments Commission on 30 March 2011. The following information in relation to the independence of Grant Samuel is stated in Section 7.3 of the ANZ Report:

“Grant Samuel and its related entities do not have at the date of this report, and have not had within the previous two years, any business or professional relationship with the ANZ Group or any financial or other interest that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the Scheme.

Grant Samuel had no part in the formulation of the Restructure (including the Scheme). Its only role has been the preparation of this report.

Grant Samuel will receive a fixed fee of \$625,000 for the preparation of this report. This fee is not contingent on the conclusions reached or the outcome of the Scheme. Grant Samuel’s out of pocket expenses in relation to the preparation of the report will be reimbursed. Grant Samuel will receive no other benefit for the preparation of this report.

Grant Samuel considers itself to be independent in terms of Regulatory Guide 112 issued by the ASIC on 30 March 2011.”

Grant Samuel has internal complaints-handling mechanisms and is a member of the Australian Financial Complaints Authority, No. 11929. If you have any concerns regarding the ANZ Report, please contact the Compliance Officer in writing at Level 19, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000. If you are not satisfied with how we respond, you may contact the Australian Financial Complaints Authority at GPO Box 3 Melbourne VIC 3001 or 1800 931 678. This service is provided free of charge.

Grant Samuel holds professional indemnity insurance which satisfies the compensation requirements of the Corporations Act, 2001.

Grant Samuel is only responsible for the ANZ Report, the Supplementary Letter and the associated FSGs. Complaints or questions about the Disclosure Document and any other supplementary information should not be directed to Grant Samuel which is not responsible for those documents. Grant Samuel will not respond in any way that might involve any provision of financial product advice to any retail investor.