

ANZ / Suncorp Bank – merger authorisation application validity reference table

2 December 2022 – for lodgement with merger authorisation application

Item	Information, data, document(s) or evidence	Reference to relevant section(s) of application for each product market
<i>Details of the applicant acquirer(s) and other parties to the proposed acquisition</i>		
1	Provide details for the applicant acquirer(s) and separately any other parties to the proposed acquisition such as the target company (together, the parties), including:	Section 2 – THE PARTIES Table 2: ANZ and Suncorp Group information
1.1	name, address (registered office), telephone number, ACN or international equivalent	Section 2 – THE PARTIES Table 2: ANZ and Suncorp Group information
1.2	contact person’s name, position, telephone number, and email address	Section 2 – THE PARTIES Table 2: ANZ and Suncorp Group information
1.3	a description of business activities	Section 2 – THE PARTIES 'ANZ description of business activities' paragraphs 2.1 to 2.6 and 'Suncorp Group description of business activities' paragraphs 2.7 to 2.10.
1.4	email address for service in Australia	Section 2 – THE PARTIES Table 2: ANZ and Suncorp Group information
1.5	for each party to the proposed acquisition, a company structure chart identifying each party, its respective subsidiaries, and all related bodies corporate and companies in which it holds minority shareholdings that are involved in a relevant business for purposes of assessing this application	For Suncorp, see Figures 1 and 2. For ANZ, see pages 212 and 214 of the 2022 Annual Report (Annexure 38).

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1.6	a current organisation chart for each party and for each of the party's relevant businesses, identifying the key personnel with their full name, title, and contact details.	See Confidential Annexure 3.1 and Confidential Annexure 3.2
<i>The proposed acquisition</i>		
2	Provide details of the proposed acquisition, including:	Section 3 – THE PROPOSED ACQUISITION
2.1	the assets and/or shares to be acquired, and the structure of the proposed acquisition, including any proposed ancillary arrangements	Section 3 – THE PROPOSED ACQUISITION 'Transaction structure and ancillary arrangements' paragraphs 3.1 to 3.5
2.2	diagrams to show the change in ownership structure post acquisition	Section 2 – THE PARTIES 'Diagrams showing change in ownership post-merger' Figure 1: Current ownership structure (including pre-restructure) and Figure 2: post-merger ownership structure (including post-restructure).
2.3	the rationale for the proposed acquisition	SECTION 3 – THE PROPOSED ACQUISITION 'ANZ rationale' paragraph 3.8 'Suncorp Group rationale' paragraph 3.36
2.4	the expected completion date	Section 3 – THE PROPOSED ACQUISITION 'Expected completion date' paragraph 3.38.
3	Provide the following documents:	
3.1	executed or most recent versions of the transaction documents, such as the sale and purchase agreement, heads of agreement, offer documents, and any related agreements	See Confidential Annexure 5.
3.2	final or most recent versions of documents governing or particularising the sale process for the proposed acquisition, such as information	Not applicable

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	memoranda or documents required for schemes of arrangement, takeover bids or trust schemes	
3.3	documents submitted to the applicant's board or prepared by or for the applicant's senior management for purposes of assessing or making a decision in relation to the proposed acquisition, and any minutes or record of the decision made. Provide the same documents from other parties to the proposed acquisition, to the extent available.	See Confidential Annexures 8.1.1 to 8.1.22 (ANZ) See Confidential Annexures 9.1 to 9.10 (Suncorp)
Market information and concentration		
4	Describe the products and/or services and the geographic areas supplied by the parties.	Section 4 –PRODUCTS AND SERVICES SUPPLIED BY THE PARTIES 'Relevant products and services supplied by ANZ' paragraphs 4.1 to 4.10 'Relevant products and services supplied by Suncorp Bank' paragraphs 4.11 to 4.16.
5	Describe the industry or industries affected by the proposed acquisition. Where relevant, describe the sales process, the supply chains of any products or services involved, and the manufacturing process.	Section 4 – PRODUCTS AND SERVICES SUPPLIED BY THE PARTIES 'Industries affected by proposed acquisition' paragraph 4.22.
6	Describe any upstream or downstream activities currently undertaken by the parties (including their related bodies corporate).	Section 4 – PRODUCTS AND SERVICES SUPPLIED BY THE PARTIES 'Vertical relationships' paragraphs 4.17 and 4.18 'Other upstream and downstream activities' paragraphs 4.23 to 4.25.
7	Identify all products and services in the relevant areas in which they overlap or have a vertical relationship.	Section 4 – PRODUCTS AND SERVICES SUPPLIED BY THE PARTIES 'Product overlap areas' paragraphs 4.19 to 4.21

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8	For each relevant product or service in respect of which the parties overlap or have a vertical relationship, provide (for each party):	
8.1	the geographic locations in which the product or service is manufactured, distributed, or supplied	Section 4 – PRODUCTS AND SERVICES SUPPLIED BY THE PARTIES 'Geographic locations in which products and services are supplied' paragraphs 4.26 to 4.28.
8.2	the sales revenues and volumes and, where relevant, current capacity and capacity utilisation	Section 4 – PRODUCTS AND SERVICES SUPPLIED BY THE PARTIES 'Sales revenue, volumes and gross revenue' paragraphs 4.29 to 4.30.
8.3	gross revenue earned from each of its top ten customers	See Confidential Annexures 16.1 and 17.
8.4	an estimate of the total market size (by sales in dollars and units and, where relevant, capacity or an alternative measure if more appropriate) and the current market shares for each of the parties and each competitor (including via imports). Identify the source of the data used to prepare this information, and any assumptions used.	SECTION 6 - MARKET DEFINITION 'Market size and market shares' paragraphs 6.141 to 6.147. See Annexures 30.1 and 30.2.
9	Provide each party's most recent annual report, audited financial statements, business and strategic plans, and management accounts for the company as a whole and for each relevant division or business unit.	See Confidential Annexures 8.2.1 to 8.2.17, Annexures 8.3.1 to 8.3.3 and Annexure 38 (ANZ) See Annexure 4, Confidential Annexure 7 and Confidential Annexure 13 (Suncorp)
Competition effects		
10	Describe the constraints on the parties to the proposed acquisition in the relevant industry or industries, including any likely change to those constraints should authorisation be granted and the proposed acquisition proceed. Provide information, data, documents, or other	These matters are addressed extensively in Section 5 – CRITICAL FACTS and Section 7 – COMPETITIVE EFFECTS, and the documents referred to in those sections

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	evidence relevant to the ACCC's assessment of the competition effects. You should address:	
10.1	existing or potential competitors, including via imports, to the parties	
10.2	the likelihood, sufficiency and timeliness of entry and expansion by existing and potential competitors (including costs)	
10.3	the countervailing power of customers	
10.4	any other relevant factors.	
Public benefits and detriments		
11	Describe all benefits and detriments to the public likely to result from the proposed acquisition, including those likely to result from any lessening of competition. In addressing the likely benefits of the proposed acquisition, include details of any significant increase in the real value of exports, any significant substitution of domestic products for imported goods, and any other relevant matters that relate to the international competitiveness of any Australian industry. Provide information, data, documents or other evidence relevant to the ACCC's assessment of the public benefits	Section 8 – THE PROPOSED ACQUISITION WILL DELIVER SUBSTANTIAL PUBLIC BENEFITS 'Public benefits' paragraphs 8.1 to 8.74 'Public detriments' paragraphs 8.75 to 8.81.

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	and detriments.	
Contact details of relevant market participants		
12	<p>For each area of overlap, provide contact details (email addresses and phone numbers) for:</p> <ul style="list-style-type: none"> • actual or potential competitors • each party's top 10 to 30 customers (depending on the total number of customers) • each party's top five to ten suppliers (depending on the total number of suppliers) • trade or industry associations in which one or more of the parties are members. 	<p>Confidential Annexures 16.1 to 16.3 (ANZ)</p> <p>Confidential Annexure 17 (Suncorp)</p>
Additional information		
13	Provide any other information or documents you consider relevant to the ACCC's assessment of the proposed acquisition. This may include proposed conditions to the authorisation.	See additional Annexures.
Undertaking not to proceed		
14	Consistent with s 89(1AA) of the Act, the ACCC requires this application to contain an undertaking that the applicant acquirer(s) will not complete the proposed acquisition to which authorisation relates while the ACCC is considering the application.	The undertaking has been provided together with the authorisation application.
Identify filings in other jurisdiction (where applicable)		
15	Provide a list of overseas competition agencies that have or will be notified of the proposed acquisition and the date on which those agencies were or will be notified.	The Parties are not proposing to lodge filings in other jurisdictions.

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<i>Declaration by applicant acquirer(s)</i>		
16	<p>Authorised persons of the applicant acquirer(s) must complete the declaration set out on page 5 of the ACCC approved form (extracted below)</p> <p><i>The undersigned declare that, to the best of their knowledge and belief, the information given in response to questions in this form is true, correct and complete, that complete copies of documents required by this form have been supplied, that all estimates are identified as such and are their best estimates of the underlying facts, and that all the opinions expressed are sincere.</i></p> <p><i>The undersigned undertake(s) to advise the ACCC immediately of any material change in circumstances relating to the application.</i></p> <p><i>The undersigned are aware of the provisions of section 92 of the Competition and Consumer Act 2010 (Cth) and sections 137.1 and 149.1 of the Criminal Code (Cth).</i></p> <p><i>Signature of authorised person</i></p> <p><i>Office held</i></p> <p><i>Name of authorised person</i></p> <p><i>Date</i></p>	<p>The declaration is included in Section 9 of the merger authorisation application.</p>

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<i>Declaration by Target/Vendor</i>		
17	<p>Where the Target/Vendor has supplied information to the Applicant for purposes of preparing this application for authorisation, authorised representatives of the Target/Vendor must complete the declaration set out on page 6 of the ACCC approved form (extracted below)</p> <p><i>The undersigned declare that, to the best of their knowledge and belief, the information provided to the Applicant for purposes of preparing this application is true and correct.</i></p> <p><i>The undersigned are aware of the provisions of section 92 of the Competition and Consumer Act 2010 (Cth) and sections 137.1 and 149.1 of the Criminal Code (Cth).</i></p> <p><i>Signature of authorised person</i></p> <p><i>Office held</i></p> <p><i>Name of authorised person</i></p> <p><i>Date</i></p>	The declaration has been provided together with the authorisation application.