

Notice given in accordance with Corporations Act Subsection 259C(2) Exemption

To
 Company Announcements
 Australian Securities Exchange
 Level 4
 20 Bridge Street
 SYDNEY NSW 2000

1. Name of Company Australia and New Zealand Banking Group Limited ABN 11 005 357 522 ("ANZ") gives notice of the aggregated percentage of voting shares in ANZ, in respect of which its associated entities have (1) the power to control voting or disposal and voting shares underlying derivatives and (2) a net economic exposure, in accordance with the terms of an exemption granted by the Australian Securities and Investments Commission pursuant to subsection 259C(2) of the Corporations Act.

Date of present notice: 16 August 2012

The previous notice was given to the ASX on: 02 August 2012

The previous notice was dated: 02 August 2012

2. Issued Share Capital 2,716,019,028 fully paid Ordinary Shares in the capital of ANZ have been issued as at 15 August 2012.

3(a). Previous and present aggregated % of Voting Shares

The aggregated number and percentage of shares in each class of voting shares in ANZ in respect of which its controlled entities have power to control voting or disposal and voting shares underlying derivatives, when last required, and when now required, to give a notice to the ASX are:

Class of Shares	Previous Notice		Present Notice	
	Total Number	% of Total Shares	Total Number	% of Total Shares
Ordinary Fully Paid	26,408,277	0.97%	26,392,401	0.97%

3(b). Previous and present net economic exposure % of Voting Shares

The aggregated number and percentage of shares in each class of voting shares in ANZ in respect of which its controlled entities have a net economic exposure, when last required, and when now required, to give a notice to the ASX are:

Class of Shares	Previous Notice		Present Notice	
	Total Number	% of Total Shares	Total Number	% of Total Shares
Ordinary Fully Paid	26,408,277	0.97%	26,392,401	0.97%

4. Details of Controlled Entity Holdings	The following controlled entities are the holders in the Voting Shares referred to in paragraph 3 above.
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Registered Holder	Controlled Entity entitled to be registered	Number of Shares	% of Total Shares
ANZ Trustees as trustee for various estates and trusts;	ANZ Trustees as trustee for various estates and trusts	690,503	0.02%
ANZ Trustees and various co trustees as co trustees for various estates and trusts;	ANZ Trustees and various co trustees as co trustees for various estates and trusts	808,290	0.03%

Registered Holder	Controlled Entity entitled to be registered	Number of Shares	% of Total Shares
ANZ Trustees as trustee for various internal common funds;	ANZ Trustees as trustee for various internal common funds	1,863,217	0.07%
ANZ Trustees as manager for various private clients.	ANZ Trustees as manager for various private clients	999,869	0.04%
ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan	365,178	0.01%
JP Morgan	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	120,544	0.00%
OnePath Nominees / Reserve Bank of NZ	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	35,745	0.00%
Trustees Executors (TEA)	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	23,648	0.00%
Citi Group / Reserve Bank of NZ	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	371,811	0.01%
Citi Group / OnePath Australia	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	608,523	0.02%
Reserve Bank of NZ	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	24,629	0.00%
Private Nominees Limited	Private Nominees Limited as trustee for various private clients	468,613	0.02%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	45,297	0.00%
ANZ Nominees Limited	OnePath Funds Management Ltd as responsible entity for ANZ Australian Industrial Equities Fund	1,915,063	0.07%
ANZ Nominees Limited	OnePath Funds Management Ltd as responsible entity for ANZ Select Leaders Pool	1,036,563	0.04%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for Tax Effective Income Trust	1,634,560	0.06%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OnePath Sustainable Investments - Wholesale Australian Share Trust	90,604	0.00%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for Blue Chip Pool	2,637,460	0.10%

Registered Holder	Controlled Entity entitled to be registered	Number of Shares	% of Total Shares
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OnePath Australian Shares Index Pool	2,098,494	0.08%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity OnePath Australian Shares - Imputation Index Pool	702,786	0.03%
UBS Nominees Pty Limited	OnePath Funds Management Ltd as responsible entity for OPTIMIX AUD EQU - FORTIS 130/30 (OPSFTE)	1,277,774	0.05%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OPTIMIX - ORION (OPSORE)	4,638,983	0.17%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OPTIMAX AUST EQUITIES - TYNDALL (OPSTYE)	1,985,222	0.07%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OPTIMIX AUST SHRS HYPERION (OPSHPE)	747,908	0.03%
HSBC Custody Nominees ACF OASIS	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	263,024	0.01%
OnePath Custodian Pty Ltd	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	583,257	0.02%
ANZ Nominees Limited	FSP Funds Management Ltd as responsible entity for FSP AUSTRALIAN EQUITIES LEADERS FUND	195,636	0.01%
ANZ Nominees Limited	FSP Equities Management Ltd as responsible entity for FSP EQUITY LEADERS FUND	159,200	0.01%
Aggregation		26,392,401	0.97%

5. Changes in Voting Shares	Particulars of change in voting shares in ANZ in respect of which its controlled entities are or were entitled since ANZ was last required to give a notice to the ASX are:
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Date of Change	Controlled Entity entitled whose shareholding changed	Nature of Change	Consideration given in relation to change	Class of Share	Number of Shares
02/08/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	4,126
02/08/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	2,631.86	Ordinary fully paid	85
02/08/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	3,251.12	Ordinary fully paid	105
02/08/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	10,589.35	Ordinary fully paid	342
02/08/2012	Private Nominees Limited as trustee for various private clients	On-market sale	2,041.56	Ordinary fully paid	-68
02/08/2012	Private Nominees Limited as trustee for various private clients	On-market sale	5,013.83	Ordinary fully paid	-167
02/08/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market purchase	13,940.10	Ordinary fully paid	593

03/08/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	92
03/08/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-22,326
03/08/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-1,990
03/08/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-7,980
03/08/2012	Private Nominees Limited as trustee for various private clients	Transfer in	5,266.25	Ordinary fully paid	175
06/08/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	-1,487

07/08/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	885
07/08/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market sale	24,787.50	Ordinary fully paid	-1,048
07/08/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	5,311.00	Ordinary fully paid	226
07/08/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	5,182.45	Ordinary fully paid	221
07/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	15,122.72	Ordinary fully paid	640
07/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	18,517.40	Ordinary fully paid	785
08/08/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-451

08/08/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market sale	10,257.30	Ordinary fully paid	-435
08/08/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	24,958.72	Ordinary fully paid	1,054
09/08/2012	ANZ Trustees as manager for various private clients	On-market purchase	14,710.02	Ordinary fully paid	616
09/08/2012	ANZ Trustees as trustee for various estates and trusts	On-market sale	24,691.92	Ordinary fully paid	-1,034
09/08/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	13,954.12	Ordinary fully paid	450
09/08/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market purchase	66,241.46	Ordinary fully paid	2,780
09/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	31,979.20	Ordinary fully paid	1,800
09/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market sale	31,979.20	Ordinary fully paid	-1,800

09/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	29,998.87	Ordinary fully paid	1,279
09/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	15,064.80	Ordinary fully paid	640
10/08/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-3,781
10/08/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-2,608
10/08/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market purchase	2,952.18	Ordinary fully paid	124
10/08/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market sale	10,656.00	Ordinary fully paid	-450
10/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market sale	31,979.20	Ordinary fully paid	-1,800
10/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	31,979.20	Ordinary fully paid	1,800
10/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	20,014.42	Ordinary fully paid	846

13/08/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	98
13/08/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	5,181.35	Ordinary fully paid	165
13/08/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	5,181.35	Ordinary fully paid	165
13/08/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market sale	20,389.87	Ordinary fully paid	-857
13/08/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	7,384.20	Ordinary fully paid	310
13/08/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	32,178.00	Ordinary fully paid	1,352
13/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market sale	5,022.05	Ordinary fully paid	-215

13/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	5,022.05	Ordinary fully paid	215
14/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	10,020.86	Ordinary fully paid	419
15/07/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	6,312
15/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	10,072.10	Ordinary fully paid	420
15/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	10,067.87	Ordinary fully paid	420
15/08/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	16,595.57	Ordinary fully paid	690
15/08/2012	ANZ Trustees as trustee for various estates and trusts	Off-market transfer in in terms of will	Nil	Ordinary fully paid	2,391

Addresses	The addresses of entities named in this form are as follows:
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Name	Address
ANZ	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008

ANZ Trustees Limited	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
ANZ Nominees Limited	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
ANZEST Pty Ltd	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
OnePath Australia Limited	Level 13, 347 Kent Street, Sydney NSW 2000
OnePath Funds Management Ltd	Level 13, 347 Kent Street, Sydney NSW 2000
OnePath Life Limited	Level 13, 347 Kent Street, Sydney NSW 2000
OnePath Custodian Pty Ltd	Level 13, 347 Kent Street, Sydney NSW 2000
OnePath Investment Management Ltd	Level 21, 83 Clarence Street Sydney NSW 2000
Oasis Fund Management Ltd	Level 14, 347 Kent Street, Sydney NSW 2000
FSP Portfolio Administration Ltd	Level 34 Australia Square 264-278 George Street, Sydney NSW 2000
OnePath (NZ) Limited	ASB Bank Centre, 135 Albert Street, PO Box 7149 Auckland, New Zealand
OnePath Nominees Ltd	ASB Bank Centre, 135 Albert Street, PO Box 7149 Auckland, New Zealand
JP Morgan	Level 35, 259 George Street, Sydney NSW 2000
Private Nominees Limited	Level 14, ANZ Tower, 215-229 Lambton Quay, Wellington, New Zealand
UBS Nominees Pty Limited	Level 16 Chifley Tower 2 Chifley Sq Sydney
Reserve Bank of New Zealand	2 The Terrace, PO Box 2498, Wellington 6011, New Zealand
Trustees Executors Limited	Level 5, 10 Customhouse Quay, PO Box 10-519, Wellington, New Zealand
Citi Group	Level 16, 120 Collins Street, Melbourne Vic 3000
Reserve Bank of NZ	2 The Terrace, PO Box 2498 Wellington 6011, New Zealand

print name John Priestley

Capacity Company Secretary

Sign here _____

Date 16 August 2012

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 259C(2) — Revocation and Exemption**

Enabling legislation

- 1 The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 259C(2) of the *Corporations Act 2001* (the *Act*).

Title

- 2 This instrument is ASIC Instrument [12-1112].

Commencement

- 3 This instrument commences on 14 August 2012.

Revocation

- 4 This instrument revokes ASIC Instrument [12-1078].

Exemption

- 5 Australia and New Zealand Banking Group Limited 005 357 522 (*ANZ*) is exempt from the operation of section 259C of the Act.

Where exemption applies

- 6 The exemption applies to the issue or transfer of shares or units of shares of ANZ to, or in trust for, a prescribed controlled entity in any of the following circumstances:
- (a) an issue of shares or units of shares of ANZ made under:
 - (i) Exceptions 1, 5, 7 or 14 in Rule 7.2 of the ASX Listing Rules; or
 - (ii) Exception 4 in Rule 7.2 of the ASX Listing Rules on the conversion of convertible securities but only to the extent the convertible securities were issued under an exception specified in sub-subparagraph (i);
 - (iii) an issue on the conversion of Convertible Preference Shares provided ANZ complied with the ASX Listing Rules when it issued the Convertible Preference Shares and provided that if the controlled entity acquired the Convertible Preference Shares by way of transfer, the transfer was effected in accordance with subparagraph (b); or
 - (iv) a placement of shares made by ANZ where:
 - (A) no more than 15% of the shares issued in the placement are allocated to all controlled entities; and
 - (B) participation in the placement by controlled entities is on the same or no more favourable terms as the terms for other participants;

- (b) a transfer of shares or units of shares of ANZ:
 - (i) effected on a prescribed financial market or on the market operated by NZX and not by way of a special crossing; or
 - (ii) under or as a result of a transaction between the transferor and a prescribed controlled entity that:
 - (A) where Chapter 2E of the Act applies to the transaction – does not contravene that Chapter and would not contravene that Chapter if section 214 were omitted; and
 - (B) where Part 5C.7 of the Act applies to the transaction—does not contravene that Part;
 - (c) in relation to a prescribed controlled entity of the kind referred to in paragraph (ii) or (iii) of the definition of *prescribed controlled entity*:
 - (i) an issue of shares or units of shares which satisfies subparagraph 6(a) and is made in connection with the investment-linked benefits business of that prescribed controlled entity or the participating business of a statutory fund of the life insurance company or the NZ Life Funds; or
 - (ii) a transfer of shares or units of shares which satisfies subparagraph 6(b) and is made in connection with the investment-linked benefits business of that prescribed controlled entity or the participating business of a statutory fund of the life insurance company or the NZ Life Funds.
- 7 The exemption does not apply unless ANZ has given to ASIC a deed expressed to be irrevocable without the prior consent of ASIC and for the benefit of, and enforceable by, ASIC under which ANZ undertakes:
- (a) to ensure that the number of votes attached to all voting shares of ANZ in respect of which ANZ or its controlled entities have the power (including under the terms of a derivative) to control voting or disposal, does not exceed 5% of the total number of votes attached to all voting shares of ANZ;
 - (b) to ensure that, in relation to a prescribed controlled entity of the kind referred to in paragraph (ii) of the definition of *prescribed controlled entity*, the aggregate amount of assets in the statutory fund's retained profits and shareholder capital accounts that is invested in ANZ's shares is no more than 3% of the level of assets in those accounts that is required to satisfy any capital requirements imposed by the Australian Prudential Regulation Authority;
 - (c) to ensure that, in relation to the NZ Life Funds, the aggregate amount of assets in the NZ Life Funds' retained profits and shareholder capital accounts that is invested in ANZ shares is no more than 3% of the level of assets in those accounts that is required to satisfy any capital requirements imposed by the New Zealand Society of Actuaries (Inc);
 - (d) to ensure that a prescribed controlled entity does not exercise votes attached to shares issued or transferred in the circumstances specified in paragraph 6 other than where, in circumstances where the shares were issued or transferred to a prescribed controlled entity of the kind referred to in paragraph (v) of the definition of *prescribed controlled entity*, the votes are exercised by the entity in accordance with the directions of a client;
 - (e) to disclose to ASX:
 - (i) no later than 16 August 2012 and thereafter no later than 14 days from the date the last disclosure was made under this subparagraph or such other period as ASIC may agree in writing;

- (A) the number of voting shares of ANZ in respect of which it or its controlled entities have the power to control voting or disposal expressed as a percentage of the total number of shares of ANZ; and
 - (B) the number of voting shares of ANZ in respect of which it or its controlled entities have a net economic exposure to shares of ANZ expressed as a percentage of the total number of shares of ANZ; and
 - (ii) no later than before the end of two business days after the day on which ANZ became aware of the movement, any movement of at least 1% in either of the percentages referred to in sub-subparagraph (i);
- and, in making these disclosures, to include the details set out in subsection 671B(3) of the Act as if section 671B applied;
- (iii) a copy of this instrument by way of an announcement at the same time ANZ gives the first periodic disclosure under subparagraph 6(i).
- (f) to:
- (i) keep records of acquisitions and disposals of shares of ANZ and derivatives, by ANZ and its controlled entities, for a period of at least 12 months after the date of the acquisition or disposal, including:
 - (A) date and time;
 - (B) volume;
 - (C) price; and
 - (D) the broker responsible for executing the trade; and
 - (ii) within five business day after receipt of a written request, make those records available for inspection by ASIC, ASX, NZX (for so long as ANZ shares are quoted on NZX) or any other market licensee where ANZ shares are quoted, or constitute the underlying security for a financial product quoted, on the market conducted by the licensee; and
- (g) to give a written notice to ASIC within five business days after becoming aware that it has failed to comply with the terms of the deed, other than in an immaterial respect, and setting out the details of the non-compliance.

Interpretation

8 In this instrument:

- (a) **ASIC Class Order [CO 02/294]** means that class order as in force on the date of this instrument and as amended or replaced from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;

ASX means Australian Securities Exchange Limited;

ASX Listing Rules means those rules as in force on the date of this instrument with any modifications or waivers which ASX may grant to ANZ;

client, in relation to a IDPS, means a person to whom the operator provides services under the IDPS and does not include ANZ or its controlled entities, or their associates;

controlled entity means an entity that is controlled, within the meaning of section 259E of the Act, by ANZ;

Convertible Preference Share means a convertible preference share issued by ANZ on or about 30 September 2008 or 17 December 2009 which may be converted into ordinary shares in ANZ in specified circumstances;

custodian, in relation to an IDPS, has the meaning given by ASIC Class Order [CO 02/294];

derivative means a derivative within the meaning given by section 761D of the Act for which the value of the arrangement is ultimately determined, derived from or varies by reference to (wholly or in part) the value of shares of ANZ;

economic exposure means a financial exposure that:

- (i) arises because of an arrangement (including, but not limited to, a derivative) in relation to shares of ANZ; and
- (ii) may result in the incurring of a profit or a loss to ANZ or its controlled entities as a result of a change in the price or value of shares of ANZ;

IDPS has the meaning given by ASIC Class Order [CO 02/294];

life company has the meaning given by the Schedule to the *Life Insurance Act 1995*;

life insurance business has the meaning given by section 11 of the *Life Insurance Act 1995*;

market licensee has the meaning given by section 761A of the Act;

NZ Life Funds means assets held by a controlled entity of ANZ to meet the professional standards from time to time issued by the New Zealand Society of Actuaries (Inc) relating to prudential capital adequacy or solvency requirements for an entity carrying on a life insurance business in New Zealand;

NZX means NZX Limited;

operator, in relation to an IDPS, has the meaning given by ASIC Class Order [CO 02/294];

prescribed controlled entity means a controlled entity that is:

- (i) a trustee or responsible entity of a managed investment scheme;
- (ii) a life company which carries on a life insurance business of providing investment-linked benefits within the meaning of paragraph 31(b) of the *Life Insurance Act 1995* or providing investments relating to the participating business of a statutory fund of the life insurance company;
- (iii) an entity carrying on a life insurance business in New Zealand and that holds NZ Life Funds;
- (iv) a trustee of a superannuation entity under the *Superannuation Industry (Supervision) Act 1993*; or
- (v) an operator or custodian of an IDPS;

prescribed financial market has the meaning given by section 9 of the Act;

relevant interest has the meaning given by Part 6.1 of the Act;

special crossing has the meaning given by the operating rules of ASX or the participant rules of NZX (as the case may be) as in force as at the date of this instrument;

statutory fund has the meaning given by section 29 of the *Life Insurance Act 1995*;

- (b) for the purposes of sub-subparagraph 7(e)(i), in calculating the number of shares of ANZ in respect of which it or its controlled entities have a **net economic exposure**, if, in relation to an economic exposure, a change in the price or value of the shares would

result in a profit (or loss) in respect of a share and an offsetting loss (or profit) in respect of another share, do not include those shares in the calculation; and

- (c) for the purposes of sub-subparagraph 7(e)(ii), there is a ***movement of at least 1%*** in a percentage referred to in sub-subparagraph 7(e)(i) if the percentage increases or decreases by one or more percentage points from the percentage last disclosed under subparagraph 7(e).

Dated this 14th day of August 2012



Signed by Anthony Graham

as delegate of the Australian Securities and Investments Commission