



Company Announcements Office  
Australian Securities Exchange  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

16 August 2016

#### **ANZ Capital Notes 4: Despatch of Letter to Eligible CPS2 Holders**

Attached is a letter being sent to those holders of ANZ convertible preference shares issued by ANZ in 2009 (**CPS2**) who:

- were registered as a holder of CPS2 at 7.00pm AET on 8 August 2016;
- are shown on the CPS2 register as having an address in Australia; and
- are not in the United States or acting as a nominee for, or for the account or benefit of, a US Person or not otherwise prevented from receiving the Reinvestment Offer or ANZ Capital Notes 4 under the laws of any jurisdiction

(each an **Eligible CPS2 Holder**).

The letter notifies Eligible CPS2 Holders of the offer of ANZ Capital Notes 4, and the CPS2 Reinvestment Offer, pursuant to the prospectus lodged with ASX and the Australian Securities and Investments Commission today (**Prospectus**). Eligible CPS2 Holders can obtain a copy of the Prospectus online at [capitalnotes4.anz.com](http://capitalnotes4.anz.com).

Yours faithfully

**Simon Pordage**  
**Company Secretary**  
Australia and New Zealand Banking Group Limited

**For investor enquiries about ANZ Capital Notes 4 please visit [capitalnotes4.anz.com](http://capitalnotes4.anz.com) or call the ANZ Information Line on 1800 113 399 (Australia) or +61 3 9415 4010 (international) Monday to Friday – 8.30am – 5.30pm AET.**



Australia and New Zealand Banking Group Limited  
ABN 11 005 357 522

MR JOHN SAMPLE  
FLAT 123  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN VIC 3030

HIN/SRN: I123456789

CPS2 held at 7:00pm AET on  
8 August 2016: X,XXX

Your controlling CHESS participant as  
at 8 August 2016 is: XXXXX

17 August 2016

Dear CPS2 Holder

### ANZ Reinvestment Offer for Eligible CPS2 Holders

- **This offer relates to your CPS2 holding.**
- **ANZ is offering CPS2 holders the opportunity to reinvest in a new security called ANZ Capital Notes 4.**
- **The Reinvestment Offer is not a simple rollover into a similar security. There are different rights, benefits and risks between CPS2 and this new security.**

### Why have we written to you?

As you are a holder of convertible preference shares issued by ANZ in 2009 known as **CPS2**, I am writing to inform you of an opportunity to realise your investment in CPS2 and invest the proceeds in a new ANZ security called ANZ Capital Notes 4 (**Notes**). This offer is referred to in this letter as the **Reinvestment Offer**.

The prospectus for the Notes (**Prospectus**) contains full details of the Reinvestment Offer and the Notes and is available online at [capitalnotes4.anz.com](http://capitalnotes4.anz.com) or by calling the **ANZ Information Line**.

### What happens if I elect to participate in the Reinvestment Offer?

You may elect to have some or all of the CPS2 registered in your name at 7:00pm AET on 8 August 2016 (which is the Record Date) bought-back early by ANZ for \$100 each on 27 September 2016. The proceeds from the buy-back of your CPS2 will be automatically applied to purchase an equivalent number of Notes (which are also \$100 each).

If you elect to participate in the Reinvestment Offer, you will still receive the scheduled CPS2 dividend payable on 15 September 2016 and a pro rata dividend for the period from 15 September 2016 until 27 September 2016 (subject in both cases to the payment tests in the CPS2 terms, including that the Board of ANZ resolves to pay the relevant dividend).

### How do I apply under the Reinvestment Offer?

The quickest and most efficient way for you to apply is online at [capitalnotes4.anz.com](http://capitalnotes4.anz.com) once the offer opens, which is expected to be on 24 August 2016.

You can also apply by submitting a paper application form in, or accompanying, the Prospectus. You can request a free copy of the Prospectus and a personalised application form by calling the **ANZ Information Line**. Alternatively, contact your syndicate broker for information on how to apply.

The Prospectus sets out the key dates for the Reinvestment Offer. The closing date for the Reinvestment Offer is **5.00pm AET on 19 September 2016**. If you wish to participate, your application will need to be received by then. You are encouraged to apply as soon as possible after the offer opens, as the timetable may be varied and the Reinvestment Offer could close early without notice.

### Could my application be Scaled Back?

Applications received may be scaled back if there is excess demand. In the event of excess demand, ANZ's current intention is to give preference to applications made under the Reinvestment Offer while still providing for a proportion of the available Notes to be allocated to other applicants. If your application under the Reinvestment Offer is scaled back, you will continue to hold the CPS2 that are not reinvested (see below).

### What happens if I don't want to participate in the Reinvestment Offer?

Participation in the Reinvestment Offer is not compulsory. You may wish to continue to hold your CPS2 or sell your CPS2 on the ASX through your broker or otherwise.

Should you continue to hold your CPS2 (including because your application under the Reinvestment Offer was scaled back), ANZ, subject to APRA and other approvals, intends to issue a notice so that all remaining CPS2 will be bought-back on 15 December 2016 for their face value (\$100). If the notice is not issued, the remaining CPS2 will convert into ANZ ordinary shares on 15 December 2016 (subject to satisfying the conditions to conversion) under the CPS2 terms.

### Where can I find more information?

It is important that you take the time to read the Prospectus in full before deciding to apply for the Notes.

To make sure that this is the right offer for you, we also recommend that you seek professional guidance which takes into account your particular investment objectives, financial situation and needs from a professional adviser who is licensed by ASIC to give such advice.

The Reinvestment Offer is not a simple rollover into a similar investment. CPS2 and the Notes have different rights, benefits and risks, which must be evaluated separately.

Finally, I would like to take this opportunity to thank you for your support of ANZ.

Yours sincerely

David Gonski

Chairman

**For more information you can visit [capitalnotes4.anz.com](http://capitalnotes4.anz.com) or call the ANZ Information Line on 1800 113 399 (within Australia) or +61 3 9415 4010 (international) (Monday to Friday – 8:30am to 5:30pm AET).**