## **Appendix 3B**

# New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

#### Name of entity

Australia and New Zealand Banking Group Limited (ANZ)

#### **ABN**

11 005 357 522

We (the entity) give ASX the following information.

## Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- <sup>+</sup>Class of \*securities issued or to be issued
- 1. Options to subscribe for ordinary shares
- 2. Fully paid ordinary shares
- Number of \*securities issued or to be issued (if known) or maximum number which may be issued
- 1. 4,157 options
- 2. 12,206 fully paid ordinary shares
- **Principal** terms of the 3 if options, +securities (e.g. exercise price and expiry date; if partly paid +securities, amount outstanding and due dates for payment; +convertible securities. the conversion price and dates for conversion)

#### 1. 4,157 options

- (1) 996 Deferred Share Rights (options) exercisable in three tranches, at a zero exercise price. The first tranche (524 options) is exercisable from 27 February 2015 and before the close of business on 26 February 2017, the second tranche (292 options) from 27 February 2016 and before the close of business on 26 February 2018 and the third tranche (180 options) from 27 February 2017 and before the close of business on 26 February 2019.
- (2) 3,161 Deferred Share Rights (options) exercisable in two tranches, at a zero exercise price. The first tranche (1,538) is exercisable from 20 August 2015 and

+ See chapter 19 for defined terms.

before the close of business on 19 August 2017 and the second tranche (1,623 options) from 20 August 2016 and before the close of business on 19 August 2018.

#### 2. 12,206 fully paid ordinary shares

Terms of the shares will be the same as the terms of existing ordinary shares

4 Do the \*securities rank equally in all respects from the \*issue date with an existing \*class of quoted \*securities?

If the additional \*securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 5 Issue price or consideration
- 6 Purpose of the issue
  (If issued as consideration for
  the acquisition of assets, clearly
  identify those assets)
- 6a Is the entity an \*eligible entity that has obtained security holder approval under rule 7.1A?

If Yes, complete sections 6b – 6h in relation to the \*securities the subject of this Appendix 3B, and comply with section 6i

6b The date the security holder resolution under rule 7.1A was passed

### 1. 4,157 options

Inapplicable, as no ANZ options are currently listed save that in the event of exercise the resulting ordinary shares issued will rank equally in all respects from the date of allotment with the existing class of quoted securities.

2. 12,206 fully paid ordinary shares

Yes.

- 1. 4,157 options zero exercise price
- 2. Fully paid ordinary shares:

12,206 shares at \$22.80

- 1. 4,157 options issued for incentive and/or retention purpose to new and existing employees.
- 2. 12,206 fully paid ordinary shares issued on exercise of options.

No		

Ά			

6c	Number of *securities issued without security holder approval under rule 7.1	N/A	
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of *securities issued under an exception in rule 7.2	N/A	
6g	If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	*Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item as of Appendix 3B.	· · · · · · · · · · · · · · · · · · ·	31/07/2014 21/08/2014

<sup>+</sup> See chapter 19 for defined terms.

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
2,756,605,842	Fully paid ordinary shares
19,687,224	Fully paid Convertible Preference Shares issued in 2009 (CPS2)
13,400,000	Fully paid Convertible Preference Shares issued in 2011 (CPS3)
15,086,520	ANZ Subordinated Notes
11,200,000	ANZ Capital Notes 1
16,100,000	ANZ Capital Notes 2

AUD2,500,000,000 Floating Rate TCD due November 2014

AUD1,375,000,000 6.75% TCD due November 2014

USD1,500,000,000 1.00% Covered Bond due October 2015

USD750,000,000 Floating Rate Covered Bond due October 2015

AUD1,000,000,000 Floating Rate TCD due October 2015

AUD1,450,000,000 Floating Rate TCD due May 2016

AUD775,000,000 6.75% TCD due May 2016

9 Number and \*class of all \*securities not quoted on ASX (including the \*securities in section 2 if applicable)

Number	<sup>+</sup> Class
5,524,626	Options on issue (there are no options approved for grant but not yet granted)
500,000	December 2004 Euro Preference Shares

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

- 1. Not applicable
- 2. Same as existing fully paid ordinary shares

## Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
		N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities	N/A
-9	will be offered	
14	*Class of *securities to which the	N/A
·	offer relates	
15	<sup>+</sup> Record date to determine	N/A
	entitlements	
16	Will holdings on different	N/A
10	registers (or subregisters) be	
	aggregated for calculating entitlements?	
	entitiements:	
17	Policy for deciding entitlements	N/A
	in relation to fractions	
18	Names of countries in which the	N/A
	entity has security holders who will not be sent new offer	
	documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
10	Closing date for receipt of	N/A
19	acceptances or renunciations	IV/A
20	Names of any underwriters	N/A
	•	
21	Amount of any underwriting fee	N/A
	or commission	
22	Names of any brokers to the	N/A
	issue	
23	Fee or commission payable to the broker to the issue	N/A

<sup>+</sup> See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
22	<sup>+</sup> Issue date	N/A
33	issue dute	

# **Part 3 - Quotation of securities**You need only complete this section if you are applying for quotation of securities Type of \*securities

34	Type (tick o	of *securities one)
(a)		$^+\mbox{Securities}$ described in Part 1 (NB: this relates only to the fully paid ordinary shares described in Part 1)
(b)		All other *securities  Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities
Entit	ies tl	nat have ticked box 34(a)
Addit	ional	securities forming a new class of securities
Tick to docume		e you are providing the information or
35		If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders
36		If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over
37		A copy of any trust deed for the additional *securities
Entit	ies tl	nat have ticked box 34(b)
38		per of *securities for which N/A ation is sought
39		s of *securities for which N/A tion is sought

<sup>+</sup> See chapter 19 for defined terms.

40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?  If the additional *securities do	N/A	
	<ul> <li>not rank equally, please state:</li> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>		
41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period	N/A	
	(if issued upon conversion of another *security, clearly identify that other *security)		
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number N/A	+Class N/A

### **Quotation agreement**

- <sup>†</sup>Quotation of our additional <sup>†</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>†</sup>securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
- If we are a trust, we warrant that no person has the right to return the 
  +securities to be quoted under section 1019B of the Corporations Act at 
  the time that we request that the +securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before †quotation of the †securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:	Date: 22 August 2012 Company Secretary
Print name:	John Priestley

<sup>+</sup> See chapter 19 for defined terms.

## **Appendix 3B – Annexure 1**

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

## Part 1

Rule 7.1 – Issues exceeding 15% of capital  Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Add the following:		
<ul> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period under an exception in rule 7.2</li> </ul>		
<ul> <li>Number of fully paid <sup>+</sup>ordinary securities issued in that 12 month period with shareholder approval</li> </ul>		
<ul> <li>Number of partly paid <sup>+</sup>ordinary securities that became fully paid in that 12 month period</li> </ul>		
<ul> <li>Note:</li> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
<b>Subtract</b> the number of fully paid <sup>+</sup> ordinary securities cancelled during that 12 month period		
"A"		

Step 2: Calculate 15% of "A"		
"B"	0.15	
	[Note: this value cannot be changed]	
<b>Multiply</b> "A" by 0.15		
Step 3: Calculate "C", the amount of 7.1 that has already been used	of placement capacity under rule	
<b>Insert</b> number of <sup>+</sup> equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:		
Under an exception in rule 7.2		
Under rule 7.1A		
<ul> <li>With security holder approval under rule 7.1 or rule 7.4</li> </ul>		
<ul> <li>Note:</li> <li>This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>		
"C"		
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1		
"A" x 0.15		
Note: number must be same as shown in Step 2		
Subtract "C"		
Note: number must be same as shown in Step 3		
<i>Total</i> ["A" x 0.15] – "C"		
	[Note: this is the remaining placement capacity under rule 7.1]	

<sup>+</sup> See chapter 19 for defined terms.

## Part 2

Rule 7.1A – Additional placement capacity for eligible entities		
Step 1: Calculate "A", the base figure from which the placement capacity is calculated		
Step 2: Calculate 10% of "A"		
0.10		
Note: this value cannot be changed		
of placement capacity under rule		

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10	
Note: number must be same as shown in Step 2	
Subtract "E"	
Note: number must be same as shown in Step 3	
<b>Total</b> ["A" x 0.10] – "E"	
	Note: this is the remaining placement capacity under rule 7.1A

<sup>+</sup> See chapter 19 for defined terms.