

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached statement

18 Can any resulting loss be recognized? ▶ See attached statement

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached statement

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ 

Date ▶ March 28, 2023

Print your name ▶ James Grant Nemeth

Title ▶ GGM Taxation

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

ANZ Group Holdings Limited
98-1712991
Attachment to Form 8937
Date of Organizational Action: January 3, 2023

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Each shareholder or holder is advised to consult his or her tax advisor regarding the tax treatment of the transaction. Further discussion of the tax consequences of the Scheme can be found in the ANZ Explanatory Memorandum (the “Explanatory Memorandum”), available at [ANZ-explanatory-memorandum-2022](#).

Any capitalized terms used herein and not otherwise defined herein shall have the meaning specified in the Explanatory Memorandum.

Form 8937 Part I, Lines 9, 10, 12:

Ordinary shares:

Description	ISIN	[ASX] Ticker Symbol	[NZX] Ticker Symbol
Ordinary shares of ANZ NOHC	AU000000ANZ3	ANZ	ANZ
Ordinary shares of ANZBGL	AU000000ANZ3	ANZ	ANZ

ADSs:

Description	CUSIP Number	[US] Ticker Symbol
ADSs representing ordinary shares of ANZ NOHC	03736N104	ANZGY
ADSs representing ordinary shares of ANZBGL	052528304	ANZBY

Form 8937 Part II, Line 14:

The establishment of ANZ Group Holdings Limited, a public limited company incorporated in Australia (“ANZ NOHC”) as the parent company of Australia and New Zealand Banking Group Limited, a public limited company incorporated in Australia (“ANZBGL”) was accomplished through a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) between ANZBGL and its shareholders (the “Scheme”).

On January 3, 2023 (the “Implementation Date”) the Scheme was implemented (the “Restructuring”), whereby:

- ANZBGL Shares held by Ineligible Foreign Shareholders (as defined below) were transferred to the Sale Agent (as defined below) (as nominee for the Ineligible Foreign Shareholders) on the Implementation Date;
- ANZ NOHC issued ANZ NOHC Shares (as defined below) on a one for one basis to Eligible Shareholders (as defined below) who held ANZBGL Shares (as defined below) on the Scheme Record Date (22 December 2022) and to the Sale Agent, with the cash proceeds of the sale by the Sale Agent of those ANZ NOHC Shares being remitted to those Ineligible Foreign Shareholders once they are fully sold;
- all ANZBGL Shares were acquired from ANZBGL Shareholders (or, in the case of ANZBGL Shares held by Ineligible Foreign Shareholders, from the Sale Agent) by ANZ NOHC under the terms of the Scheme; and
- holders of ADSs representing ANZBGL Shares received ADSs representing ANZ NOHC Shares on a one for one basis.

“**ANZ NOHC Share**” means a fully paid ordinary share in the capital of ANZ NOHC.

“**ANZBGL Share**” means a fully paid ordinary share in the capital of ANZBGL.

“**Eligible Shareholders**” means the Scheme Shareholders who are not the Ineligible Foreign Shareholders.

“**Ineligible Foreign Shareholders**” means the ANZBGL Shareholders whose addresses were shown in the ANZBGL Share Register on the Scheme Record Date as being places outside Australia (and its external territories), New Zealand or certain other eligible foreign jurisdictions, unless ANZ NOHC determined that it would be lawful and not unduly onerous or impracticable to issue that Scheme Shareholder with ANZ NOHC Shares when the Scheme became effective.

“**Sale Agent**” means the entity appointed by ANZBGL to act as sale facility agent to sell or facilitate the transfer of ANZ NOHC Shares and act as nominee of the Ineligible Foreign Shareholders under the Scheme.

“**Scheme Shareholder**” means a holder of ANZBGL Shares recorded in the ANZBGL Share Register as at the Scheme Record Date of 22 December 2022. On January 4, 2023, the ANZ NOHC shares commenced normal trading on the ASX and NZX. ADSs representing ANZ NOHC shares are traded in the over-the-counter securities market in the United States.

Form 8937 Part II, Line 15:

Consistent with the Explanatory Memorandum, ANZ expects the exchange of ANZBGL shares for ANZ NOHC shares under the Restructuring to constitute a transfer to which IRC Section 351 applies. Assuming the exchange so qualifies, if a US Holder receives solely ANZ NOHC shares

or ANZ NOHC ADSs in exchange for ANZBGL shares and ANZBGL ADSs in connection with the Restructuring:

- Gain or loss should not be recognized by the US Holder in respect of the exchange of ANZBGL shares or ANZBGL ADSs for ANZ NOHC shares or ANZ NOHC ADSs.
- The aggregate adjusted tax basis of the ANZ NOHC shares or ANZ NOHC ADSs the US Holder received in exchange for ANZBGL shares or ANZBGL ADSs should equal the aggregate adjusted tax basis of the US Holder's ANZBGL shares or ANZBGL ADSs.
- The holding period of ANZ NOHC shares or ANZ NOHC ADSs received generally should include the holding period of the ANZBGL shares or ANZBGL ADSs transferred.
- If a US Holder has differing bases or holding periods in respect of the shareholder's ANZBGL shares or ANZBGL ADSs, the US Holder must determine the bases and holding periods in the ANZ NOHC shares or ANZ NOHC ADSs received separately for each identifiable block (i.e., stock of the same class acquired at the same time for the same price) of ANZBGL shares or ANZBGL ADSs.

Form 8937 Part II, Line 16:

See response to line 15, above.

Form 8937 Part II, Line 17:

As described in the response to line 15, the exchange of ANZBGL Shares for ANZ NOHC Shares in the Restructuring is intended to qualify as a transfer to which IRC Section 351 applies. Consequently, the federal income tax consequences of the Scheme to the ANZBGL shareholders are expected to be determined under IRC Section 351 and Section 358.

Form 8937 Part II, Line 18:

As described in the response to line 15, the exchange of ANZBGL Shares for ANZ NOHC Shares in the Restructuring is intended to qualify as a transfer to which IRC Section 351 applies. Assuming that the Restructuring is so treated, a ANZBGL shareholder is not expected to recognize any loss upon receipt of ANZ NOHC shares under the Scheme.

Form 8937 Part II, Line 19:

The Restructuring was implemented on January 3, 2023. Consequently, the reportable taxable year of the ANZBGL shareholders for reporting the tax effect of the Restructuring is the taxable year that includes January 3, 2023.

