

NOTICE OF LODGMENT
AUSTRALIAN COMPETITION TRIBUNAL

This document was lodged electronically in the AUSTRALIAN COMPETITION TRIBUNAL and has been accepted for lodgment pursuant to the Practice Direction dated 3 April 2019. Filing details follow and important additional information about these are set out below.

Lodgment and Details

Document Lodged: Affidavit

File Number: ACT 1 of 2023

File Title: APPLICATIONS BY AUSTRALIA AND NEW ZEALAND
BANKING GROUP LIMITED AND SUNCORP GROUP LIMITED



A handwritten signature in blue ink, consisting of a stylized 'A' followed by a 'U'.

REGISTRAR

Dated: 19/10/2023 1:00 PM

Important information

This Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Tribunal and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.



Affidavit

IN THE AUSTRALIAN COMPETITION TRIBUNAL

File No: ACT 1 of 2023

RE: Applications by Australia and New Zealand Banking Group Limited and Suncorp Group Limited for review of Australian Competition and Consumer Commission Merger Authorisation Determination MA1000023-1

Applicants: Australia and New Zealand Banking Group Limited and Suncorp Group Limited

Affidavit of: **Michael John Kimmins**

Address: Level 42, 111 Eagle Street, Brisbane QLD 4000

Occupation: Partner, Corrs Chambers Westgarth


Date: 6 October 2023

Document number	Details	Paragraph	Page
1	Affidavit of Michael John Kimmins in support of application for leave to intervene sworn on 6 October 2023	1-4	1-2
2	Annexure "MJK1", being copy of the submissions which the State would rely upon if granted leave to intervene		4-31

I, **Michael John Kimmins**, of Level 43, 111 Eagle Street, Brisbane in the State of Queensland, Partner, say on oath:

1. I am a partner of Corrs Chambers Westgarth, the solicitors for the State of Queensland (State).
2. I am instructed to apply for leave for the State to intervene in these proceedings.
3. The State wishes to assist the Tribunal in its consideration of certain public benefits that the Applicants claim, and the State agrees, will result, or be likely to result, from the

3469-6069-6103/2



 Michael John Kimmins



 Witness

Filed on behalf of The State of Queensland
 Prepared by Michael Kimmins
 Law firm Corrs Chambers Westgarth
 Tel 61 7 3228 9333 Fax 61 7 3228 9444
 Email michael.kimmins@corrs.com.au
 Address for service Level 42, 111 Eagle Street, Brisbane QLD 4000

Rule 29.02(8)

Annexure certificate

IN THE AUSTRALIAN COMPETITION TRIBUNAL

File No: ACT 1 of 2023

RE: Applications by Australia and New Zealand Banking Group Limited and Suncorp Group Limited for review of Australian Competition and Consumer Commission Merger Authorisation Determination MA1000023-1

Applicants: Australia and New Zealand Banking Group Limited and Suncorp Group Limited

MJK-1

This is the annexure marked **MJK-1** referred to in the affidavit of Michael John Kimmins sworn on 6 October 2023.

IN THE AUSTRALIAN COMPETITION TRIBUNAL

File No: ACT 1 of 2023

RE: Applications by Australia and New Zealand Banking Group Limited and Suncorp Group Limited for review of Australian Competition and Consumer Commission Merger Authorisation Determination MA1000023-1

Applicants: Australia and New Zealand Banking Group Limited and Suncorp Group Limited

Submissions by State of Queensland**Introduction**

- 1 These submissions are made on behalf of the State of Queensland (**State**) as an intervening party in the proceedings.
- 2 The purpose of these submissions is to assist the Tribunal in its consideration of certain public benefits that the Applicants claim, and the State agrees, will result, or be likely to result, from the proposed acquisition of the banking business of Suncorp Group Limited (**Suncorp**) by Australia and New Zealand Banking Group Limited (**ANZ**) (**Proposed Acquisition**).
- 3 In particular, these submissions will outline:
 - (a) the circumstances giving rise to the State's limited role in respect of the Proposed Acquisition;
 - (b) in relation to the commitments that the State has been able to secure from each of Suncorp and ANZ as a result of the Proposed Acquisition:
 - the nature of the public benefit that arises from the commitment;
 - what government policies and strategies are directly or indirectly addressed by the benefit;
 - what additional benefits will be secured by way of the proposed amendments to the Metway Merger Act in relation to Suncorp's insurance business;

- whether the benefits could be achieved in the absence of the Proposed Acquisition; and
 - why it is not possible to say whether the benefits could be achieved from an alternative transaction.
- 4 The State has no role and makes no submissions in these proceedings in relation to the extent to which the Proposed Acquisition will result in any lessening of competition in the banking sector; that is now appropriately a matter for the Tribunal. The State's submissions are limited to the public benefits issue.
- 5 The State does not seek any other participation in the proceedings beyond the making of these submissions.

Background

- 6 As the Queensland Treasurer and Minister for Trade and Investment has administrative responsibility for the *State Financial Institutions and Metway Merger Act 1996* (**Metway Merger Act**), Queensland Treasury (Treasury) has been engaging with Suncorp and ANZ in respect of the Proposed Acquisition. These submissions are based on instructions from representatives of Treasury who have had carriage and/or oversight of the commercial negotiations with Suncorp and ANZ.
- 7 In 1996 the Queensland Parliament enacted the *Metway Merger Act*.
- 8 The object of the *Metway Merger Act* was to facilitate the restructure of certain State financial institutions to enable them and Metway Bank Limited to merge.¹
- 9 The *Metway Merger Act* imposed a number of mandatory requirements on the merged entity which, together, were designed to operate to ensure that the principal operational offices and functions of the merged entity would remain located in Queensland (**Head Office Requirements**).²
- 10 The *Head Office Requirements* apply to the banking and insurance business of Suncorp and its relevant subsidiaries.

¹ Section 4 of the *Metway Merger Act*.

² See for example, section 64 of the *Metway Merger Act*.

11 During the period July to September 2022 the Applicants approached Treasury to:

- (a) advise the State government of the Proposed Acquisition;
- (b) confirm that it was a condition precedent of the Proposed Acquisition's Share Sale and Purchase Agreement that the Metway Merger Act be repealed or amended so that the Head Office Requirements would not apply to the acquired banking business post-acquisition; and
- (c) ask for the government's assistance in seeking a repeal or an amendment to the Metway Merger Act so that post the Proposed Acquisition, the Head Office Requirements would not apply to the acquired banking business;
- (d) offering to make binding employment, financial, investment and other commitments for the benefit of Queensland in recognition of, and to emphasise, their respective commercial interests in supporting and investing in Queensland, despite the change to the nature of Suncorp's Queensland presence resulting from the Proposed Acquisition.

12 Following the approach from the Applicants, the government determined that it was appropriate to engage with the Applicants further in support of them achieving their commercial agreement. Consistent with that approach, the government decided to pursue the offer of binding commitments from both Suncorp and ANZ that would benefit the State including by having regard to Queensland policy and strategic initiatives.

The contractual commitments

13 As a result of the decision referred to in paragraph 12, representatives of Treasury and the Applicants entered into negotiations over a period of approximately 7 months, culminating in the execution of separate Implementation Agreements between the State and Suncorp and the State and ANZ.

14 The State understands that copies of the Implementation Agreements have been supplied to the Tribunal by the Applicants.

15 Pursuant to the Implementation Agreements each of Suncorp and ANZ have made a number of binding employment, financial and investment commitments to take effect post, and conditional on completion of, the Proposed Acquisition.

16 In assessing and negotiating these commitments the State's approach was to secure meaningful benefits for the State resulting from the Proposed Acquisition and wherever possible, to achieve that objective by aligning the proposed benefits directly and indirectly with existing State government policies and strategies.

17 The commitments which the representatives of Treasury pursued and sought to refine with the Applicants centred on matters that were important to the State having regard to government policies and initiatives. In broad terms the relevant commitments can be summarised as follows:

- (a) **employment commitments** – directly addressing a series of well-known areas of the government's focus:
 - (i) to maximise employment opportunities in Queensland;
 - (ii) to prevent job losses;
 - (iii) to target employment in technology-related areas; and
 - (iv) to maximise regional job opportunities;
- (b) **Investment commitments** – directly addressing areas of significance to Queensland and the government's policy and areas of well-publicised focus, including in respect of:
 - (i) disaster recovery and prompt treatment of insurance claims, particularly in the context where Queensland suffers a significant and increasing number of damaging natural disasters each year;
 - (ii) technology and education, with an emphasis on the impacts of, and recovery from natural disasters, and on improving skills that align to commercial needs in ICT and finance; and
 - (iii) investment in the regions including by job-creating initiatives and measures designed to improve connectivity and commercial outcomes for the regions; and
- (c) **financial (lending) commitments** – supporting businesses in their transition to clean energy and the State's commitment to 'net zero' emissions.

18 Set out in the table below is a more detailed list of relevant commitments made by Suncorp and ANZ. The table also identifies the relevant State policy or strategy the commitment helps to directly or indirectly advance.

No.	Commitment to Queensland	Queensland Government Policy
Suncorp		
Employment commitments		
<p>1 <i>Queensland-based employees</i> Suncorp has made binding employment-related commitments in the Implementation Agreement. In particular, Suncorp has:</p> <ul style="list-style-type: none"> (a) committed to ensuring that for ten years following the amendment of the Metway Merger Act, the aggregate number of persons servicing the Suncorp insurance business and employed by the Suncorp Group on a full-time equivalent basis in Queensland is greater than the number of persons servicing the Suncorp Insurance Group and employed in any other state or territory of Australia servicing that business; and (b) committed to ensuring that the number of persons servicing the Suncorp Insurance business and employed by the Suncorp Group on a full-time basis in Queensland to perform Group Corporate Service Activities is greater than the aggregate number of persons performing those roles in any other state or territory of Australia. <p>The Group Corporate Service Activities represent key functions of Suncorp's national insurance business and include the Office of the Chief Executive, financial reporting and business development, the managing of capital and investments, risk management and compliance and technology and</p>	<p>The employment-related commitments made by Suncorp align with various Government policies designed to secure and increase employment opportunities for Queenslanders. Set out below are some sample policy documents, which emphasise the focus on employment.</p> <p><i>Department of Youth Justice, Employment, Small Business and Training (DESBT) – Good people. Good Jobs: Queensland Workforce Strategy 2022–2032</i></p> <p>The Queensland Workforce Strategy's objectives are to connect Queenslanders with the work they want and support employers to develop inclusive work practices, while growing a stronger and more diverse Queensland workforce. The Strategy is built on three pillars, to connect, educate and attract the state's workforce, to ensure the continued success of the state's economy.</p> <p>The strategy is further supported by the <i>Queensland Workforce Strategy 2023–2025</i>, which delivers 33 actions across five key focus areas under which a range of initiatives are being delivered to support employers, industry, communities, job seekers and workers. Two focus areas to which Suncorp's employment commitments are particularly relevant are 'workforce attraction and retention' and 'skilling Queenslanders now and into the future'. By creating new jobs in Queensland, Suncorp's commitments directly address these focus areas, as Queenslanders taking up these positions will form part of the extra 280,000 workers needed by Queensland in the four years from 2022 to 2025.</p>	

No. Commitment to Queensland

transformation strategy, including data analytics and digital infrastructure and security.

Queensland Government Policy

Department of Premier and Cabinet (DPC) – Queensland Government Priorities

Public benefits flowing from increased jobs in Queensland align with the following Queensland Government Priorities:

- **Good jobs:** supporting jobs, backing small business, making it for Queensland (manufacturing), investing in skills (set up pathways for the future).
- **Better services:** backing frontline services, keeping Queenslanders safe, connecting Queensland, educating for the future.
- **Great lifestyle:** growing our regions, building Queensland.

Treasury – Queensland Treasury Strategic Plan 2023–2027

Queensland Treasury's Strategic Plan outlines how the Government will achieve its vision of a strong economy for all Queenslanders.

The public benefits associated with increased employment opportunities in Queensland align with the underlying objectives of the Strategic Plan, which aim to grow the Queensland economy and create jobs, deliver fiscal sustainability, empower Queensland's workforce for the future and drive public sector improvement.

DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027

The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities, where skilled Queenslanders and vibrant small businesses grow Queensland's economy.

No. Commitment to Queensland

Queensland Government Policy

Suncorp's commitment to developing and maintaining a skilled, Queensland-based workforce in its insurance business, which forms part of the growing financial services sector, aligns strongly with the following policy objectives set out in the Strategic Plan:

- preparing Queensland's workforce for the demands of current and future industries; and
- strengthening collaboration between industry, employers, training sector stakeholders and the Government.

2 *Regional Hub*

Suncorp has committed to increasing the number of Suncorp Group employees based in Townsville by establishing a Suncorp Regional Hub. The Regional Hub will employ at least 120 people, 100 of which will be on a full-time basis.

As part of this commitment, Suncorp will also invest in leased premises and fit-out infrastructure in Townsville to a value of between \$2.1 and \$3 million within a five-year period. This expenditure will be in addition to the salary and on-costs associated with the employment of personnel in the Regional Hub.

DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027

The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities, where skilled Queenslanders and vibrant small businesses grow Queensland's economy. The specific objectives of the Strategic Plan include an objective to deliver targeted employment support programs to assist employers and disadvantaged jobseekers.

Department of Tourism, Innovation and Sport (DTIS) – Advance Queensland Innovation for a Future Economy 2022–2032 Roadmap

The Queensland Government has a focus on innovation, which is considered critical for driving a return to growth for Queensland's economy and jobs. As part of the Government's commitment to help drive a strong, resilient and inclusive Queensland economy, it launched the Advance Queensland Initiative, which represents a significant investment towards a more diversified Queensland economy designed to strengthen regional growth and create jobs. The Advance Queensland – Innovation for a Future Economy Roadmap has been developed as part of this Initiative and sets out the direction, key priority

outcomes and initiatives for the next phase in Queensland's innovation journey, including:

- targeted support for regional, female and First Nations innovators; and
- emphasis on inclusivity and diversity to build a sustainable Queensland innovation ecosystem.

DESBT – Good people. Good Jobs: Queensland Workforce Strategy 2022–2032

The Queensland Workforce Strategy's objectives are to connect Queenslanders with the work they want and support employers to develop inclusive work practices, while growing a stronger and more diverse Queensland workforce. The Strategy is built on three pillars, to connect, to educate and to attract the state's workforce, to ensure the continued success of the Queensland economy.

The Strategy is further supported by the *Queensland Workforce Strategy 2023–2025*, which delivers 33 actions across five key focus areas under which a range of initiatives are being delivered to support employers, industry, communities, job seekers and workers. Two focus areas to which Suncorp's employment commitments are particularly relevant are 'workforce attraction and retention' and 'skilling Queenslanders now and into the future'.

Suncorp's commitment to grow a skilled workforce within its insurance business across regional locations promotes innovation and growth in Queensland's regional and rural communities. These outcomes are consistent with the policies set out in the Strategic Plan, particularly in respect of regional development. By creating new jobs in Queensland, Suncorp's commitments

No. Commitment to Queensland

Queensland Government Policy

directly uplift these focus areas, as the Queenslanders taking up these positions will form part of the extra 280,000 workers needed by Queensland in the four years from 2022 to 2025.

Investment commitments

- 3 In summary, the investment commitment will deliver the following benefits to Queensland:
- investment of no less than \$2.5 million during the 2023–2024 financial year to develop and construct the Brisbane Disaster Response Centre (DRC);
 - investment of \$12 million to further develop a technology-based solution (ECC platform) to monitor and address risk types, including improvements to communication strategies employed to contact Suncorp Group customers and impacted communities during disaster events;
 - requirement that the Head of Suncorp Group’s growing Disaster Response Team be based in the Brisbane DRC;
 - construction of a Mobile Hub that is required to be stored in South East Queensland and a Suncorp Regional Hub based in Townsville;
 - commitment to increasing the number of Suncorp Group employees based in regional Queensland by 120 people, including 100 full time employees, within two-years of commencement of the proposed legislative amendments. As detailed in respect of the

Queensland Fire and Emergency Services – Queensland Emergency Risk Management Framework

The Queensland Emergency Risk Management Framework underpins the *Queensland State Disaster Management Plan*, which aims to enable Queensland to mitigate the effects of, prepare for, recover from, and build resilience to disaster events. The State Disaster Management Plan comprises four phases, being: prevention, preparedness, response and recovery.

Suncorp’s commitment to invest in Disaster Response Centres supports improvement of the State’s disaster response across these phases, particularly by building community resilience in the face of natural disasters.

The *Queensland Disaster Management 2016 Strategic Policy Statement* further informs the State’s strategic approach to disaster management. The Strategic Policy Statement identifies two strategic objectives that underpin disaster management in Queensland:

- strive to safeguard people, property and environment from disaster impacts; and
- empower and support local communities to manage disaster risks, respond to events and be more resilient.

Queensland Strategy for Disaster Resilience

No. Commitment to Queensland	Queensland Government Policy
<ul style="list-style-type: none"> • employment commitments set out above, these employees will staff the Suncorp Regional Hub; and contribution of at least \$3 million towards vocational training and employment pathways for Queenslanders. <p>Further detail in relation to these commitments is set out below.</p> <p><i>Disaster Response Centre of Excellence</i> Suncorp has committed to establishing a Disaster Response Centre of Excellence (DRC) in Brisbane. The DRC will:</p> <ol style="list-style-type: none"> constitute a physical control centre, employing more than 100 people; operate to support customers and communities affected by extreme weather to repair and recover from all types of extreme weather; and utilise extreme weather damage data (including cost of repair and access to rectification works) to assist in predicting and determining demand for materials and services arising from a natural disaster and so as to ensure faster claims processing and rectification works. <p>Suncorp's commitments include that the construction and fit-out of the Brisbane DRC will (as far as practicable) be carried out by local trade workers.</p>	<p>Queensland's Strategy for Disaster Resilience supports the above policies and provides the State's vision for stronger, safer and more resilient Queensland communities in the face of the increasing prevalence of natural disasters.</p> <p>The development of a Disaster Response Centre of Excellence aligns with the Queensland Government's priority of ensuring Queensland is appropriately prepared for natural disasters.</p> <p>The employment of specialist staff in the Disaster Response Centre also aligns with the Government's focus on enhancing Queensland's skilled workforce – see the policies above in relation to the employment commitments.</p> <p>Suncorp's investment in the ECC technology platform also aligns with the policy and strategy documents referred to above that seek to enhance the state's ability to protect communities and to allow those communities to recover more quickly from natural disasters.</p> <p><i>DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027</i> The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities.</p> <p>Suncorp's commitments in relation to the Disaster Response Centre and Disaster Response Team align with the State's strategic policies in relation to creating skilled employment opportunities for Queenslanders, including by helping to ensure the development of a Queensland workforce that is specialised, skilled and responsive to community needs. This commitment therefore supports the following objectives of the Strategic Plan:</p>

No.	Commitment to Queensland	Queensland Government Policy
	<p>The Brisbane DRC will operate to support the recovery of Suncorp customers and Queensland communities impacted by extreme weather. This objective will be further supported by Suncorp's commitment to grow its Disaster Response Team in Queensland, including by creating 20 new Queensland-based full-time jobs in respect of weather monitoring, climate change, geospatial technology, artificial intelligence, and digital transportation.</p> <p>The Brisbane DRC will also utilise an Event Control Centre (ECC) technology platform to monitor the impacts of severe weather on Suncorp customers and their communities, including by using damage analytics and artificial intelligence. Applying these new technologies will facilitate proactive communication with community stakeholders, improving Suncorp Group's response before, during and after major weather events.</p>	<ul style="list-style-type: none"> • preparing Queensland's workforce for the demands of current and future industries; and • strengthening collaboration between industry, employers, training sector, stakeholders and government.
4	<p><i>Suncorp Mobile Hub</i></p> <p>Suncorp has committed to invest \$1.5 million over the 2023–2025 financial years to design and fit out a Mobile Hub for deployment in Queensland communities that have been affected by natural disasters and weather events. The Mobile Hub will assist Queenslanders with recovery from disaster and severe weather events and will support the prompt processing of claims for insurance.</p>	<p>A number of the policies referred to above in relation to the commitment to establish the disaster response centre are also relevant in relation to the Suncorp Mobile Hub commitment.</p>

No. Commitment to Queensland

Queensland Government Policy

- 5 *Vocational training and educational institutions support*
Suncorp has committed to providing at least \$3 million towards training and employment pathways for Queenslanders. This investment will support of vocational training and educational institutions over a three-year period following commencement of the proposed legislative amendments.

This commitment will include:

- investment supporting vocational training for trades to support disaster resilience and for construction of Queensland housing;
- investment supporting First Nations employment pathways; and
- investment supporting research, courses, internships and scholarships relevant to disaster resilience and emergency management.

DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027

The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities, where skilled Queenslanders and vibrant small businesses grow Queensland's economy.

Suncorp's commitment to invest in vocational education pathways and training programs, including in regional areas, aligns strongly with the following policy objectives set out in the Strategic Plan:

- connecting people to quality training and skills; and
- developing a VET strategy to ensure Queensland's investment in skills and training is tailored to meet current and future workforce needs.

DESBT – Skills for Queensland – Great training for quality jobs

Suncorp's commitment to provide vocational training and inclusive employment pathways align with the following specific objectives of the DESBT Strategic Plan:

- plan to secure prosperity through a skilled and adaptive workforce; and
- foster stronger partnerships, particularly at the regional level, as a focus to prepare for the next wave of change, and to continue to actively support regional job creation.

DESBT – Paving the Way – First Nations Training Strategy

The First Nations Training Strategy supports the Queensland Government's vision to support Aboriginal and Torres Strait Islander peoples' skills and

No. Commitment to Queensland

Queensland Government Policy

training pathways to lead to sustainable, local jobs and ensure participation in a stronger future for Queensland.

DTIS – Advance Queensland Innovation for a Future Economy 2022–2023 Roadmap

As part of the Queensland Government's commitment to help drive a strong, resilient and inclusive Queensland economy, the Government launched the Advance Queensland Initiative, which is a significant investment to drive a more diversified Queensland economy, strengthen regional growth and create jobs. The Innovation for a Future Economy Roadmap has been developed as part of this Initiative and sets out the direction, key priority outcomes and initiatives for the next phase in Queensland's innovation journey.

Key objectives of the Roadmap include improving research-business collaboration and increasing expenditure on research and development and commercialisation outcomes. These objectives are strongly supported by Suncorp's commitment to invest in research and education regarding disaster resilience and emergency management.

ANZ

Lending commitments

No.	Commitment to Queensland	Queensland Government Policy
1	<p><i>Renewable lending</i></p> <p>ANZ has made a commitment to allocate \$15 billion of new lending to support Queensland projects including Green Olympic Games infrastructure projects and renewable projects.</p> <p>This lending commitment supports renewable energy targets and infrastructure development. The new lending will be offered over a ten-year period and will support both renewable projects and preparations for the 2032 Olympic Games.</p> <p>Whether new lending is provided over this time frame will depend on (among other things), demand, ANZ's credit and risk assessment of applicants, prudential and regulatory requirements, competition from other lenders, and general economic, commercial and political factors.</p>	<p><i>DPC – Brisbane 2032 Climate Positive Games</i></p> <p>The Queensland Government is committed to delivering a climate positive and sustainable Olympic and Paralympic Games, creating lasting benefits to the climate and community and accelerating the transition to net zero emissions.</p> <p><i>Treasury – Queensland Treasury Strategic Plan 2023–2027</i></p> <p>Queensland Treasury's Strategic Plan outlines how the state will achieve the Queensland Government's vision of a strong economy for all Queenslanders.</p> <p>The public benefits associated with ANZ's increased business and project funding in Queensland align with the underlying objectives of the Strategic Plan, which aim to grow the Queensland economy and create jobs, deliver fiscal sustainability, empower Queensland's workforce for the future and drive public sector improvement.</p> <p><i>Department of State Development, Infrastructure, Local Government and Planning (DSDILGP) – Queensland New Industry Development Strategy</i></p> <p>The Strategy sets out the Queensland Government's overarching vision for Queensland to be recognised as a leader in renewable energy. The strategy specifically:</p> <ul style="list-style-type: none"> • identifies green hydrogen as a new industry priority; and • highlights the government's commitment to Brisbane 2032 being a 'climate positive' Olympic Games. <p>Increased investment in renewable energy projects in Queensland directly supports these priorities.</p> <p><i>Department of Energy and Public Works – Queensland Energy and Jobs Plan</i></p>

The Queensland Energy and Jobs Plan is a plan to transform Queensland's energy system to deliver clean, reliable and affordable energy.

Example actions contained in the plan include providing confidence to investors and capital markets, delivering clean energy, providing reliable and affordable energy to households and businesses, unlocking opportunities for industry, and driving more investment.

Treasury – Queensland Renewable Energy and Hydrogen Jobs Fund

The Queensland Renewable Energy and Hydrogen Jobs Fund allows Government owned corporations to increase ownership of commercial renewable energy and hydrogen projects, as well as supporting infrastructure, including in partnerships with the private sector.

DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027

The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities, where skilled Queenslanders and vibrant small businesses grow Queensland's economy.

ANZ's commitments to provide stronger lending opportunities to Queensland-based businesses align strongly with the following policy objectives set out in the Strategic Plan:

- helping small businesses to start, grow and thrive; and
- delivering targeted programs, services and business grants to support small businesses to start, grow and thrive.

DTIS – Advance Queensland Innovation for a Future Economy 2022–2032 Roadmap

No. Commitment to Queensland

Queensland Government Policy

The Queensland Government has a focus on innovation, which is considered critical for driving a return to growth for Queensland's economy and jobs. As part of the Government's commitment to help drive a strong, resilient and inclusive Queensland economy, it launched the Advance Queensland Initiative, which represents a significant investment to drive a more diversified Queensland economy, strengthen regional growth and create jobs. The Innovation for a Future Economy Roadmap has been developed as part of this Initiative and sets out the direction, key priority outcomes and initiatives for the next phase in Queensland's innovation journey, including:

- a priority outcome of greater investment attraction and more innovative businesses starting, growing and staying in Queensland;
- an objective to attract and retaining more innovative business in Queensland; and
- an objective to increase startup and business survival rates.

2 *Energy lending*

ANZ's lending commitment is to allocate \$10 billion of new lending for or to support energy projects in Queensland. The commitment includes lending over a ten-year period in support of energy projects based in Queensland, including hydrogen and bioenergy projects.

Whether new lending is provided over this time frame will depend on (among other things), demand, ANZ's credit and risk assessment of applicants, prudential and regulatory

The policies referred to above in relation to the renewable lending commitment are equally relevant to the energy lending commitment.

No. Commitment to Queensland

Queensland Government Policy

requirements, competition from other lenders, and general economic, commercial and political factors.

3 *Business lending*

ANZ has committed to allocate a minimum of \$10 billion of new lending to support Queensland small to medium enterprises over the three years following the proposed acquisition.

Whether new lending is provided over this time frame will depend on (among other things), demand, ANZ's credit and risk assessment of applicants, prudential and regulatory requirements, competition from other lenders, and general economic, commercial and political factors.

Treasury – Queensland Treasury Strategic Plan 2023–2027

Queensland Treasury's Strategic Plan outlines how the state will achieve the Queensland Government's vision of a strong economy for all Queenslanders.

The public benefits associated with ANZ's increased business and project funding in Queensland align with the underlying objectives of the Strategic Plan, which aim to grow the Queensland economy and create jobs, deliver fiscal sustainability, empower Queensland's workforce for the future and drive public sector improvement.

DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027

The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities, where skilled Queenslanders and vibrant small businesses grow Queensland's economy.

ANZ's commitments to provide stronger lending opportunities to Queensland-based businesses align strongly with the following policy objectives set out in the Strategic Plan:

- helping small businesses to start, grow and thrive; and
- delivering targeted programs, services and business grants to support small businesses to start, grow and thrive.

DTIS – Advance Queensland Innovation for a Future Economy 2022–2032 Roadmap

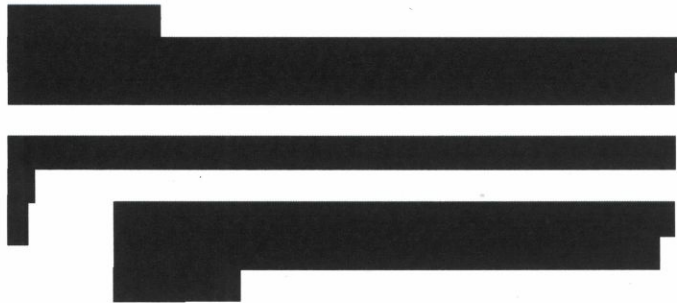
No. Commitment to Queensland

Queensland Government Policy

The Queensland Government has a focus on innovation, which is considered critical for driving a return to growth for Queensland's economy and jobs. As part of the Government's commitment to help drive a strong, resilient and inclusive Queensland economy, it launched the Advance Queensland Initiative, which represents a significant investment to drive a more diversified Queensland economy, strengthen regional growth and create jobs. The Innovation for a Future Economy Roadmap has been developed as part of this Initiative and sets out the direction, key priority outcomes and initiatives for the next phase in Queensland's innovation journey, including:

- a priority outcome of greater investment attraction and more innovative businesses starting, growing and staying in Queensland;
- an objective to attract and retaining more innovative business in Queensland; and
- an objective to increase startup and business survival rates.

4

*Queensland Housing Strategy 2017–2027*

The Queensland Housing Strategy sets out the Queensland Government's commitment to work with communities, industry and the housing sector to deliver a better housing future for all Queenslanders.

ANZ's commitment to support the delivery of further Queensland housing is well aligned to the Queensland Government's housing strategy, including the following policy objectives of the Strategy:

- giving every Queenslander access to a safe, secure and affordable home that meets their needs and enables their participation in the social and economic life of our prosperous state; and

No.	Commitment to Queensland	Queensland Government Policy
-----	--------------------------	------------------------------

1	[Redacted]	<ul style="list-style-type: none"> • focusing on stronger partnerships to build supply, more affordable and accessible housing, and reduce barriers to accessing and sustaining tenancies.
2	[Redacted]	<p><i>Housing Investment Growth Initiative</i></p> <p>The Housing Investment Growth Initiative will deliver over 8,000 new homes through a coordinated and integrated capital investment program including new social and affordable housing, strong development partnerships with the community housing sector, strategic purchases, land development and precinct renewal and revitalisation.</p>
3	[Redacted]	<p>ANZ's commitment to support the delivery of further Queensland housing is well aligned to the policy objectives of the three programs which are delivering the Housing Investment Growth Initiative, being the:</p>
4	[Redacted]	<ul style="list-style-type: none"> • The \$2 billion Housing Investment Fund (HIF), which supports partnerships to deliver social and affordable housing; • QuickStarts Queensland, which is a capital investment program designed to accelerate construction, redevelopment and purchase expenditure to deliver new homes sooner; and • Help to Home, which partners with property owners, landlords and registered community housing providers to deliver housing outcomes to people in need.
5	[Redacted]	

- focusing on stronger partnerships to build supply, more affordable and accessible housing, and reduce barriers to accessing and sustaining tenancies.

Housing Investment Growth Initiative

The Housing Investment Growth Initiative will deliver over 8,000 new homes through a coordinated and integrated capital investment program including new social and affordable housing, strong development partnerships with the community housing sector, strategic purchases, land development and precinct renewal and revitalisation.

ANZ's commitment to support the delivery of further Queensland housing is well aligned to the policy objectives of the three programs which are delivering the Housing Investment Growth Initiative, being the:

- The \$2 billion Housing Investment Fund (HIF), which supports partnerships to deliver social and affordable housing;
- QuickStarts Queensland, which is a capital investment program designed to accelerate construction, redevelopment and purchase expenditure to deliver new homes sooner; and
- Help to Home, which partners with property owners, landlords and registered community housing providers to deliver housing outcomes to people in need.

No. Commitment to Queensland Queensland Government Policy

[Redacted]

Queensland Treasury's Strategic Plan outlines how the Queensland Government will achieve its vision of a strong economy for all Queenslanders.

[Redacted]

The availability of banking services in regional Queensland [Redacted] will help to ensure that the Government's focus on supporting regional communities and creating an environment for expert services across the state is met.

[Redacted]

DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027

The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities, where skilled Queenslanders and vibrant small businesses grow Queensland's economy. ANZ's commitments to maintain and develop a specialised workforce based in Queensland support the following objectives of the Strategic Plan:

- preparing Queensland's workforce for the demands of current and future industries; and
- strengthening collaboration between industry, employers, training sector, stakeholders and government.



No.	Commitment to Queensland	Queensland Government Policy
6	<p>[Redacted]</p> <p>[Redacted]</p> <p>[Redacted]</p>	<p><i>DESBT – Good people. Good Jobs: Queensland Workforce Strategy 2022–2032</i></p> <p>The Queensland Workforce Strategy’s objectives are to connect Queenslanders with the work they want and support employers to develop inclusive work practices, while growing a stronger and more diverse Queensland workforce. The Strategy is built on three pillars: to connect, to educate and to attract the state’s workforce, to ensure the continued success of Queensland’s economy.</p> <p>The strategy is further supported by the <i>Queensland Workforce Strategy 2023–2025</i>, which delivers 33 actions across five key focus areas under which a range of initiatives are being delivered to support employers, industry, communities, job seekers and workers. Two focus areas to which ANZ’s employment commitments are particularly relevant are ‘workforce attraction and retention’ and ‘skilling Queenslanders now and into the future’. By creating new jobs in Queensland, ANZ’s commitments directly supports these focus areas, as the Queenslanders taking up these positions will form part of the extra 280,000 workers needed by Queensland in the four years from 2022 to 2025.</p>
7	<p>ANZ Tech Hub ANZ has committed to establishing a major Tech Hub in Brisbane.</p> <p>As part of this commitment, ANZ will ensure that at least 700 individuals become Tech Hub employees during a period of 5 years from the transaction completion date. ANZ will use its best endeavours to ensure that at least 450 become new Tech Hub employees.</p>	<p><i>Treasury – Queensland Treasury Strategic Plan 2023–2027</i></p> <p>Queensland Treasury’s Strategic Plan outlines how the Queensland Government will achieve its vision of a strong economy for all Queenslanders.</p> <p>The public benefits associated with increased employment opportunities in Queensland align with the underlying objectives of the Strategic Plan, which aim to grow the Queensland economy and create jobs, delivery fiscal</p>

No. Commitment to Queensland	Queensland Government Policy
<p>A new Tech Hub employee is one who is employed in the Tech Hub and was not an existing employee of ANZ or Suncorp or was not a Queensland-based employee immediately before accepting the Tech Hub role.</p> <p>The Tech Hub will focus on establishing a Brisbane-based hub for technology specialists in digital, cloud and data technologies.</p> <p>The commitment to appoint up to 700 employees to work in the ANZ Tech Hub is mandatory, while the commitment to create 450 new Queensland-based roles must be met on a best-endeavours basis (ie ANZ must demonstrate to the State that it has taken all reasonable steps to achieve this commitment).</p>	<p>sustainability, empower Queensland's workforce for the future and drive public sector improvement.</p> <p><i>DESBT – Department of Youth Justice, Employment, Small Business and Training Strategic Plan 2023–2027</i></p> <p>The Strategic Plan includes objectives that promote the Queensland Government's vision for safe and empowered communities, where skilled Queenslanders and vibrant small businesses grow Queensland's economy. ANZ's commitments to maintain and develop a specialised workforce based in Queensland support the following objectives of the Strategic Plan:</p> <ul style="list-style-type: none"> • preparing Queensland's workforce for the demands of current and future industries; and • strengthening collaboration between industry, employers, training sector, stakeholders and government. <p><i>Queensland's Digital Economy Strategy</i></p> <p>Queensland's Digital Economy Strategy sets out the Queensland Government's vision for a thriving digital future for Queenslanders and aims to accelerate the development, embedding and optimisation of digital technologies in Queensland over the next decade. The Strategy's core focus areas are digital market, digital customer and digital government.</p> <p>ANZ's commitment to establish a Tech Hub in Brisbane, will create technology-focused employment opportunities that will contribute to the Queensland economy, particularly by supporting the following priorities under the digital market focus area:</p>

No. Commitment to Queensland

Queensland Government Policy

- improving connectivity for regional communities by ensuring digital infrastructure is reliable to help regional communities connect, grow and prosper; and
- supporting businesses and industries to adopt digital technologies and adapt, compete and innovate.

DTIS – Advance Queensland Innovation for a Future Economy 2022–2032 Roadmap

The Queensland Government believes innovation is critical for driving a return to growth for Queensland's economy and jobs. As part of the Government's commitment to help drive a strong, resilient and inclusive Queensland economy, it launched the Advance Queensland Initiative, which represents a significant investment to drive a more diversified Queensland economy, strengthen regional growth and create jobs. The Innovation for a Future Economy Roadmap has been developed as part of this Initiative and sets out the direction, key priority outcomes and initiatives for the next phase in Queensland's innovation journey, including:

- promoting innovation precincts and places as a priority outcome; and
- promoting an objective of positioning Queensland precincts, places and hubs to reach their full potential for attracting investment and creating jobs.

No.	Commitment to Queensland	Queensland Government Policy
Investment commitments		
8	<p><i>Google partnership</i></p> <p>ANZ has committed to use its best endeavours to agree a partnership with Google in respect of certification and education initiatives.</p> <p>The partnership terms and inclusions are the subject of ongoing discussions between ANZ and Google but are proposed to include ANZ and Google working with Queensland universities on curriculums initiatives, including Google certification for Queensland students and the creation of tailored education and reskilling programs for ANZ's Queensland employees.</p>	<p><i>DESBT – Good people. Good Jobs: Queensland Workforce Strategy 2022–2032</i></p> <p>The Queensland Workforce Strategy's objectives are to connect Queenslanders with the work they want and support employers to develop inclusive work practices, while growing a stronger and more diverse Queensland workforce. The Strategy is built on three pillars: to connect, to educate and to attract the state's workforce, to ensure the continued success of the Queensland economy.</p> <p>The strategy is further supported by the <i>Queensland Workforce Strategy 2023–2025</i>, which delivers 33 actions across five key focus areas under which a range of initiatives are being delivered to support employers, industry, communities, job seekers and workers. The focus areas to which ANZ's employment commitments relate are relevant to 'workforce attraction and retention' and 'skilling Queenslanders now and into the future'.</p>
9	<p><i>University Partnership</i></p> <p>ANZ has committed to use its best endeavours to negotiate to agree partnerships with two Queensland-based universities to support initiatives to develop technology skills in Queensland's banking and finance sector.</p> <p>ANZ's university partnership will include a minimum investment of \$2.5 million over a 5 year period to each participating university for the development of these initiatives.</p> <p>ANZ has confirmed in the Implementation Agreement that the proposed collaboration with the universities may involve:</p>	<p>By upskilling Queensland students and employees, ANZ's investment commitments directly support the following objectives of the Strategy:</p> <ul style="list-style-type: none"> • increase collaboration between government, industry and the education system at all levels; and • invest \$201 million in the Job Trainer Fund, with a further \$201 million to be invested by the Australian Government to reskill and upskill Queenslanders.

No.	Commitment to Queensland	Queensland Government Policy
	<ul style="list-style-type: none"> • providing Queensland tertiary students with 'industry-based learning' in the domains of cloud and data technologies; or • funding a professorial chair in technology. 	<p><i>DTIS – Advance Queensland Innovation for a Future Economy 2022 – 2023 Roadmap</i></p> <p>As part of the Queensland Government's commitment to help drive a strong, resilient and inclusive Queensland economy, it launched the Advance Queensland Initiative, which represents a significant investment to drive a more diversified Queensland economy, strengthen regional growth and create jobs. The Innovation for a Future Economy Roadmap has been developed as part of this Initiative and sets out the direction, key priority outcomes and initiatives for the next phase in Queensland's innovation journey.</p> <p>ANZ's commitment to invest in research and education in the technology and digital innovation space, in collaboration with industry and Queensland universities, strongly supports the following priority outcomes of the Roadmap:</p> <ul style="list-style-type: none"> • improve research-business collaboration; and • ensure that Queensland's existing and emerging priority industries and talent are globally competitive, which may be achieved by continuing to build on our knowledge economy workforce and entrepreneurial and innovation mindset in schools and students.

19 The State acknowledges that some of the commitments referred to in the table, for example Suncorp's commitment in relation to the establishment of the Disaster Response Centre, relate to projects that had already been announced publicly by Suncorp before approaching the State about the Proposed Acquisition. Similarly, the State recognises that some of the lending commitments by ANZ are subject to qualifications that may or may not be satisfied. Notwithstanding those issues, the State sees tangible benefits for the State resulting from the Implementation Agreements because:

- (a) while some initiatives had been recently announced, absent the Implementation Agreements, there was no legally binding commitment to deliver those initiatives and they may therefore never have eventuated, particularly without a right of oversight and compliance focus from the State;
- (b) there are now specific monetary commitments and time commitments attached to the benefits offered by ANZ and Suncorp;
- (c) there are measurable and clear employment commitments that were not there from either Suncorp or ANZ before the Implementation Agreements; and
- (d) both Suncorp and ANZ are subject to Chief Executive Officer reporting obligations in respect of the commitments, allowing the State to monitor compliance.

20 As is evident from the table above, the State is also confident that the commitments contained in the Implementation Agreements align to and support important government policies and initiatives and thereby provide tangible public benefits if those commitments are delivered.

Other benefits secured by the proposed legislation

- 21 In addition to the commitments and associated public benefits that the State was able to secure by the Implementation Agreements, the State was, in consultation with Suncorp, able to take the opportunity to set out proposed variations and improvements to the existing Head Office Requirements under the Metway Merger Act. Those variations and improvements (for example, better defined Group Corporate Service Activities and associated commitments) are identified in the as content for the Draft Bill set out in of the Implementation Agreements and will apply should the amending legislation be passed by parliament and receive Royal assent.
- 22 Consistent with the matters for inclusion in the Draft Bill referred to in the Implementation Agreement, for example, the amended legislation, if promulgated, will contain the following obligations:
- (a) the Head Office for Suncorp's national insurance business will be based in Queensland;
 - (b) at least one member of the Suncorp Board of Directors will be ordinarily resident in Queensland;
 - (c) the principal operating offices of each of the Chairperson and the Chief Executive Officer must be located in Queensland;
 - (d) each Group Corporate Services Activity must at least in part be performed in Queensland. Those Group Corporate Service Activities comprise the following key

business activities and will ensure the continuation of personal employment in Queensland to support those activities:

- (i) Office of the Chief Executive;
 - (ii) financial reporting, business development (including in relation to supporting mergers and acquisitions) and managing of capital, investments and financial performance;
 - (iii) risk management and compliance;
 - (iv) legal and company secretariat;
 - (v) internal audit;
 - (vi) technology and transformation strategy and management, including data and analytics, digital enablement, cloud infrastructure and security;
 - (vii) human resources; and
 - (viii) corporate affairs and government relations; and
- (e) reporting obligations in respect of each of the commitments in a form that will enable the State to assess compliance with the commitments in an effective manner.

Can the benefits be achieved in the absence of the Proposed Acquisition or by an alternative transaction?

- 23 The State has been able to negotiate for the public benefits associated with the contractual commitments and proposed changes to the legislation in the context of the Proposed Acquisition, which requires a change to the Metway Merger Act.
- 24 If the status quo were maintained (i.e. Suncorp retains both its insurance business and its banking business in its current form) there would be no need to change the Metway Merger Act and unless Suncorp volunteered some of the benefits being offered now, the State would have no basis on which to negotiate for any of the commitments that Suncorp and ANZ have made in their respective Implementation Agreements.
- 25 The extent to which the State could obtain the same or similar benefits might depend upon a range of factors, including:
- (a) whether the alternative purchaser would need relief from the existing Head Office Requirements in the Metway Merger Act;
 - (b) whether, and the extent to which, the alternative purchase wished to establish public benefits for the purposes of any merger approval; and
 - (c) whether the alternative purchase would be in a financial position to make the same types of commitments that would deliver equivalent or greater benefits to Queensland.