



5 December 2019

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

**Amended Appendix 3B**

Please find attached an Appendix 3B replacing that released on ASX at 4:17pm today. The amended version contains updated descriptions in section 3 (sub points A – H). Please note that no other changes have been made including to any of the numbers.

Yours faithfully

**Simon Pordage**  
**Company Secretary**

# 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                                                                                                                                                                                                  | Options to subscribe for ordinary shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                 | 2,690,694 options                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 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) | <p><u>2,690,694 options</u></p> <p>(A) 33,864 Vested Rights (options) automatically exercised following a 12 month retention period on 22 November 2020 (unless further deferred) at a zero exercise price; and</p> <p>(B) 2,060 1 Year Deferred Share Rights (options) automatically exercised following a 12 month retention period on 22 November 2021 (unless further deferred) at a zero exercise price; and</p> <p>(C) 2,184 2 Year Deferred Share Rights (options) automatically exercised following a 12 month retention period on 22 November 2022 (unless further deferred) at a zero exercise price; and</p> <p>(D) 5,375 3 Year Deferred Share Rights (options) automatically exercised following a 12 month</p> |

retention period on 22 November 2023 (unless further deferred) at a zero exercise price; and

(E) 5,697 4 Year Deferred Share Rights (options) automatically exercised following a 12 month retention period on 22 November 2024 (unless further deferred) at a zero exercise price; and

(F) 6,038 5 Year Deferred Share Rights (options) automatically exercised following a 12 month retention period on 22 November 2025 (unless further deferred) at a zero exercise price; and

(G) 3,645 6 Year Deferred Share Rights (options) automatically exercised following a 12 month retention period on 22 November 2026 (unless further deferred) at a zero exercise price; and

(H) 3,862 7 Year Deferred Share Rights (options) automatically exercised following a 12 month retention period on 22 November 2027 (unless further deferred) at a zero exercise price; and

(I) 104,277 1 Year Deferred Share Rights (options) exercisable from 22 November 2020 and before the close of business on 21 November 2022 (after which date the Rights will lapse), unless further deferred, at a zero exercise price; and

(J) 110,494 2 Year Deferred Share Rights (options) exercisable from 22 November 2021 and before the close of business on 21 November 2023 (after which date the Rights will lapse), unless further deferred, at a zero exercise price; and

(K) 182,074 3 Year Deferred Share Rights (options) exercisable from 22 November 2022 and before the close of business on 21 November 2024 (after which date the Rights will lapse), unless further deferred, at a zero exercise price; and

(L) 542,892 1 Year Deferred Share Rights (options) automatically exercised on 22 November 2020, unless further deferred, at a zero exercise price; and

(M) 571,490 2 Year Deferred Share Rights (options) automatically exercised on 22 November 2021, unless further deferred, at a zero exercise price; and

(N) 728,408 3 Year Deferred Share Rights (options) automatically exercised on 22 November 2022, unless further deferred, at a zero exercise price; and

(O) 36,228 4 Year Deferred Share Rights (options) automatically exercised on 22 November 2023, unless further deferred, at a zero exercise price; and

(P) 264,081 Performance Rights (options) – Tranche 1 - exercisable from 22 November 2023 and before the close of business on 21 November 2025 (after which date the Rights will lapse), unless further deferred, at a zero exercise price and subject to the following performance

conditions:

Performance Rights in Tranche 1 are subject to a TSR Performance Hurdle which compares ANZ performance over the "Performance Period" to the performance of a Comparator Group comprising key competitors of ANZ (the Select Financial Services (SFS) Comparator Group). This hurdle is designed to encourage performance in the top quartile of the Comparator Group.

The number or proportion of Performance Rights in Tranche 1 that may vest and become exercisable will depend upon the Total Shareholder Return ("TSR") achieved by ANZ relative to the companies in the Comparator Group, measured over the period from the date of grant to, and calculated by ANZ as at, the end of the Performance Period, in accordance with the following principles, unless the Board determines otherwise:

- Performance equal to the median TSR of the Comparator Group will result in half the Performance Rights in Tranche 1 becoming exercisable (50% vesting).
- Performance above median will result in further Performance Rights in Tranche 1 becoming exercisable, increasing on a straight-line basis until all of the Performance Rights in Tranche 1 become exercisable where ANZ's TSR is at or above the 75th percentile of TSRs in the Comparator Group (100% vesting).
- Where ANZ's performance falls between two of the comparators within the Comparator Group, TSR is measured on a pro-rata basis.

The actual relative level of TSR, rather than simple ranking, will determine the level of vesting.

(Q) 88,025 Performance Rights (options) - Tranche 2 - exercisable from 22 November 2023 and before the close of business on 21 November 2025 (after which date the Rights will lapse), unless further deferred, at a zero exercise price and subject to the following performance conditions:

Performance Rights in Tranche 2 are subject to the Absolute CAGR TSR Performance Hurdle

which is based on an absolute measure of ANZ's performance over the "Performance Period" (i.e. not a relative measure).

The vesting of Performance Rights in Tranche 2 depends on the Absolute Compound Annual Growth Rate ("CAGR") TSR achieved by ANZ relative to the CAGR TSR targets set by the Board. In particular:

- The proportion of Performance Rights in Tranche 2 that become exercisable will depend upon the CAGR TSR achieved by ANZ relative to the CAGR TSR targets set by the Board for this award measured over the Performance Period (commencing 22 November 2019).
- Performance equal to 8.5% CAGR TSR will result in half the Performance Rights in Tranche 2 becoming exercisable (50% vesting).
- Performance above 8.5% CAGR TSR will result in further Performance Rights in Tranche 2 becoming exercisable, increasing on a straight-line basis until all of the Performance Rights in Tranche 2 become exercisable where ANZ's CAGR TSR is 12.75% (100% vesting).
- The Board retains discretion to adjust the CAGR TSR hurdle in exceptional circumstances to ensure that you are neither advantaged nor disadvantaged by matters outside management's control that materially affect achievement of the Absolute CAGR TSR Performance Hurdle.

#### **Tranches 1 and 2**

- The "Performance Period" is the four year period commencing on the date of grant of your PR Equity Award. (This is the same period as the Deferral Period, provided that the Board does not exercise its discretion to defer vesting for a further period or periods.
- ANZ will use an averaging calculation 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 Tranche.
- Each performance hurdle will only be tested once at the end of the

Performance Period (i.e. no retesting). The percentage of Performance Rights that vest in each tranche will be determined by ANZ as soon as practicable after the end of the Performance Period and fixed for the duration of the Exercise Period.

- The Exercise Period is the period of 2 years commencing on the Vesting Date. If the Performance Rights do not pass the hurdle on the testing date, or they are not exercised by the end of the Exercise Period the Performance Rights will lapse.

**\*Disclaimer – please note ‘automatic exercise’ on vest includes a small window of 5 business days for administrative purposes to allow the Share Plan Administrator processing time.**

- 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

2,690,694 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.

- 5 Issue price or consideration

2,690,694 options – zero exercise price

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	2,690,694 options issued to employees for retention/incentive purposes.
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
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7	<p><sup>+</sup>Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	2,690,694 options – 22/11/2019
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	Number	<sup>+</sup> Class
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	<p>2,834,584,923 Fully paid ordinary shares</p> <p>11,200,000 ANZ Capital Notes 1</p> <p>16,100,000 ANZ Capital Notes 2</p> <p>9,701,791 ANZ Capital Notes 3</p> <p>16,220,000 ANZ Capital Notes 4</p> <p>9,310,782 ANZ Capital Notes 5</p>

<p>USD1,250,000,000 2.05 per cent. Covered Bond due May 2020</p> <p>EUR750,000,000 0.625 per cent. Fixed Rate Notes due February 2023</p> <p>CNY2,500,000,000 4.75 per cent. Fixed Rate Subordinated Notes due January 2025</p> <p>SGD500,000,000 3.75 per cent. Fixed Rate Subordinated Notes due March 2027</p> <p>AUD200,000,000 4.75 per cent. Fixed Rate Subordinated Notes due May 2027</p> <p>EUR1,000,000,000 1.125 per cent. Fixed Rate Subordinated Notes due November 2029</p> <p>AUD225,000,000 4.75 per cent. Fixed Rate Subordinated Notes due September 2032</p> <p>USD1,000,000,000 Perpetual Subordinated Contingent Convertible Securities</p>
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9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the <sup>+</sup> securities in section 2 if applicable)	Number	<sup>+</sup> Class
		6,934,994	Options on issue
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

## 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 <sup>+</sup> securities will be offered	N/A	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	N/A	
15	<sup>+</sup> 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  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	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
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	N/A

of their entitlements (except by sale through a broker)?

33    <sup>+</sup>Issue date

N/A

## 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 <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

## Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A					
39	+Class of +securities for which quotation is sought	N/A					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <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>	N/A					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A					
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>N/A</td> <td>N/A</td> </tr> </tbody> </table>	Number	+Class	N/A	N/A	
Number	+Class						
N/A	N/A						

## Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 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: 5 December 2019

Print name: Simon Pordage

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