

# 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).

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | 1. Options to subscribe for ordinary shares<br>2. Fully paid ordinary shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1. 159,573 options<br>2. 10,303,617 fully paid ordinary shares   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1. <u>159,573 options</u><br>159,573 Performance Rights (options) exercisable from 17 December 2018 and before the close of business on 16 December 2020 (after which date the Rights will lapse) at a zero exercise price and subject to the following performance conditions:<br><ul style="list-style-type: none"> <li>• The Performance Rights will be granted in three equal tranches. <ul style="list-style-type: none"> <li>○ Tranche 1 (one third of the grant) will be subject to a relative TSR performance condition, with a Selected Financial Services comparator group; and</li> <li>○ Tranche 2 (one third of the grant) will be subject to a relative TSR performance condition, with a S&amp;P/ASX50</li> </ul> </li> </ul> |

+ See chapter 19 for defined terms.

- comparator group; and
- o Tranche 3 (one third of the grant) will be subject to an Absolute Compound Annual Growth Rate Total Shareholder Return (CAGR TSR) performance condition.

#### **Tranches 1 & 2**

- The proportion of Performance Rights that become exercisable will depend upon the TSR achieved by ANZ relative to the companies in the applicable comparator group for tranches 1 and 2. Both tranches 1 & 2 will be measured over the same period (commencing 18 November 2015) and calculated as at the end of the three year performance period (17 November 2018). Performance equal to the median TSR of the relevant comparator group will result in half of the Performance Rights for that tranche becoming exercisable. Each tranche is measured independently.
- Performance above median will result in further Performance Rights for that tranche becoming exercisable, increasing on a straight-line basis until all of the Performance Rights for that tranche become exercisable where ANZ's TSR is at or above the 75th percentile of TSR in the relevant comparator group. Where ANZ's performance falls between two of the comparators TSR is measured on a pro-rata basis. The actual relative level of TSR, rather than simple ranking, will determine the level of vesting.

#### **Tranche 3**

- The proportion of Performance Rights that become exercisable in Tranche 3 will depend upon the Absolute Compound Annual Growth Rate (CAGR) TSR achieved by ANZ relative to the Absolute CAGR TSR targets set by the Board of ANZBGL for this award measured over the three year performance period (commencing 18 November 2015).
- Performance equal to 9% Absolute CAGR TSR will result in half the Performance Rights becoming exercisable (50% vesting).
- Performance above 9% Absolute CAGR TSR will result in further Performance Rights becoming exercisable, increasing on a straight-line basis until all of the Performance Rights become exercisable where ANZ's Absolute CAGR TSR is 13.5% (100% vesting).
- The Board retains discretion to adjust the Absolute CAGR TSR hurdle in exceptional circumstances to ensure that employees are neither advantaged nor disadvantaged by matters outside management's control that materially affect achievement of the

Absolute CAGR TSR performance condition.

**Tranches 1, 2 & 3**

- An averaging calculation is used for TSR over a 90 trading day period for start and end values in order to reduce share price volatility.
- Each tranche will be assessed independently; therefore the proportion of Performance Rights vesting in each Tranche will have no bearing on the proportion vesting in the other Tranches.
- Each TSR performance hurdle for the three tranches of Performance Rights will only be tested once at the end of the three year performance period. The percentage of Performance Rights in a tranche that vest as a result of the TSR calculation will be fixed for the duration of the exercise period. If the Performance Rights do not pass the performance hurdle on the testing date, or they are not exercised by the end of the exercise period (5 years from the date of grant), they will lapse.

2. 10,303,617 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

1. 159,573 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. 10,303,617 fully paid ordinary shares

Yes

- 5 Issue price or consideration

1. 159,573 options – zero exercise price

2. Fully paid ordinary shares:

1,739,034 shares	at nil consideration
7,937,264 shares	at \$27.08
627,319 shares	at \$27.79

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>1) 159,573 Performance Rights issued to Mr Elliott, incoming Chief Executive Officer for ANZ, for the purposes set out in the notice convening ANZ's 2015 Annual General Meeting.</p> <p>2) i) 627,319 fully paid ordinary shares issued in connection with the ANZ Employee Share Acquisition Plan.  ii) 1,739,034 fully paid ordinary shares issued under Bonus Option Plan (BOP).  iii) 7,937,264 fully paid ordinary shares issued under Dividend Reinvestment Plan (DRP).</p>
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	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
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 33 of Appendix 3B.

1. 159,573 options – 17/12/2015  
 2. Fully paid ordinary shares:  
     627,319 shares                      03/12/2015  
     9,676,298 shares                    16/12/2015

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

Number	+Class
2,917,560,098	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
9,701,791	ANZ Capital Notes 3

+ See chapter 19 for defined terms.

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

AUD775,000,000 6.75% Fixed Rate TCD due May 2016

USD1,250,000,000 2.05% Covered Bond due May 2020

CNY 2,500,000,000 4.75% Fixed Rate Subordinated Notes due January 2025

SGD500,000,000 3.75% Fixed Rate Subordinated Notes due Mar 2027

AUD200,000,000 4.75% Fixed Rate Subordinated Notes due May 2027

	<b>Number</b>	<b>+Class</b>
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	7,218,876 Options on issue
10	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
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the 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.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
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

+ See chapter 19 for defined terms.

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- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1 (NB: this relates only to the fully paid ordinary shares described in Part 1)
- (b)  All other <sup>+</sup>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

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>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

### Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 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 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
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- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another +security, clearly identify that other +security)
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+ See chapter 19 for defined terms.

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class
N/A	N/A

## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +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.

3 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.

4 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: .....  
Company Secretary

Date: 21 December 2015

Print name: John Priestley

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+ 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

<b>Rule 7.1 – Issues exceeding 15% of capital</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
<p><b>Add</b> the following:</p> <ul style="list-style-type: none"> <li>• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid +ordinary securities that became fully paid in that 12 month period</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<b>Subtract</b> the number of fully paid +ordinary securities cancelled during that 12 month period	
<b>“A”</b>	

<b>Step 2: Calculate 15% of “A”</b>	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply</b> “A” by 0.15	
<b>Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
“C”	
<b>Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1</b>	
“A” x 0.15  <i>Note: number must be same as shown in Step 2</i>	
<b>Subtract</b> “C”  <i>Note: number must be same as shown in Step 3</i>	
<b>Total</b> [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	
<b>Step 2: Calculate 10% of “A”</b>	
<p>“D”</p>	<p>0.10</p> <p><i>Note: this value cannot be changed</i></p>
<b>Multiply “A” by 0.10</b>	
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<p><b>Insert</b> number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p><b>Notes:</b></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities – not just ordinary securities</i></li> <li>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	
<p>“E”</p>	

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

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+ See chapter 19 for defined terms.