

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF ANZ CN2 HOLDERS. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU SHOULD SEEK ADVICE FROM YOUR FINANCIAL ADVISER OR OTHER PROFESSIONAL ADVISER.**

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

**(“ANZ”)**

## **Exchange Notice**

given in respect of the CN2 (as defined below)

15 February 2022

### **A. Redemption of the CN2**

ANZ issued the ANZ Capital Notes 2 on 31 March 2014 (with ASX Code “ANZPE”) (the “**CN2**”) on the terms and conditions set out in Appendix A to the prospectus in relation to the CN2 dated 19 February 2014 (the “**CN2 Terms**”).

The CN2 Terms provide ANZ with an option to redeem the CN2 on the Optional Exchange Date falling on 24 March 2022. ANZ hereby gives notice to each holder of CN2 that in accordance with the CN2 Terms it has made the election to redeem all outstanding CN2 on 24 March 2022. This is a “Redemption” for the purposes of the CN2 Terms.

This notice is an “Exchange Notice” given in respect of CN2 in accordance with clause 5.1(b) (“Optional Exchange by ANZ”) and clause 7 (“Redemption Mechanics”) of the CN2 Terms.

### **B. Payment of the Face Value of CN2**

The CN2 will be redeemed by payment of the Face Value of \$100 for each CN2 that you hold as at 16 March 2022.

Eligible CN2 holders who have applied to participate in the Reinvestment Offer as described in the prospectus issued by ANZ in relation to the issue of capital notes (the “**CN7**”) on 15 February 2021 will have the Face Value in respect of their CN2 applied as the Application Payment for the CN7 for which they have applied (to the extent their applications are accepted).

### **C. On what date will the redemption occur?**

The redemption will occur on 24 March 2022 (subject to the CN2 Terms).

### **D. What happens in respect of the Distributions for the period to 24 March 2022?**

A final distribution of \$1.1403 per CN2 is scheduled to be paid by ANZ in respect of all CN2 on 24 March 2022 (subject to the payment conditions in the CN2 Terms and ANZ’s absolute discretion) (“**Final CN2 Distribution**”). The record date for the Final CN2 Distribution is 7.00pm (Australian Eastern Daylight Time) on 16 March 2022.

All holders of CN2 on the record date will be entitled to receive the Final CN2 Distribution, including holders who participate in the Reinvestment Offer.

### **E. Do holders of CN2 need to do anything?**

If you wish to participate in the Reinvestment Offer, you should refer to the CN7 prospectus for details of the Reinvestment Offer.

If you do not wish to participate in the Reinvestment Offer, you do not need to do anything in response to this notice. If you hold CN2 on 16 March 2022, ANZ will pay you \$100 for each CN2 in the same way as ANZ would make any other payment to you in respect of CN2.

The last day of trading of CN2 on ASX will be 14 March 2022.

**F. How will you receive payment?**

If you hold CN2 on 16 March 2022 and have provided details of an Australian dollar account (other than a credit card account) with a financial institution in Australia to ANZ's share registry, Computershare (the "**Registry**"), by 5:00pm (Australian Eastern Daylight Time) on 16 March 2022, \$100 and any Distribution per CN2 will be paid by direct credit to that account on 24 March 2022. Otherwise, payment to you will be by cheque sent through the post on 24 March 2022.

If you wish to change your payment instructions for the payment of the Final CN2 Distribution then you must provide updated instructions to the Registry by 5:00pm on 16 March 2022.

**G. Who can you contact if you have questions about this?**

If you are unsure about what to do in respect of your CN2, ANZ recommends that you seek professional guidance from a licensed adviser, which takes into account your particular investment objectives and circumstances. If you have any questions about your CN2 or this Exchange Notice, please contact the ANZ Information Line by calling 1800 113 399 (Australia) or +61 3 9415 4010 (International).

**H. Definitions**

Unless otherwise defined, capitalised terms in this notice have the meaning given to them in the CN2 Terms.

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