



27 November 2020

Market Announcements Office
ASX Limited
Level 4
20 Bridge Street
Sydney NSW 2000

Notification under ASX Listing Rule 3.10.3B – vesting of Rights (nil exercise price options) previously granted under the ANZ Share Option Plan

For the purposes of ASX Listing Rule 3.10.3B, ANZ confirms that the following Rights previously granted to employees under the ANZ Share Option Plan (the 'Plan') as part of their variable remuneration vested on 22 November 2020 ('Vesting Date'):

Deferred Share Rights

- a) **1,528,190** Deferred Share Rights granted between 22 November 2016 and 22 November 2019 - these Deferred Share Rights were automatically exercised on the Vesting Date;
- b) **279,918** Deferred Share Rights granted between 22 November 2017 and 22 November 2019 - these Deferred Share Rights can be exercised by their holder up until (but not including) 22 November 2022;
- c) **10,512** Deferred Share Rights granted between 22 November 2017 and 22 November 2019 – these Deferred Share Rights will be automatically exercised on the retention period end date (6 - 12 months from Vesting Date); and
- d) **85,035** Deferred Share Rights granted between 22 November 2016 and 22 November 2019 – these Deferred Share Rights were automatically exercised on the Vesting Date with holders receiving a cash payment equivalent in value to one ANZ ordinary share for each Deferred Share Right in lieu of ANZ delivering ANZ Shares on the Vesting Date;

Performance Rights:

- e) **12,217** Performance Rights granted on 22 November 2017 - these Performance Rights were automatically exercised on the Vesting Date;
- f) **308,143** Performance Rights granted on 22 November 2017 – these Performance Rights can be exercised by their holder up until (but not including) 22 November 2022; and
- g) **36,227** Performance Rights granted on 22 November 2017 – these Performance Rights were automatically exercised on the Vesting Date with holders receiving a cash payment equivalent in value to one ANZ ordinary share for each Performance Right in lieu of ANZ delivering ANZ Shares on the Vesting Date.

The number of Performance Rights available for exercise in each financial year is subject to a Total Shareholder Return (TSR) performance hurdle which compares ANZ's TSR to the relevant comparator group/performance hurdle measured over a 3-year performance period. The TSR of ANZ and the comparator group/performance hurdle was independently calculated at close of business on 20 November 2020.

Some of the securities listed in paragraphs (b) and (f) are held by Key Management Personnel.

Any ANZ ordinary shares provided, or to be provided, to holders on exercise of the Rights listed in paragraphs (a), (b), (c), (e) and (f) above have been previously purchased on

market by the trustee of the Plan. Holders will receive one ANZ ordinary share for each Right at the time of exercise.

No amount is payable by a holder upon exercise of any of the Rights (i.e. the exercise price of each Right is \$0).

Where the Vesting Date falls on a non-trading day, the exercise (listed in paragraphs (a), (d), (e) and (g)), will occur as soon as practicable thereafter.

Additional details on the Plan are set out in Note 31 of ANZ's 2020 Annual Report.

A total of 4,353,124 Rights granted under the Plan remain outstanding (which includes unvested Rights and vested but unexercised Rights, including those detailed above). ANZ's outstanding Rights include Deferred Share Rights and Performance Rights.

Approved for distribution by ANZ's Company Secretary.

Yours faithfully

Simon Pordage
Company Secretary
Australia and New Zealand Banking Group Limited

Company Secretary's Office

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