

**ANZ New Zealand (Int'l) Limited / ANZ Bank New Zealand Limited US\$10,000,000,000 Medium-Term Notes, Series A, Offering Memorandum dated June 1, 2023 (the "Offering Memorandum").**

**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 (the "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, 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 "EU PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been 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 EU 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 (the "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 of the UK by virtue of the European Union (Withdrawal) Act 2018, as amended (the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "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 of the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of the UK 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 has been 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.

This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA (the "UK Prospectus Regulation") and must be read in conjunction with the Offering Memorandum, which constitutes a base prospectus for the purposes of the UK Prospectus Regulation, including the terms and conditions of the Notes as set out in the section entitled "Description of the Notes and the Guarantee" in the Offering Memorandum. Full information on ANZ New Zealand (Int'l) Limited/ANZ Bank New Zealand Limited and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Memorandum. The Offering Memorandum is available for viewing during normal business hours at Ground Floor, ANZ Centre, 23-29 Albert Street, Auckland 1010, New Zealand.

Notification under Section 309B(1) of the Securities and Futures Act 2001 of Singapore (the "SFA"): The Issuer has determined and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that 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).

**Final Terms—dated August 7, 2023**

In terms of the Amended and Restated Fiscal Agency Agreement dated as of December 3, 2021, as amended, the Issuer wishes to advise the following in respect of the latest issue of Notes.

<b>Deal Reference MTN:</b>	46
Issuer:	ANZ New Zealand (Int'l) Limited, acting through its London Branch (Legal Entity Identifier ("LEI"): 213800VD256NU2D97H12)
Guarantor:	ANZ Bank New Zealand Limited (LEI: HZSN7FQBPO5IEWYIGC72)
Principal Amount and Specified Currency:	US\$1,000,000,000
Subordinated Notes:	Not Applicable
Option to receive payment in Specified Currency:	Not Applicable
Type of Note:	Rule 144A Global Note(s) and Regulation S Global Note(s)
Date on which the Notes will be consolidated to form a single series:	Not Applicable
Issue Date:	August 14, 2023
Stated Maturity:	August 14, 2028
Redemption:	No redemption at the option of the Issuer prior to Stated Maturity (other than for a Senior Notes Tax Event)

Repayment:	No repayment at the option of the holders prior to Stated Maturity
<b>Fixed Rate Notes:</b>	Applicable
Interest Rate Basis:	Fixed Rate
Interest Rate:	5.355% per annum
Interest Rate Reset Provisions:	Not Applicable
Interest Rate Frequency:	Semi-annually
Regular Record Date(s):	The 15th calendar day prior to the relevant Interest Payment Date
Interest Payment Dates:	Each February 14 and August 14, commencing February 14, 2024 up to and including the Stated Maturity
<b>Floating Rate Notes:</b>	Not Applicable
<b>Floating Rate/Fixed Rate Security:</b>	Not Applicable
<b>Fixed Rate/Floating Rate Security:</b>	Not Applicable
<b>Inverse Floating Rate Security:</b>	Not Applicable
<b>Original Issue Discount Notes:</b>	Not Applicable
<b>Zero Coupon Notes:</b>	Not Applicable
<b>Redemption:</b>	Not Applicable
<b>General Provisions:</b>	
Business Day Convention:	Following Business Day Convention
Business Day:	New York, London, Wellington and Auckland
Day Count Fraction:	30/360, unadjusted
Issue Price to Investors (%):	100.000%
Issue Price to Investors (\$):	US\$1,000,000,000
Agents acting in capacity of:	Principal
Additional Paying Agent:	Not Applicable
Calculation Agent:	Not Applicable
Listing:	The Official List of the UK Financial Conduct Authority
Admission to trading:	Application has been made for the Notes to be admitted to trading on the London Stock Exchange's Main Market with effect from the Issue Date.
Denominations:	Minimum denominations of US\$200,000 and any integrals of US\$1,000 thereafter
Covenant Defeasance:	Not Applicable
CUSIP:	144A: 00182EBU2 Reg S: 00182FBU9
ISIN:	144A: US00182EBU29 Reg S: US00182FBU93
Common Code:	144A: 266763042 Reg S: 266739826
CFI:	DTFUFR
FISN:	ANZ NEW ZEALAND/TRA # TR UNSEC
Ratings:	The Notes are expected to be rated: S&P Global Ratings Australia Pty Ltd.: AA- Moody's Investors Service Pty Limited: A1 Fitch Australia Pty Ltd: A+
Interests of natural and legal persons involved in the issue:	Save for the fees payable to ANZ Securities, Inc., Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC (the "Agents"), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

Relevant Benchmarks:

Not Applicable

**Reasons for the offer:**

See "Use of Proceeds" in the Offering Memorandum

(i) Estimated net proceeds:

US\$997,500,000

(ii) Estimated total expenses  
related to the admission of  
trading:

£5,800

**Yield (Fixed Rate Notes only):**

Indication of Yield:

The yield is 5.355% per annum.

Signed for and on behalf of the Issuer:

By its  
attorney:

A handwritten signature in blue ink, appearing to be 'Felcity Melia', written over a faint, light-colored rectangular stamp or watermark.

Felcity Melia  
Treasurer