

News Release

For release: 27 September 2016

ANZ closes ANZ Capital Notes 4 Offer, upsized to raise \$1.622 billion

ANZ has completed, and upsized, its offer of ANZ Capital Notes 4 (ANZPG) (**Offer**), raising \$1.622 billion of Additional Tier 1 Capital.

16.22 million ANZ Capital Notes 4 (**Notes**) have been issued at \$100 each. This includes approximately \$900 million of CPS2 which have been reinvested in the Notes.

Allocation Policy

- **Reinvestment Offer:** all valid applications under the Reinvestment Offer have been accepted in full.
- **ANZ Securityholder Offer:** all valid applications under the ANZ Securityholder Offer have been accepted in full.
- **Broker Firm Offer and Institutional Offer:** a scale back was applied to Applicants under the Broker Firm Offer (other than for Broker Firm Applicants under the Reinvestment Offer, who were accepted in full) and the Institutional Offer.

Applications which were received after the Closing Date or accompanied by cheques that were subsequently dishonoured and online Applications for which BPAY® payments were not received, have not received an allocation of Notes.

CPS2 Reinvestment Applicants and ANZ Securityholder Applicants can obtain information about their allocation of Notes by calling the ANZ Information Line on the numbers provided at the end of this announcement and quoting their SRN or HIN.

Broker Firm Applicants should confirm their allocation with their Syndicate Broker.

ASX Trading

The Notes are expected to commence trading on ASX on a deferred settlement basis tomorrow at approximately 12.00pm (AET) under the ASX code of "ANZPG".

All Applicants are responsible for confirming the number of Notes allocated to them prior to selling any Notes. Applicants who sell Notes before receiving their Confirmation Statement do so at their own risk.

Trading is expected to commence on a normal settlement basis on 5 October 2016.

Confirmation Statements and refund cheques

Confirmation Statements which set out the number of Notes issued to each Applicant, and refund cheques for Application Payments from unsuccessful Applicants, are expected to be despatched by 4 October 2016.

Distribution Rate

The Distribution Rate for the first Distribution Period from (and including) the Issue Date of 27 September 2016 to (but excluding) the first Distribution Payment Date is 4.5115%. The first Distribution Payment Date is expected to be 20 December 2016. The Distribution Rate is calculated as follows:

90 day BBSW Rate on 27 September 2016 (first Business Day of the Distribution Period)	1.7450%
Plus Margin	4.7000%
	6.4450%
Multiplied by (1 – the 30% Tax Rate)	0.7
Distribution Rate	4.5115%

This Distribution Rate equates to a fully franked Distribution amount of \$1.0383 in respect of each Note which, subject to ANZ's absolute discretion and no Payment Condition existing in respect of the Distribution Payment Date, is expected to be paid on 20 December 2016. This amount and other relevant details are set out below:

Distribution in respect of each Note	\$1.0383
Distribution Payment Date	20 December 2016
Record date	12 December 2016
Number of days in the Distribution Period	84

Following the first Distribution Period, the Distribution Rate for the Notes will be reset quarterly and announced on ASX.

Maximum Conversion Number

The Issue Date VWAP has been calculated as \$26.80. Accordingly, the Maximum Conversion Number has been set initially at:

- in the case of a Conversion occurring on a Mandatory Conversion Date, 7.4627 ANZ Ordinary Shares per Note; and
- in the case of a Conversion occurring at any other time, 18.6567 ANZ Ordinary Shares per Note.

For details about the calculation of these numbers and how they affect the Notes, see the ANZ Capital Notes 4 Prospectus dated 24 August 2016 (**Prospectus**) which is available online at www.anz.com.

Holders of ANZ Capital Notes 4

Following allocation of the Notes, the twenty largest holders are detailed in Attachment A to this announcement.

The distribution schedule of the Notes is set out in Attachment B to this announcement.

Participation by ANZ directors and associates in the Offer

The number of Notes issued to ANZ directors and their associates pursuant to the Offer was 1,000 in aggregate.

Buy-Back of CPS2

ANZ completed the buy-back and cancellation of Reinvestment CPS2 on 27 September 2016. 9,003,942 CPS2 which were reinvested in ANZ Capital Notes 4 under the Reinvestment Offer have been removed from official quotation on ASX.

In due course and following receipt of various approvals, ANZ will announce on the ASX how those CPS2 not reinvested in CN4 will be treated on the mandatory conversion date, being 15 December 2016. Further details about those CPS2 not reinvested under the Reinvestment Offer are contained in section 3 of the Prospectus.

Newspaper advertisements

Tomorrow ANZ will advertise in The Australian Financial Review and The Australian the basis of allocation of Notes. A copy of this advertisement is attached to this announcement.

ANZ Capital Notes 4 Class Ruling

The Australian Taxation Office (ATO) has advised that it expects to release a Class Ruling in respect of the Notes on approximately 5 October 2016. The Class Ruling is expected to be consistent with the Taxation Summary contained in Section 7 of the Prospectus.

Once it is published, a copy of the Class Ruling will be available from the ANZ Shareholder Centre section of www.anz.com or the ATO website (ato.gov.au) by searching in the ATO's Legal Database.

To obtain information about your allocation of ANZ Capital Notes 4 or about the Offer

Applicants can obtain information about their allocation of Notes or the Offer by calling their Syndicate Broker or the ANZ Information Line.

Unless otherwise defined, capitalised terms have the meaning given to them in the ANZ Capital Notes 4 Prospectus dated 24 August 2016.

For investor enquiries, please visit capitalnotes4.anz.com or contact the ANZ Information Line on 1800 113 399 (Australia) or +61 3 9415 4010 (international) between 8:30am and 5:30pm (AET) Monday to Friday.

For media enquiries only contact:

Nick Higginbottom, +61-403-936 262

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE U.S. This statement does not constitute an offer of any securities for sale. The securities offered will not be registered under the U.S. Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

IMPORTANT NOTICE

TO ALL APPLICANTS UNDER THE

ANZ CAPITAL NOTES 4 OFFER

Australia and New Zealand Banking Group Limited ABN 11 005 357 522 (**ANZ**) has closed the offer of ANZ Capital Notes 4 (ASX code 'ANZPG') (**Offer**), raising \$1.622 billion of Additional Tier 1 Capital. 16.22 million ANZ Capital Notes 4 (**Notes**) have been issued at \$100 each.

ANZ CAPITAL NOTES 4 ALLOCATION POLICY

All valid applications under the **Reinvestment Offer** and the **ANZ Securityholder Offer** have been accepted in full.

CPS2 Reinvestment Applicants and ANZ Securityholder Applicants can obtain information about their allocation of Notes by calling the ANZ Information Line on the numbers provided below and quoting their SRN or HIN.

A scale back was applied to Applicants under the **Broker Firm Offer** (other than for Broker Firm Applicants under the Reinvestment Offer, who were accepted in full) and the **Institutional Offer**. Broker Firm Applicants should confirm their allocation of Notes with their Syndicate Broker.

Applications which were received after the Closing Date or accompanied by cheques that were subsequently dishonoured and online Applications for which BPAY® payments were not received have not received an allocation of Notes.

ASX TRADING

The Notes are expected to commence trading on the ASX on a deferred settlement basis today at approximately 12:00pm AET under ASX code "ANZPG".

Trading of Notes is expected to commence on a normal settlement basis on 5 October 2016.

All Applicants are responsible for confirming the number of Notes allocated to them prior to selling any Notes. Applicants who sell Notes before receiving their Confirmation Statement do so at their own risk.

CONFIRMATION STATEMENTS AND REFUND CHEQUES

Confirmation Statements which set out the number of Notes issued to each Applicant, and refund cheques for Application Payments from unsuccessful Applicants, are expected to be despatched by 4 October 2016.

FURTHER INFORMATION

For further information on the Offer visit capitalnotes4.anz.com or call the ANZ Information Line on 1800 113 399 (within Australia) or +61 3 9415 4010 (international) between 8:30am and 5:30pm AET Monday to Friday.

The Offer was made under a Prospectus dated 24 August 2016.

Unless otherwise defined capitalised terms in this advertisement have the same meaning given to them in the Prospectus dated 24 August 2016. This advertisement contains general information only and does not take into account the investment objectives, financial situation or particular needs of any investor (including financial and tax issues). Investors should seek professional guidance which takes into account their particular investment objectives, financial situation and needs from a professional adviser who is licensed by ASIC to give such advice. Notes have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state of the United States and may not be offered or sold in the United States or to, or for the account or benefit of, a US person (as defined in the US Securities Act). Notes are higher risk than deposits, are not deposit liabilities of ANZ, are not guaranteed, insured or protected accounts and give holders no claim on ANZ except as provided in their terms. Your investment is subject to investment risk, including possible delays in repayment and loss of income and principal rate of return. You may lose some or all of your money. ANZ does not guarantee the value or performance of Notes.

* Registered to BPAY Pty Limited (ABN 69 079 137 518)

anz.com

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



CRM/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
 AUSTRALIA and NEW ZEALAND BANKING GROUP/ANZ

T O P 2 0 H O L D E R S
 27/09/2016

*** (RSP520:17.53:270916)
 A.C.N. 005 357 522 PAGE : 1

CLASS: PG /CAPITAL NOTES 4

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	765,394	4.72	1
	J P MORGAN NOMINEES AUSTRALIA LIMITED	411,891	2.54	2
	NATIONAL NOMINEES LIMITED	328,258	2.02	3
	IOOF INVESTMENT MANAGEMENT LIMITED <IPS SUPER A/C>	219,000	1.35	4
	CITICORP NOMINEES PTY LIMITED	210,850	1.30	5
	PEJR INVESTMENTS PTY LTD <LEDERER INVESTMENT A/C>	196,073	1.21	6
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	195,070	1.20	7
	NATIONAL NOMINEES LIMITED <DB A/C>	177,650	1.10	8
	NAVIGATOR AUSTRALIA LTD <MLC INVESTMENT SETT A/C>	164,374	1.01	9
	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	122,059	0.75	10
	NULIS NOMINEES (AUSTRALIA) LIMITED <NAVIGATOR MAST PLAN SETT A/C>	113,659	0.70	11
	JMB PTY LIMITED	100,600	0.62	12
	DIMBULU PTY LTD	100,000	0.62	13
	AUSTRALIAN EXECUTOR TRUSTEES LIMITED <NO 1 ACCOUNT>	83,182	0.51	14
	SMITH PROPERTY GROUP PTY LTD	80,000	0.49	15
	RANDAZZO C & G DEVELOPMENTS PTY LTD	78,500	0.48	16
	BNP PARIBAS NOMS PTY LTD <DRP>	71,430	0.44	17
	ERIC NOMINEES AUSTRALIA PTY LTD	71,300	0.44	18

CLASS: PG /CAPITAL NOTES 4 2016
HOLDER NO NAME AND ADDRESS

	UNITS	% I/C	RANK
MR PHILIP WILLIAM DOYLE	60,000	0.37	19
PERSHING AUSTRALIA NOMINEES PT Y LTD <ACCUM A/C>	57,872	0.36	20

***	REPORT	TOTAL	***	3,607,162	22.24
***		REMAINDER	***	12,612,838	77.76

***	GRAND	TOTAL	***	16,220,000	100.00
=====					

TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 19603

CRM/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
AUSTRALIA and NEW ZEALAND BANKING GROUP/ANZ

Range Of CN4 Units Summary
27/09/2016

*** (RSP510:18.36:270916)
A.C.N. 005 357 522 PAGE : 1

	1	1001	5001	10001	100001	* TOTAL *
	to	to	to	to	to	
	1000	5000	10000	100000	(MAX)	

PG / CAPITAL NOTES 4

Holders

Issuer	1075	190	25	17		1307
Chess	16428	1682	112	62	12	18296
Total	17503	1872	137	79	12	19603

Units

Issuer	343980	441823	199700	413650		1399153
Chess	5742455	3632557	867299	1573658	3004878	14820847
Total	6086435	4074380	1066999	1987308	3004878	16220000

TOTAL HOLDERS FOR CLASSES SELECTED	19,603
------------------------------------	--------

TOTAL UNITS FOR CLASSES SELECTED	16,220,000
----------------------------------	------------
