

FINAL TERMS

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 "**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 by virtue of the European Union (Withdrawal) Act 2018, as amended ("**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 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 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.

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of the Manufacturer's product approval process as a UK MiFIR "manufacturer", the target market assessment completed by the relevant Manufacturer in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**UK distributor**") should take into consideration the manufacturer's target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels. The Issuer is not subject to UK MiFIR. The Issuer is therefore not a "manufacturer" for the purposes of the UK MiFIR Product Governance Rules and has no responsibility or liability for identifying a target market, or any other product governance obligation set out in UK MiFIR, for financial instruments it issues (including the foregoing target market assessment for the Notes described in this legend).

Notification under Section 309(B)(1) of the Securities and Futures Act 2001 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

(the "Issuer")

US\$60,000,000,000

Euro Medium Term Note Programme

Series No: 2097

Tranche No: 1

EUR300,000,000 Floating Rate Notes due 18 July 2024

Issue Price: 99.95 per cent.

NatWest Markets Plc (the "Dealer")

The date of these Final Terms is 17 July 2023

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 16 November 2022 and the Supplemental Base Prospectuses dated 4 January 2023, 9 February 2023 and 5 May 2023 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the UK Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of 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-bank-nz/euro-medium-term-note-programme-nz/> 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:	2097
	(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:	Euro ("EUR")
	(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:	EUR 300,000,000
	(i)	Series:	EUR 300,000,000
	(ii)	Tranche:	EUR 300,000,000
4		Issue Price:	99.95 per cent. of the Aggregate Principal Amount
5		Specified Denomination(s):	EUR100,000

6	Calculation Amount:	EUR100,000
7	(i) Issue Date:	18 July 2023
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling on or nearest to 18 July 2024
9	Interest Basis:	Floating Rate
10	Redemption/Payment Basis:	Redemption at Par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	NZ Subordinated Notes:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Not Applicable
14	Floating Rate Note Provisions	Applicable
	(i) (a) Interest Payment Dates:	18 October 2023, 18 January 2024, 18 April 2024 and 18 July 2024, in each case subject to adjustment in accordance with the Business Day Convention specified below.
	(b) Interest Period(s):	Not Applicable
	(c) Interest Period Date:	Not Applicable
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) No Adjustment of Interest Amounts:	Not Applicable
	(iv) Additional Business Centre(s):	New York
	(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vi) Party responsible for calculating the Rate(s) of	Fiscal Agent shall be the Calculation Agent

	Interest and/or Interest Amount(s):	
(vii)	Screen Rate Determination:	Applicable
-	Reference Rate:	€STR (Non-Index Determination)
-	Specified Maturity:	Not Applicable
-	Interest Determination Date(s):	Five TARGET Business Days prior to Interest Payment Date
-	Relevant Screen Page:	Bloomberg page ESTRON index
-	Reference Banks:	Not Applicable
-	Relevant Time:	Not Applicable
-	Relevant Financial Centre:	Not Applicable
-	Observation Look Back Period:	Five TARGET Business Days
-	Observation Method:	Lookback
-	Observation Shift Period:	Not Applicable
-	Suspension Determination Period:	Not Applicable
-	Relevant Number:	Not Applicable
-	ISDA Determination for Fallback:	Not Applicable
(viii)	ISDA Determination:	Not Applicable
(ix)	Margin(s):	0.20 per cent. per annum
(x)	Rate Multiplier:	Not Applicable
(xi)	Minimum Rate of Interest:	Not Applicable

(xii) Maximum Rate of Interest:	Not Applicable
(xiii) Day Count Fraction:	Actual/360
(xiv) Linear Interpolation:	Not Applicable
15 CMS Rate Note Provisions:	Not Applicable
16 Inverse Floating Rate Note Provisions	Not Applicable
17 Range Accrual Note Provisions:	Not Applicable
18 Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19 Call Option	Not Applicable
20 Put Option	Not Applicable
21 Final Redemption Amount of each Note:	EUR 100,000 per Calculation Amount
22 Early Redemption for NZ Subordinated Note Regulatory Event:	Not Applicable
23 Early Redemption Amount: <i>(Early Redemption Amounts payable on redemption on account of an NZ Subordinated Note Regulatory Event, for taxation reasons or on an Event of Default or other early redemption and/or the method of calculating the same)</i>	EUR 100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 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.

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|----|----------------------------------------------------------------------------------------------|--------------------|
| 25 | Payment Business Day Convention: | Modified Following |
| 26 | Additional Financial Centre(s): | New York |
| 27 | Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s): | Not Applicable |
| 28 | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |

DISTRIBUTION

- | | | |
|----|--------------------------|----------------------------------------|
| 29 | 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



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 about 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: GBP 5,500

3 RATINGS

The Notes to be issued are expected to be rated:

S&P Global: AA-

An obligation rated 'AA' differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitments on the obligation is very strong. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.

Moody's: Aa3

Obligations rated Aa are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Third Party Information

The ratings explanation set out in this Item 3 of Part B is sourced from the websites of S&P and Moody's (as applicable). The Issuer confirms that such information has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from information published by S&P and Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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

Indication of yield: Not Applicable

6 BENCHMARKS

Relevant Benchmark: €STR is provided by the European Central Bank.

As at the date hereof, the European Central Bank appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority (ESMA) pursuant to Article 36 of Regulation (EU) 2016/1011 (the EU Benchmarks Regulation).

As at the date hereof, the European Central Bank appears on the register of administrators and benchmarks established and maintained by the Financial Conduct Authority (FCA) pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of U.K. domestic law by virtue of the EUWA (the UK Benchmarks Regulation).

7 OPERATIONAL INFORMATION

ISIN: XS2652098406

Temporary ISIN: Not Applicable

Common Code: 265209840

Temporary Common Code: Not Applicable

FISN: AUSTRALIA AND N/VAR MTN 20240718, 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:

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

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