



Financial Sector (Shareholdings) (Australia and New Zealand Banking Group Limited) Instrument 2022

I, Jim Chalmers, Treasurer, make the following instrument.

Dated 30 September 2022

Dr Jim Chalmers
Treasurer

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Part 1—Preliminary

1 Name

This instrument is the *Financial Sector (Shareholdings) (Australia and New Zealand Banking Group Limited) Instrument 2022*.

2 Commencement

- (1) Each provision of this instrument specified in column 1 of the table commences, or is taken to have commenced, in accordance with column 2 of the table. Any other statement in column 2 has effect according to its terms.

Commencement information		
Column 1	Column 2	Column 3
Provisions	Commencement	Date/Details
1. Sections 1 to 4 and anything in this instrument not elsewhere covered by this table	The day after this instrument is registered.	
2. Part 2	The day after this instrument is registered.	
3. Part 3	The day the Court makes an order under subsection 411(4) of the <i>Corporation Act 2001</i> approving the restructure arrangement.	

Note: This table relates only to the provisions of this instrument as originally made. It will not be amended to deal with any later amendments of this instrument.

- (2) Any information in column 3 of the table is not part of this instrument. Information may be inserted in this column, or information in it may be edited, in any published version of this instrument.

3 Authority

This instrument is made under the following:

- (a) *Financial Sector (Shareholdings) Act 1998*; and
- (b) *Financial Sector (Transfer and Restructure) Act 1999*.

4 Definitions

Note: Paragraph 13(1)(b) of the *Legislation Act 2003* has the effect that expressions have the same meaning in this instrument as in the *Financial Sector (Shareholdings) Act 1998* as in force from time to time.

In this instrument:

ABN has the meaning given by the *A New Tax System (Australian Business Number) Act 1999*.

Section 4

ACN has the meaning given by the *Corporations Act 2001*.

ADI has the meaning given by the *Financial Sector (Transfer and Restructure) Act 1999*.

non-operating holding company has the meaning given by the *Financial Sector (Transfer and Restructure) Act 1999*.

restructure arrangement has the meaning given by section 6.

subsidiary has the meaning given by the *Financial Sector (Transfer and Restructure) Act 1999*.

the Act means the *Financial Sector (Shareholdings) Act 1998*.

Part 2—Approvals to exceed 20% shareholding limit

5 Approvals of applications

- (1) Under paragraph 14(1)(a) of the Act, each item of the following table grants approval to the applicant specified in the item:
- (a) to hold more than a 20% stake in the financial sector company specified in the item; and
 - (b) to hold no more of the stake specified in the item in the financial sector company.

Item	Name of applicant	ABN of applicant	Financial sector company	ABN of financial sector company	Approved holding in the financial sector company
1	ANZ Group Holdings Limited (ACN 659 510 791)	—	Australia and New Zealand Banking Group Limited	11 005 357 522	100%
2	ANZ BH Pty Ltd (ACN 658 939 952)	—	Australia and New Zealand Banking Group Limited	11 005 357 522	100%
3	ANZ Group Holdings Limited (ACN 659 510 791)	—	ANZ BH Pty Ltd (ACN 658 939 952)	—	100%

- (2) The approvals granted under subsection (1) remain in force until repealed or otherwise revoked.

Part 3—Restructure approval

6 The restructure arrangement

- (1) A **restructure arrangement** is used in this Part in the same way it is used in subsection 36B(1) of the *Financial Sector (Transfer and Restructure) Act 1999*.
- (2) The **restructure arrangement** covered by this Part involves the Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), an ADI, entering into an arrangement, to be approved by an order of the Court under subsection 411(4) of the *Corporations Act 2001*, that would result in the Australia and New Zealand Banking Group Limited becoming a subsidiary of ANZ Group Holdings Limited (ACN 659 510 791), a non-operating holding company.

7 Restructure approval

Under subsection 36C(1) of the *Financial Sector (Transfer and Restructure) Act 1999*, the restructure arrangement is approved.

8 Restructure relief (the restructure instrument)

Under section 36G of the *Financial Sector (Transfer and Restructure) Act 1999*, the following bodies corporate are relieved from the requirements of Part 2J.2 of the *Corporations Act 2001* only to the extent necessary to give effect to the restructure arrangement:

- (a) Australia and New Zealand Banking Group Limited; and
- (b) ANZ Group Holdings Limited; and
- (c) ANZ BH Pty Ltd (ACN 658 939 952).