

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 by the European Union (Withdrawal Agreement) Act 2020 ("**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.

MiFID II product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each relevant Manager's product approval process as a MiFID II (as defined below) "manufacturer", the target market assessment completed by the relevant Managers in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); 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 (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels. The Issuer is not subject to MiFID II and any implementation thereof by an EU Member State. The Issuer is therefore not a "manufacturer" for the purposes of the MiFID Product Governance Rules under EU Delegated Directive 2017/593 and has no responsibility or liability for identifying a target market, or any other product governance obligation set out in MiFID II, for financial instruments it issues (including the foregoing target market assessment for the Notes described in this legend).

UK MiFIR product governance / Professional investors and eligible counterparties only target market – Solely for the purposes of each relevant Manager's product approval process as a UK MiFIR (as defined below) "manufacturer", the target market assessment completed by the relevant Managers 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 manufacturers' 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 manufacturers' 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 309B of the Securities and Futures Act 2001 of Singapore (the "SFA"): In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA) that the Notes are 'prescribed capital markets products' (as defined in the CMP 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

US\$60,000,000,000

Euro Medium Term Note Programme

Series No: 2146

Tranche No: 1

EUR 1,250,000,000 Floating Rate Senior Unsecured Notes due 29 October 2027

Issue Price: 100 per cent.

Australia and New Zealand Banking Group Limited

Barclays Bank PLC

**Deutsche Bank AG, London Branch
HSBC Bank plc
Société Générale
UBS AG London Branch
DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main
Landesbank Hessen-Thüringen Girozentrale
Norddeutsche Landesbank – Girozentrale –
(the "Managers")**

**Amended Final Terms dated 25 April 2025
(replacing the Final Terms dated 29 January 2025)**

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 20 November 2024 and the Supplemental Base Prospectus dated 9 December 2024 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-banking-group/euro-medium-term-note-programme-aus/> 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, 21 Moorfields, London EC2Y 9DB.

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|---|-------|--|--|
| 1 | (i) | Series Number: | 2146 |
| | (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 1,250,000,000 |
| | (i) | Series: | EUR 1,250,000,000 |
| | (ii) | Tranche: | EUR 1,250,000,000 |
| 4 | | Issue Price: | 100 per cent. of the Aggregate Principal Amount |
| 5 | | Specified Denomination(s): | EUR 100,000 and integral multiples of EUR 1,000 thereafter. No Notes in definitive form will be issued with a denomination above EUR 199,000 |
| 6 | | Calculation Amount: | EUR 1,000 |

7	(i) Issue Date:	31 January 2025
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling on or nearest to 29 October 2027
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:	29 January, 29 April, 29 July and 29 October in each year commencing on 29 April 2025 (" First Interest Payment Date ") in each case subject to adjustment in accordance with the Business Day Convention specified below There will be a short first Interest Period in respect of the period from (and including) the Interest Commencement Date to (but excluding) the First Interest Payment Date
	(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 Interest and/or Interest Amount(s):	Fiscal Agent shall be the Calculation Agent
(vii)	Screen Rate Determination:	Applicable
	- Reference Rate:	EURIBOR
	- Specified Maturity:	3 months
	- Interest Determination Date(s):	Two T2 Business Days prior to the beginning of each Interest Period
	- Relevant Screen Page:	EURIBOR01
	- Reference Banks:	Not Applicable
	- Relevant Time:	Not Applicable
	- Relevant Financial Centre:	Not Applicable
	- Observation Look Back Period:	Not Applicable
	- Observation Method:	Not Applicable
	- 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):	+ 0.48 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 1,000 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 1,000 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
25	Payment Business Day Convention:	Modified Following
26	Additional Financial Centre(s):	New York

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|----|--|----------------|
| 27 | Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s): | Not Applicable |
| 28 | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |

DISTRIBUTION

- | | | |
|----|--------------------------|--|
| 29 | US Selling Restrictions: | TEFRA D Rules; Regulation S Category 2 |
|----|--------------------------|--|

HONG KONG SFC CODE OF CONDUCT

- | | | |
|----|--|-------------------------------------|
| 30 | (i) Rebates: | Not Applicable |
| | (ii) Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent: | Not Applicable |
| | (iii) Marketing and Investor Targeting Strategy: | As indicated in the Base Prospectus |

Signed on behalf of Australia and New Zealand Banking Group Limited:



By:
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 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: | £6,500 |

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: Aa2

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.

Fitch: AA-

'AA' ratings denote expectations of very low default risk. They indicate very strong capacity for payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events. An additional +/- for AA through CCC levels indicates relative differences of probability of default or recovery for issues.

Third Party Information

The ratings explanation set out in this Item 3 of Part B is sourced from the websites of S&P, Moody's and Fitch (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, Moody's and Fitch, 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

Save for the fees payable to the Managers, 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 BENCHMARKS

Relevant Benchmark: EURIBOR is provided by the European Money Markets Institute.

As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) No. 2016/1011.

As at the date hereof, the European Money Markets Institute 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).

6 OPERATIONAL INFORMATION

ISIN: XS2986720816

Temporary ISIN: Not Applicable

Common Code: 298672081

Temporary Common Code: Not Applicable

FISN: 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: 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):

Not Applicable