

AMENDED AND RESTATED FINAL TERMS

Dated 27 September 2021 amending and restating the Final Terms originally dated 10 September 2021

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS: The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Market Act 2000 (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Notification under Section 309(B)(1) of the Securities and Futures Act of Singapore (the “**SFA**”) – The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 and Excluded Investment Products (as defined in the Monetary Authority of Singapore (the “**MAS**”) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).



Australia and New Zealand Banking Group Limited

(Australian Business Number 11 005 357 522)
(Incorporated with limited liability in Australia and registered in the State of Victoria)

Legal Entity Identifier: JHE42UYNWWTJB8YTTU19

US\$60,000,000,000

(the “**Issuer**”)

Euro Medium Term Note Programme

Series No: 2042

Tranche No: 1

USD 40,000,000 Zero Coupon Callable Notes due 15 September 2051

Issue Price: 100 per cent.

Australia and New Zealand Banking Group Limited (the “Dealer”)

These Final Terms were originally dated 10 September 2021 and amended and restated on 27 September 2021

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 20 November 2020 and the Supplemental Base Prospectuses dated 5 March 2021, 6 May 2021 8 June 2021 and 18 August 2021, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the website of the Issuer at <https://www.anz.com/debtinvestors/centre/programmes/anz-banking-group/euro-mediumterm-note-programme-aus/> and the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html and during normal business hours at the offices of the Paying Agents and copies may be obtained from Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB.

1	(i)	Series Number:	2042
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2	(i)	Specified Currency or Currencies:	United States Dollars (“ USD ”)
	(ii)	Exotic Currency Payments:	Not Applicable
	(iii)	Exotic Currency Relevant Time:	Not Applicable
	(iv)	Exotic Currency Thomson Reuters Screen Page:	Not Applicable
3		Aggregate Principal Amount:	USD 40,000,000
	(i)	Series:	USD 40,000,000
	(ii)	Tranche:	USD 40,000,000
4		Issue Price:	100.00 per cent. of the Aggregate Principal Amount
5		Specified Denomination(s):	USD 2,000,000
6		Calculation Amount:	USD 2,000,000
7	(i)	Issue Date:	15 September 2021
	(ii)	Interest Commencement Date:	Not Applicable
8		Maturity Date:	15 September 2051

9	Interest Basis:	Zero Coupon
10	Redemption/Payment Basis:	Redemption at 239.21616771 per cent. of the Aggregate Principal Amount
11	Change of Interest or Redemption/Payment Basis:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12	Fixed Rate Note Provisions:	Not Applicable
13	Floating Rate Note Provisions:	Not Applicable
14	CMS Rate Note Provisions:	Not Applicable
15	Inverse Floating Rate Note Provisions:	Not Applicable
16	Range Accrual Note Provisions:	Not Applicable
17	Zero Coupon Note Provisions:	Applicable
	(i) Compound Interest:	Applicable
	(A) Amortisation Yield:	2.95 per cent. per annum
	(ii) Linear Interest:	Not Applicable
	(iii) Day Count Fraction:	30/360, unadjusted

PROVISIONS RELATING TO REDEMPTION

18	Call Option:	Applicable
	(i) Optional Redemption Date(s):	The Issuer shall have the right to redeem the Notes in whole (but not in part) on 15 September 2026, 15 September 2031, 15 September 2036, 15 September 2041 and 15 September 2046, subject to adjustment for payment only in accordance with the Modified Following Business Day Convention.
	(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	USD 2,312,926.07 per Calculation Amount if redeemed on 15 September 2026 USD 2,674,813.49 per Calculation Amount if redeemed on 15 September 2031 USD 3,093,322.92 per Calculation Amount if redeemed on 15 September 2036 USD 3,577,313.61 per Calculation Amount if redeemed on 15 September 2041 USD 4,137,030.95 per Calculation Amount if redeemed on 15 September 2046
	(i) If redeemable in part:	

	(a)	Minimum Redemption Amount:	Not Applicable
	(b)	Maximum Redemption Amount:	Not Applicable
	(iv)	Option Exercise Dates:	The Issuer shall have the right to redeem the Notes in whole (but not in part) by giving no less than 5 Business Days' notice to Noteholders prior to each Optional Redemption Date. "Business Day" shall mean a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments generally in New York, London and Sydney
19		Put Option:	Not Applicable
20		Final Redemption Amount of each Note:	USD 4,784,323.35 per Calculation Amount
21		Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default or other early redemption:	Condition 5(c) applies

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22		Form of the Notes:	Bearer Notes Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Bearer Notes in definitive form on 60 days' notice (or, following a failure to pay principal, on 30 days' notice) by the Issuer and in the limited circumstances specified in the Permanent Global Note.
23		Payment Business Day Convention:	Modified Following
24		Additional Financial Centre(s) or other special provisions relating to Payment Business Days:	Not Applicable For the avoidance of doubt, New York, London and Sydney are financial centres for the purposes of the definition of "Payment Business Day" in Condition 6(h)
25		Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
26		Redenomination, renominatisation and reconventioning provisions:	Not Applicable

DISTRIBUTION

27		US Selling Restrictions:	TEFRA D Rules; Regulation S Category 2
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Signed on behalf of Australia and New Zealand Banking Group Limited

By:



Andrei Ivanov

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Duly Authorised Signatory/Attorney

PART B – OTHER INFORMATION

1 LISTING

Listing and Admission to trading:

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and admitted to the Official List of the UK Financial Conduct Authority with effect from on or around the Issue Date.

2 REASONS FOR THE OFFER, ESTIMATED TOTAL EXPENSES RELATED TO ADMISSION TO TRADING

(i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus

(ii) Estimate of total expenses related to admission to trading: GBP2,410

3 RATINGS

The Notes have been rated:

Standard & Poor's: AA-

Moody's: Aa3

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer, including conflicting interests.

5 YIELD (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

6 BENCHMARKS

Relevant Benchmark: Not Applicable

7 OPERATIONAL INFORMATION

ISIN: XS2387311512

Temporary ISIN: Not Applicable

Common Code: 238731151

FISN: ANZ BANKING GRP/ZERO CPN MTN, as updated, as set out on the website of the Association of National Numbering Agencies ("ANNA") or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

CFI code: DTZXFB, as updated, as set out on the website of ANNA or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

Temporary Common Code: Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any) or, in the case of VPS Notes, the VPS Agent and the VPS Trustee: Not Applicable