



Supplementary Offering Memorandum Dated June 26, 2024

ANZ Bank New Zealand Limited

*(incorporated with limited liability in New Zealand)
as Issuer and Guarantor*

ANZ New Zealand (Int'l) Limited

*(incorporated with limited liability in New Zealand)
as Issuer*

US\$10,000,000,000

Senior Medium-Term Notes, Series A, of ANZ Bank New Zealand Limited and ANZ New Zealand (Int'l) Limited

Due One Year or More from Date of Issue

And

Subordinated Medium-Term Notes, Series A, of ANZ Bank New Zealand Limited

Due Five Years or More from Date of Issue

This supplement (the "**Supplement**") to the offering memorandum (the "**Offering Memorandum**") of ANZ Bank New Zealand Limited ("**ANZ Bank NZ**") and ANZ New Zealand (Int'l) Limited ("**ANZNIL**"), dated May 29, 2024, constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK Prospectus Regulation**") and is prepared in connection with the US\$10,000,000,000 medium-term note program established by ANZ Bank NZ (as Issuer and Guarantor of Notes issued by ANZNIL) and ANZNIL (as Issuer).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuers, the Guarantor and the quality of the securities that are the subject of the Offering Memorandum. Investors should make their own assessment as to the suitability of investing in any such securities.

The purpose of this Supplement is to update the section titled "*Information on ANZ Bank New Zealand and Its Consolidated Subsidiaries – Recent developments*" on page 99 of the Offering Memorandum with additional information relating to a share issue and dividend transaction between ANZ Bank NZ and its immediate parent company, ANZ Holdings (New Zealand) Limited.

Terms used but not defined herein have the same meaning as in the Offering Memorandum.

Updates to the section titled "*Information on ANZ Bank New Zealand and Its Consolidated Subsidiaries – Recent developments*"

By virtue of this Supplement, the information in the section titled "*Recent developments*" on page 99 of the Offering Memorandum shall be deleted in its entirety and amended to state:

Share issue and dividend

On June 25, 2024, ANZ Bank NZ completed a share issue and dividend transaction (the "**Transaction**") with its immediate parent company, ANZ Holdings (New Zealand) Limited ("**ANZH**"). The Transaction consisted of two concurrent transactions: (x) ANZ Bank NZ paying a fully imputed NZ\$900 million dividend to ANZH; and (y) ANZH paying ANZ Bank NZ NZ\$900 million as the subscription price for 900 million new ANZ Bank NZ ordinary shares. The Transaction resulted in no change to ANZ Bank NZ's total shareholders' equity, as the Transaction increased ANZ Bank NZ's share capital by NZ\$900 million and decreased ANZ Bank NZ's retained earnings by NZ\$900 million. For more information on ANZ Bank NZ's total shareholders' equity, see note 10 to the ANZ Bank NZ Unaudited Financial Statements included in the Offering Memorandum.

Redemption of perpetual preference shares

On June 25, 2024, ANZ Bank NZ redeemed 300 million perpetual preference shares held by ANZH, its immediate parent company, at a redemption price of NZ\$300 million. The perpetual preference shares qualified as a transitional capital instrument under the RBNZ's revised capital rules and would have been progressively derecognized as regulatory capital under the RBNZ's revised capital rules by July 2028. The redemption of the perpetual preference shares has reduced ANZ Bank NZ's Tier 1 and total capital ratios by approximately 0.3%.

Each of ANZ Bank NZ and ANZNIL accepts responsibility for the information contained in this Supplement, and to the best of the knowledge of each of ANZ Bank NZ and ANZNIL, the information contained in this Supplement is in accordance with the facts, and this Supplement makes no omission likely to affect its import.

This Supplement is supplemental to, and should be read and construed together with, the Offering Memorandum.

A copy of this Supplement has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

To the extent that there is any inconsistency between any statement contained in this Supplement and any other statement contained in the Offering Memorandum, the statements contained in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Memorandum has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

Information contained in or accessible from any website referenced in this Supplement does not form a part of this Supplement.