



Supplementary Prospectus Dated 4 June 2018

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**") dated 17 May 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:

- (i) the section entitled "Recent Developments" in Section 5 (Description of Australia and New Zealand Banking Group Limited and its Subsidiaries) of the Base Prospectus; and
- (ii) paragraph 4(i) of Section 17 (Additional Information) of the Base Prospectus,

with information regarding an announcement by ANZBGL in respect of an action taken by the Commonwealth Director of Public Prosecutions in relation to ANZBGL's 2015 institutional equity placement.

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.

CDPP action in relation to 2015 institutional equity placement

The Commonwealth Director of Public Prosecutions (CDPP) advised ANZBGL on 31 May 2018 it intends to commence proceedings against the bank for being knowingly concerned in alleged cartel conduct by the

joint lead managers of ANZBGL's underwritten institutional equity placement of approximately 80.8 million ANZBGL ordinary shares in August 2015.

The proceedings relate to an arrangement or understanding allegedly made between the joint lead managers in relation to the supply of ANZBGL ordinary shares. ANZBGL understands the CDPP also intends to bring proceedings against ANZ Group Treasurer Rick Moscati.

ANZ Chief Risk Officer Kevin Corbally said that ANZBGL believes it acted in accordance with the law in relation to the placement and on that basis the bank intends to defend both the company and its employee.

ANZBGL is also co-operating with an investigation by the Australian Securities and Investments Commission (ASIC) in relation to the placement.

ASIC is investigating whether ANZBGL's ASX announcement of 7 August 2015 should have stated the joint lead managers took up approximately 25.5 million ANZBGL ordinary shares of the placement. This represented approximately 0.91% of total ANZBGL ordinary shares on issue at that time.

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.