



Media Release

For Release: 7 August 2013

ANZ closes ANZ Capital Notes Offer, upsized to raise \$1.12 billion

ANZ has successfully completed, and upsized, its offer of ANZ Capital Notes (**Notes**) (**Offer**) raising \$1.12 billion of Additional Tier 1 Capital.

11.2 million Notes have been issued at \$100 each increasing ANZ's 31 March 2013 pro-forma Tier 1 capital ratio by 30 basis points to 10.1%.¹

ANZ Capital Notes allocation policy

- All valid applications under the ANZ Securityholder Offer and General Offer have been accepted in full.
- A scale back was applied to Applicants under the Broker Firm Offer and the Institutional Offer.

Applications accompanied by cheques that were subsequently dishonoured and online Applications for which BPAY® payments were not received, have not received an allocation of Notes.

ANZ Securityholder Applicants and General Applicants can obtain information about their allocation of Notes by calling the ANZ Information Line on the numbers provided at the end of this announcement.

Broker Firm Applicants should confirm their allocation with their Syndicate Broker.

Deferred settlement trading

The Notes are expected to commence trading on the ASX on a deferred settlement basis tomorrow at approximately 12.00pm (AEST) under the ASX code of "ANZPD".

All Applicants are responsible for confirming the number of Notes allocated to them prior to selling any Notes. Applicants who sell Notes before receiving their Confirmation Statement do so at their own risk.

Trading is expected to commence on a normal settlement basis on Tuesday 13 August 2013.

Confirmation Statements and refund cheques

Confirmation Statements which set out the number of Notes issued to each successful Applicant are expected to be despatched by Monday 12 August 2013. Any refunds are also

¹ As at 31 March 2013, ANZ's Tier 1 Capital Ratio was 9.8%. This figure is adjusted for the issue of ANZ Capital Notes pursuant to the Offer, less the estimated costs of the Offer. ANZ's capital adequacy ratios will also be impacted by the capital initiatives identified in the Prospectus along with organic capital growth, changes in provisions and risk weighted assets growth since 31 March 2013.

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expected to be despatched by this date.

Distribution Rate

The Distribution Rate for the first Distribution Period from (and including) the Issue Date of 7 August 2013 to (but excluding) the first Distribution Payment Date is 4.1720%. The first Distribution Payment Date will be Monday 3 March 2014.² The Distribution Rate is calculated as follows:

180 day Bank Bill Rate on 7 August 2013 (first Business Day of the Distribution Period)	2.5600%
<i>Plus</i> Margin	3.4000%
	5.9600%
<i>Multiplied by</i> (1 – the 30% Tax Rate)	0.7
Distribution Rate	4.1720%

This Distribution Rate equates to a fully franked Distribution amount of \$2.3775 in respect of each Note which, subject to no Payment Condition existing in respect of the Distribution Payment Date, is expected to be paid on Monday 3 March 2014.² This amount and other relevant details are set out below:

Distribution in respect of each Note	\$2.3775
Distribution Payment Date	3 March 2014
Record Date	21 February 2014
Number of days in the Dividend Period	208 ²

Following the first Distribution Period, the Distribution Rate for the Notes will be reset half-yearly.

Maximum Conversion Number

The Issue Date VWAP has been calculated as \$29.16. Accordingly, the Maximum Conversion Number has been set initially at:

- in the case of a Conversion occurring on a Mandatory Conversion Date, 6.8587 ANZ Ordinary Shares per Note; and
- in the case of a Conversion occurring at any other time, 17.1468 ANZ Ordinary Shares per Note.

For details about the calculation of these numbers and how they affect the Notes, see the Prospectus which is available online at www.anz.com.

Holders of ANZ Capital Notes

Following allocation of Notes, the twenty largest holders are detailed in Attachment A to this announcement.

The distribution schedule of Notes is set out in Attachment B to this announcement.

Participation by ANZ directors and associates in the Offer

The number of Notes issued to ANZ directors and their associates pursuant to the Offer was 3,800 in aggregate.

Newspaper advertisements

Tomorrow ANZ will advertise in The Australian Financial Review, The Australian, The Sydney Morning Herald and The Age the close of the Offer, the Issue Price of each Note and the basis of allocation of Notes. A copy of this advertisement is attached to this announcement.

² As Saturday, 1 March 2014 is not a Business Day, in accordance with the Note Terms, the first Distribution Payment Date is therefore the next day which is a Business Day, namely Monday 3 March 2014.

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ANZ Capital Notes Class Ruling

The Australian Taxation Office (**ATO**) has released a Class Ruling (CR 2013/55) in respect of Notes. The Class Ruling is consistent with the Taxation Summary contained in Section 6 of the Prospectus.

A copy of the Class Ruling is available from the Investor Centre section of www.anz.com or the ATO website (ato.gov.au) by searching in the ATO's Legal Database by using the Class Ruling reference.

To obtain information about your allocation of ANZ Capital Notes or about the Offer

Applicants can obtain information about their allocation of Notes or the Offer by calling their Syndicate Broker or the ANZ Information Line on 1800 113 399 (within Australia) or +61 3 9415 4010 (international) between 8:30am and 5:30pm (AEST) Monday to Friday.

Unless otherwise defined, capitalised terms in this Media Release have the same meaning given to them in the ANZ Capital Notes Prospectus dated 10 July 2013 (**Prospectus**).

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Attachment A - Largest 20 Capital Notes holders following allocation of Capital Notes

	UNITS	% I/C	RANK
UBS WEALTH MANAGEMENT AUSTRALIA NOMINEES PTY LTD	385,205	3.44	1
J P MORGAN NOMINEES AUSTRALIA LIMITED	166,360	1.49	2
CITICORP NOMINEES PTY LIMITED	138,480	1.24	3
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	134,620	1.20	4
NAVIGATOR AUSTRALIA LTD <MLC INVESTMENT SETT A/C>	127,530	1.14	5
UCA CASH MANAGEMENT FUND LIMITED	120,000	1.07	6
BNP PARIBAS NOMS PTY LTD <DRP>	115,000	1.03	7
NATIONAL NOMINEES LIMITED	104,740	0.94	8
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	75,430	0.67	9
NULIS NOMINEES (AUSTRALIA) LIMITED <NAVIGATOR MAST PLAN SETT A/C>	72,590	0.65	10
BOW LANE NOMINEES PTY LTD	59,150	0.53	11
RBC INVESTOR SERVICES AUSTRALIA NOMINEES PTY LIMITED <NMSMT A/C>	55,130	0.49	12
DIMBULU PTY LTD	50,000	0.45	13
RANDAZZO C & G DEVELOPMENTS PTY LTD	50,000	0.45	14
MS YANG YANG	50,000	0.45	15
SPINETTA PTY LTD	47,500	0.42	16
AUSTRALIAN MASTERS YIELD FUND NO 5 LIMITED	45,410	0.41	17
COMSEC NOMINEES PTY LIMITED	43,900	0.39	18
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	40,240	0.36	19
ADCO CONSTRUCTIONS PTY LTD	40,000	0.36	20

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Attachment B - Distribution Schedule of Capital Notes following allocation of ANZ Capital Notes

	1 to 1,000	1,001 to 5,000	5,001 to 10,000	10,001 to 100,000	100,001 to (MAX)	* TOTAL *
Holdings						
Issuer	1,265	173	13	10	1	1,462
Chess	12,229	1,134	72	44	7	13,486
Total	13,494	1,307	85	54	8	14,948
Units						
Issuer	399,582	473,201	109,750	264,170	120,000	1,366,703
Chess	4,309,067	2,541,639	593,960	1,216,696	1,171,935	9,833,297
Total	4,708,649	3,014,840	703,710	1,480,866	1,291,935	11,200,000

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IMPORTANT NOTICE TO ALL APPLICANTS UNDER THE ANZ CAPITAL NOTES OFFER

Australia and New Zealand Banking Group Limited ABN 11 005 357 522 (ANZ) is pleased to announce that the offer of ANZ Capital Notes (Notes) (Offer) has successfully closed raising \$1.12 billion of Additional Tier 1 Capital (prior to Offer expenses). 11.2 million ANZ Capital Notes have been issued at \$100 each.

ANZ CAPITAL NOTES ALLOCATION POLICY

- All valid applications under the ANZ Securityholder Offer and General Offer have been accepted in full.
- A scale back was applied to Applicants under the Broker Firm Offer and the Institutional Offer.

Applications accompanied by cheques that were subsequently dishonoured and online Applications for which BPAY® payments were not received have not received an allocation of Notes.

ANZ Securityholder Applicants and General Applicants can obtain information about their allocation of Notes by calling the ANZ Information Line on the numbers provided below.

Broker Firm Applicants should confirm their allocation of Notes with their Syndicate Broker.

DEFERRED SETTLEMENT TRADING

- The Notes are expected to commence trading on the ASX on a deferred settlement basis today at approximately 12:00pm (AEST) under the ASX code "ANZPD".

Trading of Notes is expected to commence on a normal settlement basis on Tuesday, 13 August 2013.

All Applicants are responsible for confirming the number of Notes allocated to them prior to selling any Notes. Applicants who sell Notes before receiving their Confirmation Statement do so at their own risk.

CONFIRMATION STATEMENTS AND REFUND CHEQUES

Confirmation Statements which set out the number of Notes issued to each successful Applicant are expected to be despatched on Monday, 12 August 2013. Any refunds are also expected to be despatched by this date.

FURTHER INFORMATION

Applicants may call their Syndicate Broker or the ANZ Information Line on 1800 113 399 (within Australia) or +61 3 9415 4010 (international) between 8:30am and 5:30pm (AEST) Monday to Friday to confirm their Notes allocation.

Unless otherwise defined capitalised terms in this advertisement have the same meaning given to them in the ANZ Capital Notes prospectus dated 10 July 2013. This advertisement contains general information only and does not take into account the investment objectives, financial situation or particular needs of any investor (including financial and tax issues). Investors should obtain their own independent advice from a qualified financial adviser having regard to their own investment objectives, financial situation and needs. ANZ Capital Notes have not been, and ANZ Capital Notes will not be, registered under the US Securities Act of 1933, as amended (US Securities Act) or the securities laws of any state or other jurisdiction of the United States. ANZ Capital Notes may not be offered, sold or resold in the United States, or to, or for the account or benefit of, a US person (as defined in the US Securities Act), except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. ANZ Capital Notes are not deposit liabilities of ANZ, are not guaranteed or insured or protected accounts and give holders no claim on ANZ except as provided in their terms. Your investment is subject to investment risk, including possibly delays in repayment and loss of income and principal rate of return. You may lose some or all of your money. ANZ does not guarantee the value or performance of ANZ Capital Notes.

* Registered to BPAY Pty Limited (ABN 69 079 137 518)