



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM  
WASHINGTON, DC 20551

LEGAL DIVISION

December 8, 2022

Donald J. Toumey, Esq.  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004

Dear Mr. Toumey:

This responds to your correspondence, dated August 30, 2022, requesting a determination that no filing under section 3 of the Bank Holding Company Act of 1956 (“BHC Act”),<sup>1</sup> would be required for ANZ Group Holdings Limited (“ANZ Holdings”) and ANZ BH Pty Ltd (“ANZBH”), both of Docklands, Australia, to acquire Australia and New Zealand Banking Group Limited (“ANZBGL”), Melbourne, Australia. ANZ Holdings and ANZBH have also submitted elections to be treated as financial holding companies in connection with the proposal (“Proposed FHC Elections”).

The purpose of the proposed transaction is to engage in a corporate reorganization through the formation of two holding companies, ANZ Holdings and ANZBH, over ANZBGL. ANZBGL is a foreign bank that operates a branch in New York, New York, and engages in non-banking activities through a U.S. broker-dealer subsidiary. In addition, ANZBGL is a bank holding company within the meaning of the BHC Act due to its 100 percent ownership of Citizens Bancorp (“Citizens”), Hagatna, Guam, which owns 99.96 percent of ANZ Guam, Inc. (“ANZ Guam”), Hagatna, Guam, a state nonmember bank. To accomplish the proposed reorganization, (1) all of the ordinary shares of ANZBGL would be acquired by ANZ Holdings and ANZ Holdings would issue ANZ Holdings shares on a one-for-one basis to eligible ANZBGL shareholders, and (2) the shares of ANZBGL would be transferred from ANZ Holdings to ANZBH, a wholly owned subsidiary of ANZ Holdings. After the proposed transaction, the existing shareholders of ANZBGL would be the shareholders of ANZ Holdings and would hold substantially the same proportional share interest in ANZ Holdings as they held in ANZBGL.

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<sup>1</sup> 12 U.S.C. § 1842.

Section 3 of the BHC Act and the Board's Regulation Y require the approval of the Board before any action is taken that causes any company to become a bank holding company.<sup>2</sup> Through the transaction described above, ANZ Holdings and ANZBH would become bank holding companies through the acquisition of ANZBGL on account of ANZBGL's indirect control of ANZ Guam. Accordingly, ANZ Holdings and ANZBH would be required to obtain the Board's prior approval under section 3 of the BHC Act and Regulation Y. However, you have represented that ANZ Guam is currently in the process of liquidation, which is expected to be completed by [REDACTED]. Once the liquidation of ANZ Guam is complete, ANZBGL would no longer be a bank holding company within the meaning of the BHC Act. [REDACTED]

[REDACTED] Further, the Board has reviewed similar information in considering the Proposed FHC Elections as would be reviewed in considering an application under section 3 of the BHC Act.

Based on a review of these and other facts presented, the Legal Division believes that no regulatory purpose would be served by requiring ANZ Holdings and ANZBH to file an application under section 3 of the BHC Act. The Legal Division, therefore, would not recommend that the Board take action to require the filing of an application under section 3 of the BHC Act by ANZ Holdings or ANZBH in connection with the transaction described above. This opinion is subject to the receipt by ANZ Holdings, ANZBH, ANZBGL, Citizens, and ANZ Guam of all other necessary regulatory approvals in connection with the proposed corporate reorganization transaction described above, including the Proposed FHC Elections, and compliance with any terms and conditions that may be imposed in connection with those approvals.

This opinion is based on all the facts and representations presented to Federal Reserve staff. Any material change in those facts or representations should be communicated immediately to Federal Reserve staff and may cause this opinion to be reconsidered. This opinion is limited to this proposal and does not apply to any other transaction.

If you have any questions regarding this matter, please contact Matthew Suintag (202-452-3694) or Evan Hechtman (202-263-4810), of the Legal Division staff.

Sincerely,

(signed) Mark Van Der Weide

Mark Van Der Weide  
General Counsel

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<sup>2</sup> 12 U.S.C. § 1842(a); 12 CFR 225.11.