



Supplementary Prospectus Dated 11 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*

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 21 May 2019, as supplemented by the supplementary prospectus dated 10 July 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\$60,000,000,000 Euro Medium Term Note Programme established by ANZBGL (as Issuer), ANZ Bank New Zealand Limited ("**ANZ New Zealand**") (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 following an announcement by ANZBGL in relation to an additional operational risk capital requirement to be applied by the Australian Prudential Regulation Authority ("**APRA**").

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.

APRA to apply additional operational risk capital requirement

On 11 July 2019, ANZBGL announced that APRA has advised ANZ that it will require an additional capital overlay of A\$500 million¹ for operational risk following APRA's recent report on Australian banks' self-assessments into governance, culture and accountability.

¹ The impact on risk weighted assets is \$500 million multiplied by 12.5 as per APRA's prudential standards. Consequently, the actual impact on capital will vary depending on ANZ's capital ratio at the time.

This represents an 18 basis point impact on ANZ's Common Equity Tier 1 ("CET1") capital ratio.² The increased capital requirement is effective from 30 September 2019.

APRA notes that the overlay will apply until ANZ has effectively completed the planned uplift in non-financial risk management as outlined in ANZ's Self-Assessment Roadmap.

Separately, as previously announced by APRA, the revisions to the measurement of counterparty credit risk (SA-CCR) commenced on 1 July 2019. ANZ estimates that these changes will result in an increase in risk weighted assets, equivalent to approximately 15 basis points of CET1 capital.

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.

² Based on ANZ's capital position as at 31 March 2019.