



CPS1 Resale and Buy Back Q&A

5 May 2014

1.	What are CPS1?	CPS1 are convertible preference shares issued by Australia and New Zealand Banking Group Limited under a prospectus dated 4 September 2008.
2.	Where can I view the CPS1 terms?	The CPS1 terms, as amended on 11 February 2014, can be found at http://www.shareholder.anz.com/pages/convertible-preference-shares
3.	What is the Resale?	<p>ANZ has determined to sell all outstanding CPS1 to the 'Nominated Purchaser' on the Initial Mandatory Conversion Date, as permitted by the CPS1 terms (clause 4.7).</p> <p>On the Initial Mandatory Conversion Date (being 16 June 2014) the Nominated Purchaser will pay CPS1 holders A\$100 for each CPS1 held.</p>
4.	When is the Initial Mandatory Conversion Date?	Monday, 16 June 2014
5.	Who is the Nominated Purchaser?	The Nominated Purchaser is ANZ Capital No. 1 Pty Ltd (ACN 157 741 056). It is a wholly owned subsidiary of ANZ and has been appointed in accordance with the CPS1 Terms (clause 9.2).
6.	When will the Resale occur?	The Resale will occur on 16 June 2014.
7.	What is the Resale Price for CPS1?	The Nominated Purchaser will pay A\$100 for each CPS1.
8.	What is the effect of the Resale?	Subject to payment by the Nominated Purchaser of Resale Price to CPS1 holders, all right, title and interest to CPS1 (excluding the right to any dividend payable on that date) will be transferred to the Nominated Purchaser on the Initial Mandatory Conversion Date.
9.	What happens in respect of the dividends for the period to 16 June 2014?	Payment of the dividend scheduled on CPS1 on 16 June 2014 is subject to conditions set forth in the CPS1 Terms (including that ANZ's board resolves to pay it). If those conditions are met, the person holding CPS1 at 5:00 pm (Sydney time) on 29 May 2014 will receive that dividend on 16 June 2014.
10.	Where can I view the Resale Notice?	The Resale Notice can be found at http://www.shareholder.anz.com/pages/convertible-preference-shares



11.	Do I need to take any action in response to the Resale Notice?	<p>You do not need to do anything in response to the Resale Notice. If you hold CPS1 on 16 June 2014 (unless the Resale does not proceed):</p> <p>(a) ANZ will sign a share transfer form on behalf of all CPS1 holders to transfer all CPS1 to the Nominated Purchaser; and</p> <p>(b) ANZ will then, on behalf of the Nominated Purchaser, pay you A\$100 for each CPS1 transferred in the same way as ANZ would make any other payment to you in respect of the CPS1.</p> <p>Anyone holding CPS1 can sell those CPS1 to any person at any time prior to 10 June 2014.</p>
12.	When is the last day of trading of CPS1?	The last day of trading of CPS1 is 10 June 2014
13.	What will happen to CPS1 after the Resale?	If the Resale proceeds, ANZ intends to buy back the CPS1 from the Nominated Purchaser on the Initial Mandatory Conversion Date. CPS1 will no longer be on issue after this date.
14.	What may prevent the Resale?	The Resale may not proceed if APRA withdraws its approval of the Resale or of the appointment of ANZ Capital No. 1 Pty Ltd to act as the Nominated Purchaser. If an appropriate alternative Nominated Purchaser cannot be found the Resale may not occur. If the Resale proceeds are not paid, the Resale may not occur.
15.	What happens if the Resale does not occur?	If the Resale does not occur, where the mandatory conversion conditions are satisfied on 16 June 2014, the CPS1 will convert into ANZ ordinary shares. If the mandatory conversion conditions are not satisfied on that date, the CPS1 will remain on issue until the first CPS1 dividend payment date on which the conditions are satisfied unless otherwise dealt with in accordance with their terms.
16.	Who do I call with further queries?	<p>Please call the ANZ Information Line on</p> <p>1800 113 399 (within Australia) +61 3 9415 4010 (International) Monday – Friday – 8.30am – 5.30pm AEST</p>