

Topic	Summary
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1.1 GENERAL (CONT)

1.1.13
Is brokerage or stamp duty payable?
No brokerage or stamp duty is payable on Applications for CPS3. Holders may have to pay brokerage on any subsequent transfer of CPS3 on ASX after quotation.

1.1.14
How do the key features of CPS3, CPS2 and CPS1 compare?
A comparison of the key features of CPS3, CPS1 and CPS2 is set out in summary form below.
These comparisons are not intended to be exhaustive.

	CPS1	CPS2	CPS3
Legal form	Preference share	Same as for CPS1	Same as for CPS1 and CPS2
Term	Perpetual, subject to mandatory conversion	Same as for CPS1	Perpetual, subject to Mandatory Conversion
Issuer	ANZ	Same as for CPS1	Same as for CPS1 and CPS2
ASX code	ANZPB	ANZPA	ANZPC ⁵
Margin	2.50% per annum	3.10% per annum	Expected to be in the range of 3.10% and 3.30% per annum
Nature of dividends ⁶	Frankable, floating rate quarterly preferred non-cumulative dividend	Same as for CPS1	Same as for CPS2 except dividends are six-monthly
Rights if dividend is not fully franked ⁷	Gross-up	Same as for CPS1	Same as for CPS1 and CPS2
Payment Tests for dividends	Absolute director discretion and APRA tests including a distributable profits test	Same as for CPS1	Same as for CPS1 and CPS2 ⁸
Mandatory Conversion Date ⁹	16 June 2014	15 December 2016	1 September 2019 ¹⁰
Dividend restrictions if dividends not paid	If a dividend is not paid ANZ must not pay certain distributions on equal or junior ranking instruments, unless consecutive dividends have been paid for 12 months or an optional dividend paid equal to 12 months of unpaid dividends	Same as for CPS1	The dividend restriction differs from CPS1 and CPS2. If a dividend is not paid, ANZ must not pay certain distributions on its Ordinary Shares until and including the next Dividend Payment Date. See further Sections 1.2.8 and 4.1.8
What can happen if the mandatory conversion conditions are not satisfied?	ANZ has the right (subject to APRA's approval) to redeem or resell all CPS for \$100 each. Otherwise, conversion is deferred until the next dividend payment date on which the mandatory conversion conditions are satisfied	Same as for CPS1	Same as for CPS1 and CPS2 but ANZ has no right to resell CPS3
Common Equity Capital Trigger Event	N/A	N/A	This is a new feature required by APRA prudential regulation. This feature is further described in Section 1.3.4 and Section 1.3.5 see also Section 4.1.10
Exchange	May be exchanged at the option of ANZ on the occurrence of certain events including tax, acquisition and regulatory events (and in some circumstances must be exchanged)	Same as for CPS1 except that the definition of "Regulatory Event" in CPS2 includes all laws and regulations, which is wider than under the terms of CPS1	Same as for CPS2. May also be exchanged at the option of ANZ on 1 September 2017 or any Dividend Payment Date after that date. CPS3 may only be Exchanged by way of Redemption following an Acquisition Event or Change of Control Event if the event occurs after 28 September 2016
Ordinary Share price threshold for First Mandatory Conversion Condition ¹¹	\$9.7160	\$12.2081	56.00% of Issue Date VWAP (being approximately \$10.9200) ¹²
Conversion discount	2.50%	1.00%	1.00% ¹³
Ranking for dividends and in a winding-up	Rank ahead of Ordinary Shares, equally with certain issued preference shares and any other equal ranking instruments, but behind all senior ranking securities or instruments, and all depositors and other creditors	Same as for CPS1	Same as for CPS1 and CPS2. However, the Distribution Restriction does not restrict payments of dividend on CPS1, CPS2 or similar securities if payment is not made on CPS3
Capital classification	Residual Tier 1 Capital	Same as for CPS1	Same as for CPS1 and CPS2
Issue Date	30 September 2008	17 December 2009	28 September 2011