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## Memorandum

**To:** Market Participants  
**From:** NZX Product Operations  
**Date:** Monday, 19 December 2022  
**Subject:** Australia and New Zealand Banking Group Limited (ANZ) – Restructure

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### Message:

As per its announcement of 15 December 2022, Australia and New Zealand Banking Group Limited (**ANZ**) shareholders have approved a corporate restructure of the company. ANZ has advised it will establish ANZ Group Holdings Limited (**NOHC**), a non-operating holding company, as the new listed parent company of the ANZ Group via an Australian scheme of arrangement (**Scheme**), and will separate ANZ's banking and certain non-banking entities within the ANZ Group (collectively, the **Restructure**). This is subject to final Australian Court orders on 19 December 2022. Further information about the Restructure is available in ANZ's explanatory memorandum dated 27 October 2022.

The Scheme will involve the following:

(a) Eligible ANZ shareholders will receive 1 NOHC share for every 1 current ANZ share held on the Scheme Record Date; and

(b) Ineligible Foreign Shareholders will have their NOHC shares automatically transferred to the Sale Agent (as nominee for the Ineligible Foreign Shareholders) on the Implementation Date (3 January 2023). Ineligible Foreign Shareholders will receive the cash proceeds of the sale of the NOHC shares by the Sale Agent. Please refer to the explanatory memorandum released by ANZ on 27 October 2022 for further information on the eligibility criteria for the Restructure.

The total number of ANZ shares will not increase as part of the Restructure.

### NZX Operations facilitation of the Restructure

A Listing and Quotation Notice will be released on 19 December 2022 for ANZ Group Holdings Limited.



In order to facilitate the processing of the Restructure on ANZ's primary exchange, the ASX, on the NZX:

- ANZ will be delisted at COB 20 December 2022, and ANZ Group Holdings Limited will be listed on 21 December 2022. This will be operationally processed as a name change in NZX's systems.
- ANZ Group Holdings Limited will list under the same ISIN and ticker as ANZ (AU000000ANZ3 and ticker "ANZ").
- ANZ Group Holdings Limited will be placed in a trading halt from market open on 21 December 2022 while the Scheme is completed, to manage the risk of the Scheme not being implemented and Ineligible Foreign Shareholders trading prior to implementation. ANZ Group Holdings Limited will open for trading once the Scheme has been implemented at market open on 4 January 2023.

Trading in ANZ Group Holdings Limited will occur on its primary exchange, the ASX, during this Scheme implementation period on a deferred settlement basis, under the ticker code ANZDA and ISIN AU0000261372.

A timetable of events is below:

Event	Date
<b>Last day of trading in Australia and New Zealand Banking Group Limited ("ANZ") on NZX Main Board pre-reconstruction</b> <i>Australia and New Zealand Banking Group Limited ("ANZ") delisted close of business</i>	Tuesday, 20 December 2022
<b>Listing Date</b> <i>ANZ Group Holdings Limited ("ANZ") lists on the NZX Main Board</i>	Wednesday, 21 December 2022
<b>Scheme Record Date</b>	Thursday, 22 December 2022, 7.00pm
<b>Implementation Date</b>	Tuesday, 3 January 2023
<b>Trading begins in ANZ Group Holdings Limited ("ANZ") on NZX Main Board</b>	Market open, Wednesday, 4 January 2023

Please contact NZX Product Operations on +64 4 496 2853 or [productoperations@nzx.com](mailto:productoperations@nzx.com) with any queries.

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