



## Supplementary Prospectus Dated 30 November 2018

### **ANZ New Zealand (Int'l) Limited**

(incorporated with limited liability in New Zealand under company number 328154 and with a branch registered in England & Wales under foreign company number FC023994 and branch number BR006645)  
as Issuer

### **ANZ Bank New Zealand Limited**

(incorporated with limited liability in New Zealand under company number 35976)  
as Issuer and Guarantor of Covered Bonds issued by ANZ New Zealand (Int'l) Limited

### **€8,000,000,000 ANZNZ Covered Bond Programme**

unconditionally and irrevocably guaranteed as to payments of interest and principal by

### **ANZNZ Covered Bond Trust Limited**

(incorporated in New Zealand with limited liability under company number 3220967)  
as trustee of the ANZNZ Covered Bond Trust and Covered Bond Guarantor

This supplement (the "**Supplement**") to the base prospectus of ANZ Bank New Zealand Limited ("**ANZ New Zealand**") and ANZ New Zealand (Int'l) Limited ("**ANZNIL**") dated 3 August 2018 (the "**Prospectus**"), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (as amended) and is prepared in connection with the €8,000,000,000 ANZNZ Covered Bond Programme established by ANZ New Zealand (as Issuer and Guarantor of Notes issued by ANZNIL) and ANZNIL (as Issuer).

The purpose of this Supplement is to:

- (i) incorporate by reference into the Prospectus ANZ New Zealand's financial statements (including the notes thereto and audit report thereon) for the year ended 30 September 2018 as set out on pages 4 to 56 and pages 84 to 88 of ANZ New Zealand's disclosure statement for the year ended 30 September 2018 (the "**Disclosure Statement**") (the "**ANZ New Zealand Financial Statements**");
- (ii) incorporate by reference into the Prospectus ANZNIL's financial statements (including the notes thereto and the audit report thereon) for the year ended 30 September 2018 (the "**ANZNIL Financial Statements**");
- (iii) update the section entitled "General Information" in the Prospectus in respect of ANZ New Zealand and ANZNIL; and
- (iv) update certain sections of the Prospectus as a result of a change in Singaporean law relating to the prospectus exemptions and the classification of capital markets products.

Terms defined in the Prospectus have the same meaning when used in this Supplement.

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

Each of ANZ New Zealand and ANZNIL accepts responsibility for the information contained in this Supplement and to the best of the knowledge of each of ANZ New Zealand and ANZNIL (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

## **1. ANZ New Zealand Financial Statements**

On 16 November 2018, ANZ New Zealand released the Disclosure Statement containing the ANZ New Zealand Financial Statements. A copy of the Disclosure Statement has been filed with the National Storage Mechanism and, by virtue of this Supplement, the ANZ New Zealand Financial Statements (contained in the Disclosure Statement) shall be deemed to be incorporated into, and form part of, the Prospectus. A copy of the Disclosure Statement containing the ANZ New Zealand Financial Statements is also available at <http://www.anz.co.nz/about-us/media-centre/investor-information/>.

## **2. ANZNIL Financial Statements**

On 30 November 2018, ANZNIL released the ANZNIL Financial Statements.

A copy of the ANZNIL Financial Statements has been filed with the National Storage Mechanism and, by virtue of this Supplement, the ANZNIL Financial Statements shall be deemed to be incorporated into, and to form part of, the Prospectus.

A copy of the ANZNIL Financial Statements is also available at <http://www.anz.co.nz/about-us/media-centre/investor-information/anz-nz-limited/>.

## **3. Update to the section entitled "General Information"**

The section entitled "General Information" on page 264 under the heading "Significant or Material Change" on page 265 shall be updated with the following information:

"Since 30 September 2018 (being the date of its last published audited consolidated financial statements), there has been no significant change in the financial position of ANZ New Zealand and its subsidiaries taken as a whole. Since 30 September 2018 there has been no material adverse change in the prospects of ANZ New Zealand and its subsidiaries taken as a whole.

Since 30 September 2018, there has been no significant change in the financial or trading position of ANZNIL. Since 30 September 2018, there has been no material adverse change in the prospects of ANZNIL."

## **4. Updates in respect of Singaporean Law Related Product Classification**

### ***(a) Update of the opening paragraphs of the Prospectus***

By virtue of this Supplement, the Prospectus shall be updated by including the following wording after the paragraphs entitled "MiFID Product Governance/target market" on page iv thereto:

**"Notification under Section 309B(1) of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA")** – Unless otherwise stated in the Final Terms (or Pricing Supplement, as the case may be) in respect of any Covered Bonds, all Covered Bonds issued or to be issued under the Programme shall be capital markets products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)."

### ***(b) Update of the Subscription and Sale Section***

By virtue of this Supplement, the section entitled "Subscription and Sale and Transfer and Selling Restrictions" on page 261 shall be amended by deleting the wording after the heading "Singapore" and before the heading "General" and replacing it with the following:

"This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Covered Bonds may not be circulated or distributed, nor may the Covered Bonds be offered or sold, or be made the subject of an invitation for subscription

or purchase, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA or any person pursuant to Section 275(1A) of the SFA and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Covered Bonds are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 2(1) of the SFA) or securities-based derivatives contracts (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Covered Bonds pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA; or
- (ii) where no consideration is or will be given for the transfer; or
- (iii) where the transfer is by operation of law; or
- (iv) as specified in Section 276(7) of the SFA.

Any reference to the "**SFA**" is a reference to the Securities and Futures Act, Chapter 289 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time."

### ***(c) Update of the Forms of Final Terms Section***

By virtue of this Supplement, the section entitled "Form of Final Terms" on page 98 and the section entitled "Form of Pricing Supplement" on page D-52 shall be updated by including the following wording after the paragraph beginning with the words: "**[MiFID II product governance /**":

**"Notification under Section 309B(1) of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA")** – The Covered Bonds are capital market products other than prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)."

For the purposes of the Prospectus Directive 2003/71/EC (as amended) and this Supplement, any document or information incorporated by reference, either expressly or implicitly, into the Disclosure Statement or the ANZNIL Financial Statements does not form part of this Supplement. Information in the Disclosure Statement or the ANZNIL Financial Statements which is not incorporated by reference into the Prospectus is either not relevant for investors or is covered elsewhere in the Prospectus.

A copy of this Supplement has been filed with the National Storage Mechanism and will be available for inspection at [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm).

To the extent that there is any inconsistency between any statement contained in this Supplement or in any information or document incorporated by reference into, and forming part of, this Supplement and any other statement contained in the Prospectus or in any information or document incorporated by reference into, and forming part of, the Prospectus, the statements contained in this Supplement or

in any information or document incorporated by reference into, and forming part of, this Supplement will prevail.

Save as disclosed in this Supplement or in any document incorporated by reference into, and forming part of, this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.