



Supplementary Prospectus Dated 5 February 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*

ANZ Bank New Zealand Limited

*(incorporated with limited liability in New Zealand)
as Issuer and Guarantor of Notes issued by ANZ New Zealand (Int'l) Limited*

ANZ New Zealand (Int'l) Limited

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

US\$60,000,000,000

Euro Medium Term Note Programme

This supplement (the "Supplement") to the base prospectus of Australia and New Zealand Banking Group Limited ("ANZBGL" or "ANZ") dated 17 May 2018, as supplemented by the supplementary prospectuses dated 4 June 2018, 26 June 2018, 15 August 2018, 18 September 2018, 17 October 2018, 9 November 2018, 7 December 2018 and 14 December 2018 (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\$60,000,000,000 Euro Medium Term Note Programme established by ANZBGL (as Issuer), ANZ Bank New Zealand Limited (as Issuer and Guarantor of Notes issued by ANZ New Zealand (Int'l) Limited ("ANZNIL")) and ANZNIL (as Issuer).

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 with information regarding an announcement by ANZBGL commenting on the Royal Commission final report.

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.

ANZ comments on Royal Commission final report

On 4 February 2019, ANZ Chief Executive Officer Shayne Elliott commented on the release of the Royal Commission into Misconduct in the Banking, Superannuation and Financial Services Industry's Final Report.

Mr Elliott said: "This is a defining moment for both our company and industry. It has been a humbling experience for me, our leaders and all our people - we have learnt from this and accepted responsibility for our failings.

"The final report and the insights arising from the Commission will change our industry for the better. It provides a thoughtful path forward that will ultimately result in a better banking system for all Australians.

"ANZ is committed to continuing the work and investment required to build a bank worthy of the trust and respect of our customers and the community as well as helping ensure these failures aren't repeated.

"I recognise the size and nature of our compliance and culture challenge. And I am determined we deal with it.

"While we are urgently reviewing the report in detail, we do so acutely aware of the role we play in enhancing the prosperity of the Australian economy and will engage constructively with all stakeholders on any reforms arising from Commissioner Hayne's recommendations." Mr Elliott said.

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.

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.