



Supplementary Prospectus Dated 10 July 2019

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)
as Issuer*

US\$30,000,000,000

ANZ Global Covered Bond Programme

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

Perpetual Corporate Trust Limited

*Australian Business Number 99 000 341 533
(incorporated with limited liability in Australia)
as Trustee of the ANZ Residential Covered Bond Trust*

This supplement (the "**Supplement**") to the base prospectus of Australia and New Zealand Banking Group Limited ("**ANZBGL**") dated 9 November 2018, as supplemented by the supplementary prospectuses dated 7 December 2018, 14 December 2018, 5 February 2019, 19 February 2019 and 2 May 2019 (the "**Base Prospectus**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended, (the "**FSMA**") and is prepared in connection with the US\$30,000,000,000 ANZ Global Covered Bond Programme established by ANZBGL.

The purpose of this Supplement is to update the section entitled "Recent Developments" in Section 5 (Description of Australia and New Zealand Banking Group Limited and its Subsidiaries) of the Base Prospectus following the release by the Australian Prudential Regulation Authority ("**APRA**") of a response to submissions on its proposed loss-absorbing capacity requirements and, subsequently, a revised outlooks announcement by S&P Global Ratings ("**S&P**").

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

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

ANZBGL accepts responsibility for the information contained in this Supplement and to the best of the knowledge of ANZBGL (which has 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.

Update of "Recent Developments" section - APRA releases response to submissions on its proposed loss-absorbing capacity requirements and S&P announces revised outlooks for major Australian banks

Further to the release by APRA of a discussion paper titled "Increasing the loss-absorbing capacity of ADIs to support orderly resolution" on 8 November 2018, APRA provided a response to submissions on 9 July 2019.

APRA announced that it will require domestic systemically important banks ("D-SIBs"), including ANZ, to increase their Total Capital by 3% of risk-weighted assets ("RWA") by January 2024. The initial proposal contained in APRA's discussion paper was 4% to 5% of RWA.

Based on ANZ's RWA of A\$396bn as at 31 March 2019, this represents an incremental increase in the Total Capital requirement of approximately A\$12bn, with an equivalent decrease in other senior funding¹. APRA continues to anticipate that D-SIBs would satisfy the requirement predominantly with Tier 2 capital.

APRA noted that its "overall targeted calibration of an additional four to five percentage points of loss-absorbing capacity remains unchanged. Over the next four years, feasible alternative methods for raising the additional one to two percentage points will be considered in consultation with industry and other interested stakeholders."

Subsequently, on 9 July 2019, S&P Global Ratings ("S&P") advised that, following APRA's announcement that it is proceeding with its plan to strengthen Australian banks' loss absorbing capacity, S&P has revised its outlooks on the four major Australian banks, including ANZBGL, to stable from negative.

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 Base Prospectus or in any information or document incorporated by reference into, and forming part of, the Base 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 Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

¹ This is updated from ANZBGL's announcement dated 8 November 2018 following release of APRA's initial discussion paper of the same date.