

News Release

For Release: 15 December 2022

ANZ Shareholders Vote in Favour of Scheme of Arrangement to Establish Non-Operating Holding Company

ANZ announces that ANZ shareholders have today voted in favour of the scheme of arrangement (**Scheme**) to establish ANZ Group Holdings Limited (**ANZ NOHC**) as the new listed parent company of the ANZ group and to separate ANZ's banking and certain non-banking businesses into two groups.

Results of the scheme meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), ANZ advises that the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Scheme Meeting included in the Explanatory Memorandum dated 27 October 2022, was passed by the requisite majorities of ANZ shareholders at the scheme meeting held earlier today pursuant to orders of the Federal Court of Australia (**Court**) on 26 October 2022. In summary:

- 90.62% of ANZ shareholders present and voting (in person or by proxy) were in favour of the Scheme Resolution; and
- 99.17% of the votes cast by ANZ shareholders were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are set out in the attachment to this announcement.

Next Steps

ANZ will apply to the Court for approval of the Scheme. The timing of this Court approval set out in the Explanatory Memorandum has been changed from 10:15am on 22 December 2022 to 10.15am on 19 December 2022.

If the Court approves the Scheme, on 20 December 2022 a copy of the Court orders will be lodged with ASIC, following which the Scheme will become legally effective.

The remaining key dates of the Scheme are set out below.

Event	Date
Second court hearing Court hearing for ANZ to seek approval of the Scheme.	19 December 2022
Effective date ANZ expects to lodge the Court order approving the Scheme, at which time the Scheme will become legally effective. ANZ shares will be suspended from trading on the ASX and NZX from	20 December 2022

Event	Date
close of trading. ANZ regulatory capital securities quoted for trading on the ASX will be suspended from trading on the ASX under their existing codes from close of trading.	
ANZ NOHC listing ANZ NOHC shares commence trading on the ASX on a deferred settlement basis. ANZ NOHC shares enter into a trading halt on the NZX. ANZ regulatory capital securities quoted for trading on the ASX commence trading under their new ASX codes on a deferred settlement basis.	21 December 2022
Scheme record date The date for determining eligibility to receive ANZ NOHC shares (or, in the case of ineligible foreign shareholders, the cash proceeds of the sale of the ANZ NOHC shares).	7.00pm, 22 December 2022
Implementation date Eligible ANZ shareholders receive ANZ NOHC shares.	3 January 2023
Commencement of normal trading Commencement of normal trading of ANZ NOHC shares on the ASX (ASX: ANZ) and NZX (NZX: ANZ). Commencement of normal trading of ANZ regulatory capital securities quoted for trading on the ASX under their new ASX codes.	4 January 2023

The above dates are indicative only and may change. ANZ will announce any change to the ASX.

Further information can be found on ANZ's website www.anz.com/shareholder/centre/.

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Approved for distribution by ANZ's Continuous Disclosure Committee

**Australia and New Zealand Banking Group Limited
Scheme Meeting
Thursday, 15 December 2022
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Australia and New Zealand Banking Group Limited and the holders of its fully paid ordinary shares as contained in and more precisely described in the Explanatory Memorandum of which the notice convening this meeting forms part, is approved (with or without modification as approved by the Federal Court of Australia).	1,507,113,098 98.51%	12,790,336 0.83%	10,048,590 0.66%	680,725	1,517,247,236 99.17%	12,775,089 0.83%	670,905	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					7,353 90.62%	761 9.38%	257	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll

The total number of shareholders who voted both 'FOR' and 'AGAINST' the resolution and not included in the above "Number of shareholders voting" section =**11**