# AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

Summary document dated 17 December 2020 in connection with Article 1(5)(j) of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017

SECTION 1 - INTRODU	JCTION				
Securities	US\$300,000,000 perpetual capital floating rate notes with ISIN Code GB0040024555 (the " <b>Notes</b> ").				
Identity and contact details of issuer	The issuer of the Notes is Australia and New Zealand Banking Ground Limited (the "Company"), whose details are as follows: Registered address: ANZ Centre, 833 Collins Street, Docklands Victoria, Australia, 3008 Telephone number: +61 3 9683 9999 Australian business number: 11 005 357 522 LEI: JHE42UYNWWTJB8YTTU19				
Background and disclaimers	This document comprises a summary document (the "Summary Document") which has been prepared pursuant to Article 1(5)(j) of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "Prospectus Regulation") in connection with the application for the transfer of the Notes from admission to trading on the regulated market of the Bourse de Luxembourg to admission to trading on the London Stock Exchange plc's main market for listed securities (the "Main Market") and admission to the standard listing segment of the Official List of the Financial Conduct Authority (the "Official List") (together, the "Transfer").				
	with the Transfer. This Summary Document does not constitute, nor is it published in connection with, an offer to sell, or the solicitation of an offer to subscribe for or to buy, any of the Notes or any other securities of the Company in any jurisdiction. The Notes will not be generally made available or marketed to the public in the United Kingdom or in any other jurisdiction in connection with the Transfer.				
	The contents of this Summary Document are not to be construed as legal, financial, business or tax advice. Any prospective investor should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial, business or tax advice.				
	The listing particulars dated 23 October 1986 issued by the Company in connection with the admission of the Notes to the Bourse de Luxembourg (the "Listing Particulars") can be found on the Company's website at: <a href="https://www.anz.com/content/dam/anzcom/shareholder/USD%20300%20million%20Perpetual%20Subordinated%20Notes%20-%20Offering%20Circular.pdf">https://www.anz.com/content/dam/anzcom/shareholder/USD%20300%20million%20Perpetual%20Subordinated%20Notes%20-%20Offering%20Circular.pdf</a> . The Company's annual reports (which				

	contains its published financial information) can be found on the Company's website at: <a href="https://www.anz.com/shareholder/centre/reporting/annual-report-annual-review/">https://www.anz.com/shareholder/centre/reporting/annual-report-annual-review/</a> .
	The Listing Particulars were approved by the Commission de Surveillance du Secteur Financier, whose details are as follows: Address (head office): 283, route d'Arlon L-1150 Luxembourg and Email: direction@cssf.lu Telephone number: +352 26 25 1 1
Article 1(5)(j) Prospectus Regulation confirmations	(a) The Notes have been admitted to trading on the Bourse de Luxembourg for more than 18 months.
	(b) The Listing Particulars were approved in accordance with the requirements of Council Directive 80/390/EEC or Directive 2001/34/EC of the European Parliament and of the Council.
	(c) The ongoing obligations for trading on the Bourse de Luxembourg have been fulfilled.
Warnings	(a) This Summary Document should be read as an introduction to the Listing Particulars.
	(b) An investment in the Notes involves inherent risk. Any decision to invest in the Notes should be based on a consideration of the Listing Particulars as a whole by the investor. An investment in the Notes is suitable only for investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment, as all the invested capital can be lost.
	(c) Where a claim relating to the Notes or the Listing Particulars is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Listing Particulars before legal proceedings are initiated.
	(d) Civil liability attaches only to those persons who have tabled this Summary Document including any translation thereof, but only where the Summary Document is misleading, inaccurate or inconsistent, when read together with the other parts of the Listing Particulars, or where it does not provide, when read together with the other parts of the Listing Particulars, key information in order to aid investors when considering whether to invest in such securities.
	(e) As an investment product, the Notes are not simple and may be difficult to understand.

SECTION 2 - KEY INFO	ORMATION ON THE ISSUER			
2.1 Who is the issu	uer of the securities			
Legal and commercial name	Australia and New Zealand Banking	Group Limited		
Domicile, legal form and country of incorporation	The Company is a public company limited by shares incorporated in Australia and was registered in the State of Victoria on 14 July 1977.			
Principal activities	The Company and its subsidiaries began its Australian operations operations in 1840, is one of headquartered in Australia. The Company banking and financial products and corporate and institutional customer Australia, New Zealand, a number region, the United Kingdom, France,	in 1836 and its New Zealand the four major banking groups Group provides a broad range of services to retail, small business, s. Geographically, operations span r of countries in the Asia Pacific		
Description of the Group and the Company's position therein	The Company is the ultimate holding			
Major shareholders	The ordinary shares in the Company are principally listed and quoted on the Australian Securities Exchange. Its ordinary shares are also quoted on the New Zealand Stock Exchange.			
	As at 9 December 2020, the foll directly or indirectly, in the share Company of 5% or more:			
	Shareholder  HSBC Custody Nominees (Australia) Limited	Approximate percentage of issued shares 25.35%		
	J.P. Morgan Nominees Australia PTY Limited Citicorp Nominees PTY Ltd	15.25% 7.5%		
	In addition, the Company was made BlackRock Group became a major 148,984,864 ordinary shares (5.0° December 2019, BlackRock Group's ordinary shares (6.07%) in the Company was also made aware Group, Inc. became a major so 144,730,016 ordinary shares (5.00° March 2020 The Vanguard Group, 170,502,797 ordinary shares (6.012°)	ade aware on 12 May 2017 that or shareholder with an interest in 7%) in the Company, and on 2 interest increased to 172,225,527 pany.  e on 3 July 2018 that The Vanguard shareholder with an interest in 11%) in the Company, and on 17 pup, Inc.'s interest increased to		

Key managing directors	As at 17 December 2020, there are eight members of the board of directors of the Company. Their names and positions within the Company are described below. The business address of the board of directors is ANZ Centre Melbourne, Level 9, 833 Collins Street, Docklands, Victoria, 3008, Australia.					
	Name Position					
	Paul O'Sullivan	Chairman, Independent Non- Executive Director				
	Shayne Elliott	Chief Executive Officer, Executive Director				
	Ilana Atlas AO Independent Non-Executive					
	Paula Dwyer Independent Non-Exec					
	Jane Halton AO PSM	Independent Non-Executive Director				
	Rt Hon Sir John Key, GNZM AC	Independent Non-Executive Director				
	Graeme Liebelt Independent Non-Exec					
	John Macfarlane	Independent Non-Executive Director				
Statutory auditors	The Company's independent auditor is KPMG Australia, whose business address is Tower Two, Collins Square, 727 Collins Street, Melbourne, Victoria, 3008, Australia.					

# 2.2 What is the key financial information regarding the issuer?

The following tables set out the Group's historical financial information as at the dates and for the periods indicated. These have been extracted without material adjustment from the annual reports for the financial years ended 30 September 2019 and 30 September 2020 of the Group.

The consolidated financial statements have been prepared in accordance with Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board ("AASB"), the Corporations Act 2001 (Australia), and International Financial Reporting Standards and interpretations published by the International Accounting Standards Board.

## **Consolidated Income Statement**

For the year ended 30 September	2020 (A.U.\$m)	2019 (A.U.\$m)
Interest income <sup>1</sup>	24,426	31,077
Interest expense	(10,377)	(16,738)
Net interest income	14,049	14,339
Other operating income <sup>2</sup>	3,355	4,058
Net income from insurance business	78	126
Share of associates' profit	155	262
Operating income	17,637	18,785
Operating expenses	(9,383)	(9,071)
Profit before credit impairment and income tax	8,254	9,714
Credit impairment charge	(2,738)	(794)
Profit before income tax	5,516	8,920
Income tax expense	(1,840)	(2,609)
Profit after tax from continuing operations	3,676	6,311

Profit/(Loss) after tax from discontinued operations	(98)	(343)
Profit for the year	3,578	5,968
Comprising:		
- Profit attributable to shareholders of the Company	3,577	5,953
- Profit attributable to non-controlling interests	1	15
Earnings per ordinary share (cents) including discounted operations		
Basic	126.4	210.0
Diluted	118.0	201.9
Earnings per ordinary share (cents) from continuing operations		
Basic	129.8	222.1
Diluted	121.1	213.0
Dividend per ordinary share (cents)	60	160

<sup>1</sup> Includes interest income calculated using the effective interest method of A.U.\$23,837 million on financial assets measured at amortised cost or fair value through other comprehensive income (2019: A.U.\$30,224 million). <sup>2</sup> Includes net fee and commission income of A.U.\$2,325 million (2019: A.U.\$2,577 million).

## **Consolidated Statement of Comprehensive Income**

For the year ended 30 September	2020 (A.U.\$m)	2019 (A.U.\$m)
Profit for the year from continuing operations	3,676	6,311
Other comprehensive income	•	
Items that will not be reclassified subsequently to profit or loss		
Investment securities – equity securities at fair value through other	(157)	45
comprehensive income	(157)	45
Other reserve movements	13	67
Items that may be reclassified subsequently to profit or loss		
Foreign currency translation reserve <sup>1</sup>	(550)	697
Other reserve movements	712	909
Income tax attributable to the above items	(180)	(288)
Share of associates' other comprehensive income <sup>2</sup>	51	26
Other comprehensive income after tax from continuing operations	(111)	1,456
Profit/(Loss) after tax from discontinued operations	(98)	(343)
Other comprehensive income/(loss) after tax from discontinued operations	-	(97)
Total comprehensive income for the year	3,467	7,327
Comprising total comprehensive income attributable to:		
Shareholders of the Company	3,467	7,307
Non-controlling interests	-	20

<sup>&</sup>lt;sup>1</sup> Includes foreign currency translation differences attributable to non-controlling interests of a A.U.\$1 million loss (2019: A.U.\$5 million gain).

## **Consolidated Balance Sheet**

For the year ended 30 September	2020 (A.U.\$m)	2019 (A.U.\$m)			
Assets					
Cash and cash equivalents	107,923	81,621			
Settlement balances owed to the Group	7,541	3,739			
Collateral paid	14,308	15,006			
Trading securities	50,913	43,169			
Derivative financial instruments	135,331	120,667			
Investment securities	93,391	83,709			
Net loans and advances	617,093	615,258			
Regulatory deposits	801	879			
Assets held for sale	-	1,831			
Investments in associates	2,164	2,957			
Current tax assets	161	265			
Deferred tax assets <sup>1</sup>	2,124	1,356			
Goodwill and other intangible assets	4,379	4,861			
Premises and equipment <sup>1</sup>	3,013	1,924			
Other assets	3,144	3,895			
Total assets	1,042,286	981,137			
Liabilities					
Settlement balances owed by the Group	22,241	10,867			
Collateral received	9,304	7,929			
Deposits and other borrowings	682,333	637,677			
Derivative financial instruments	134,711	120,951			
Current tax liabilities	349	260			
Deferred tax liabilities	80	67			

<sup>&</sup>lt;sup>2</sup> Share of associates Other comprehensive income includes a fair value through other comprehensive income reserve gain of A.U.\$48 million (2019: A.U.\$20 million gain), defined benefits gain of A.U.\$3 million (2019: A.U.\$7 million gain), cash flow hedge reserve loss of A.U.\$1 million (2019: A.U.\$2 million loss) and a foreign currency translation reserve gain of A.U.\$1 million (2019: A.U.\$1 million gain) that may be reclassified subsequently to profit or loss.

Liabilities held for sale	-	2,121
Payables and other liabilities <sup>1</sup>	9,128	7,968
Employee entitlements	596	589
Other provisions	2,579	2,223
Debt issuances <sup>2</sup>	119,668	129,691
Total liabilities	980,989	920,343
Net assets	61,297	60,794
Shareholders' equity	·	
Ordinary share capital	26,531	26,490
Reserves	1,501	1,629
Retained earnings <sup>1</sup>	33,255	32,664
Share capital and reserves attributable to shareholders of the Company	61,287	60,783
Non-controlling interests	10	11
Total shareholders' equity	61,297	60,794

<sup>&</sup>lt;sup>1</sup>On adoption of AASB 16 on 1 October 2019, the Group recognised right-of-use assets of A.U.\$1.6 billion presented within Premises and equipment and lease liabilities of A.U.\$1.7 billion presented within Payables and other liabilities. This resulted in a reduction to opening retained earnings of A.U.\$88 million and an increase in deferred tax assets of A.U.\$37 million. Comparative information has not been restated.

## **Consolidated Cash Flow Statement**

For the year ended 30 September	2020 (A.U.\$m)	2019 (A.U.\$m)
Profit after income tax	3,578	5,968
Adjustments to reconcile to net cash provided by/(used in) operating activities:		
Allowance for expected credit losses	2,738	794
Impairment of investment in associates	815	
Depreciation and amortisation <sup>1, 2</sup>	1,391	871
Goodwill impairment	77	
(Profit)/loss on sale of premises and equipment	(8)	(5)
Net derivatives/foreign exchange adjustment	(3,046)	4,940
(Gain)/loss on sale from divestments	25	(137)
Other non-cash movements	(80)	(356)
Net (increase)/decrease in operating assets:		
- Collateral paid	283	(3,493)
- Trading securities	(1,803)	(7,941)
- Net loans and advances	(7,119)	(10,268)
- Investments backing policy liabilities	-	(3,542)
- Other assets	(76)	(454)
Net increase/(decrease) in operating liabilities		
- Deposits and other borrowings	51,875	7,006
- Settlement balances owed by the Group	11,476	(1,077)
- Collateral received	1,739	1,004
- Other liabilities	(9,581)	2,140
Total adjustments	48,706	(10,518)
Net cash (used in)/provided by operating activities <sup>3</sup>	52,284	(4,550)
Cash flows from investing activities		
Investment securities assets:		
- Purchases	(40,029)	(23,847)
- Proceeds from sale or maturity	28,642	21,228
Proceeds from divestments, net of cash disposed	1,309	2,121
Proceeds from/(Repayment of) IOOF Holdings Limited secured notes	(800)	800
Other assets	(587)	(508)
Net cash (used in)/provided by investing activities	(11,465)	(206)
Cash flows from financing activities		
Debt issuances: <sup>4</sup>		
- Issue proceeds	12,260	25,900
- Redemptions	(21,430)	(22,958)
Dividends paid <sup>5</sup>	2,861)	(4,471)
On market purchase of treasury shares	(122)	(112)
Repayment of lease liabilities <sup>6</sup>	(281)	-
Share buyback	-	(1,120)
Net cash (used in)/provided by financing activities	(12,434)	(2,761)
Net (decrease)/increase in cash and cash equivalents	28,385	(7,517)
Cash and cash equivalents at beginning of year	81,621	84,964
Effects of exchange rate changes on cash and cash equivalents	(2,083)	4,174
Cash and cash equivalents at end of year <sup>7</sup>	107,923	81,621
Includes depreciation of right-of-use assets recognised on 1 October 2019 follo	owing the adoption of AASB 16 (	Comparatives have no

<sup>&</sup>lt;sup>1</sup> Includes depreciation of right-of-use assets recognised on 1 October 2019 following the adoption of AASB 16. Comparatives have not been restated.

<sup>&</sup>lt;sup>2</sup> Includes senior debt of A.U.\$80,835 million (2019: A.U.\$89,737 million) and subordinated debt of A.U.\$21,061 million (2019: A.U.\$16,586 million).

<sup>&</sup>lt;sup>2</sup> Includes accelerated amortisation of A.U.\$197 million following the Group's change in the application of its software amortisation policy to reflect the shorter useful life of software caused by rapidly changing technology and business requirements.

- 3 Net cash inflows/(outflows) from operating activities includes income taxes paid of A.U.\$2,348 million (2019: A.U.\$3,129 million).
- <sup>4</sup> Non-cash changes in debt issuances includes fair value hedging loss of A.U.\$1,127 million (2019: A.U.\$2,437 million loss) and foreign exchange gains of A.U.\$1,623 million (2019: A.U.\$3,815 million loss).
- <sup>5</sup> Cash outflow for shares purchased to satisfy the dividend reinstatement plan are classified in Dividends paid.
- <sup>6</sup> Relates to repayments of lease liabilities which the Group commenced recognising on 1 October 2019 following the adoption of AASB 16. Comparative information has not been restated.
- <sup>7</sup> Includes cash and cash equivalents recognised on the face of balance sheet of A.U.\$107,923 million (2019: A.U.\$81,621 million) with no amounts recorded as part of assets held for sale (2019: nil).

#### Consolidated statement on changes in equity

Cordinary					Share		
As at 1 October 2018					capital and		
Nordinary share capital (AU.Sm) (AU.							
Non-trigonal part   Share   Capital (A.U.Sm)   Company							
Share		Ordinani				Non	Total
Capital Reserves   Canings   Company   Interests   Sequence   CAU.Sm)   (A.U.Sm)   (A.		_		Poteined			
As at 1 October 2018   27,205   323   31,737   59,265   140   59,48			Boograge			•	
As at 1 October 2018				_			
Impact on transition to AASB 9	As at 1 October 2019		, ,	<u> </u>			, ,
Profit or loss from continuing operations		21,205				140	
Deparations   -   -   -   -   -   -   -   -   -		-	14	(624)	(610)	-	(610)
Profit or loss from discontinued operations		-	-	6,296	6,296	15	6,311
Other comprehensive income for the year from continuing operations	·						
Other comprehensive income for the year from continuing		_	-	(343)	(343)	-	(343)
The year from continuing operations	<u>'</u>			( /	( /		( /
Operations							
Other comprehensive income for the year from discontinued operations	, ,	-	1,393	58	1,451	5	1,456
the year from discontinued operations	·						
Total comprehensive income for the year   - 1,296   6,011   7,307   20   7,33	·						
Total comprehensive income for the year	1 -	-	(97)	-	(97)	-	(97)
For the year	operations						
Transactions with equity holders in their capacity as equity holders:   Dividends paid	Total comprehensive income	_	1 296	6.011	7 307	20	7 327
Dividends paid   -   -   (4,481)   (4,481)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (2)   (4,485)   (4,	for the year	_	1,230	0,011	7,507	20	7,527
Dividend income on treasury shares held within the Group's life insurance statutory funds   -   -   12   12   -	Transactions with equity holders i	n their capacity	as equity holde	ers:			
Shares held within the Group's life insurance statutory funds   -   -   12   12   -	Dividends paid	-	-	(4,481)	(4,481)	(2)	(4,483)
Insurance statutory funds   Group share buy-back <sup>2</sup>   (1,120)   -   -   (1,120)   -	Dividend income on treasury						
Group share buy-back2	shares held within the Group's life	-	-	12	12	-	12
Other equity movements:           Treasury shares Wealth Australia discontinued operations adjustment³         405         -         -         405         -         44           Other items         -         (4)         9         5         (147)         (14           As at 30 September 2019         26,490         1,629         32,664         60,783         11         60,78           Impact on transition to AASB 16         -         -         (88)         (88)         -         (8           Profit or loss from continuing operations         -         -         3,675         3,675         1         3,6           Profit or loss from discontinued operations         -         -         (98)         (98)         -         (9           Other comprehensive income for the year from continuing operations         -         (124)         14         (110)         (1)         (11           Total comprehensive income for the year         -         (124)         3,591         3,467         -         4,4           Transactions with equity holders in their capacity as equity holders:         Dividend Reinvestment Plan¹         61         -         -         (2,922)         -         (2,922)           Dividend Reinvestment Plan¹         61	insurance statutory funds						
Treasury shares Wealth Australia discontinued operations adjustment <sup>3</sup>	Group share buy-back <sup>2</sup>	(1,120)	-	-	(1,120)	_	(1,120)
discontinued operations   adjustment   adj	Other equity movements:						l ·
discontinued operations   adjustment   adj	Treasury shares Wealth Australia						
Other items         -         (4)         9         5         (147)         (14           As at 30 September 2019         26,490         1,629         32,664         60,783         11         60,79           Impact on transition to AASB 16         -         -         (88)         (88)         -         (8           Profit or loss from continuing operations         -         -         3,675         3,675         1         3,6           Profit or loss from discontinued operations         -         -         (98)         (98)         -         (9           Other comprehensive income for the year from continuing operations         -         (124)         14         (110)         (1)         (11           Total comprehensive income for the year         -         (124)         3,591         3,467         -         4,4           Transactions with equity holders in their capacity as equity holders:         Dividends paid         -         -         (2,922)         -         (2,922)         -         (2,922)           Dividend Reinvestment Plan¹         61         -         -         61         -         -         61         -         -         (20)         -         (2,922)         -         (2,922)         -		405	-	_	405	-	405
Other items         -         (4)         9         5         (147)         (14           As at 30 September 2019         26,490         1,629         32,664         60,783         11         60,78           Impact on transition to AASB 16         -         -         (88)         (88)         -         (8           Profit or loss from continuing operations         -         -         3,675         3,675         1         3,6           Profit or loss from discontinued operations         -         -         (98)         (98)         -         (9           Other comprehensive income for the year from continuing operations         -         (124)         14         (110)         (1)         (11           Total comprehensive income for the year         -         (124)         3,591         3,467         -         4,4           Transactions with equity holders in their capacity as equity holders:         Dividends paid         -         -         (2,922)         -         (2,922)         -         (2,922)           Dividend Reinvestment Plan¹         61         -         -         61         -         -         61         -         -         (2,922)         -         (2,922)         -         (2,922)         -	adjustment <sup>3</sup>						
As at 30 September 2019   26,490   1,629   32,664   60,783   11   60,775     Impact on transition to AASB 16   -   -   (88)   (88)   -   (88     Profit or loss from continuing operations   -   -   3,675   3,675   1   3,675     Profit or loss from discontinued operations   -   -   (98)   (98)   -   (98     Other comprehensive income for the year from continuing operations   -   (124)   14   (110)   (11)     Total comprehensive income for the year   -   (124)   3,591   3,467   -   4,46     Transactions with equity holders in their capacity as equity holders:     Dividends paid   -   -   (2,922)   (2,922)   -   (2,922     Dividend Reinvestment Plan 1   61   -   61   -   61     Other equity movements:     Group employee share acquisition scheme   (20)   -   -   (4)   10   6   (1)		-	(4)	9	5	(147)	(142)
Impact on transition to AASB 16		26,490	. ,			. ,	60,794
Profit or loss from continuing operations	·	,	-		· ·	-	(88)
Profit or loss from discontinued operations	-			` ,	` '		` ,
Profit or loss from discontinued operations	1	-	-	3,675	3,675	1	3,676
Other comprehensive income for the year from continuing operations							
Other comprehensive income for the year from continuing operations         - (124)         14 (110)         (1)         (1)         (11 operations)           Total comprehensive income for the year         - (124)         3,591         3,467         - 4,44           Transactions with equity holders in their capacity as equity holders:           Dividends paid         (2,922)         (2,922)         - (2,922)           Dividend Reinvestment Plan <sup>1</sup> 61         61         - 61           Other equity movements:         Group employee share acquisition scheme         (20)         (20)         - (20)           Other items         - (4)         10         6         (1)		-	-	(98)	(98)	-	(98)
the year from continuing operations - (124) 14 (110) (1) (11 operations    Total comprehensive income for the year - (124) 3,591 3,467 - 4,44	·						
operations         Total comprehensive income for the year         -         (124)         3,591         3,467         -         4,44           Transactions with equity holders in their capacity as equity holders:           Dividends paid         -         -         (2,922)         -         (2,922)         -         (2,922)         -         (2,922)         -         (2,922)         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -         -         (2,922)         -	·	_	(124)	1/	(110)	(1)	(111)
Total comprehensive income	, ,		(124)	14	(110)	(1)	(111)
for the year	•						
Transactions with equity holders in their capacity as equity holders:           Dividends paid         -         -         (2,922)         -         (2,922)           Dividend Reinvestment Plan¹         61         -         -         61         -         0           Other equity movements:           Group employee share acquisition scheme         (20)         -         -         -         (20)         -         -	-	-	(124)	3,591	3,467	-	4,467
Dividends paid		n their canacity	as equity holds	re.			l
Dividend Reinvestment Plan¹   61   -   -   61   -     0		trieir capacity	as equity noide		(2.022)		(2.022)
Other equity movements:           Group employee share acquisition scheme         (20)         -         -         (20)         -	·	- 64	-	, ,	\ ' '		( , ,
Group employee share acquisition scheme         (20)         -         -         -         (20)         -         (2           Other items         -         (4)         10         6         (1)		61	-		01		61
scheme         (20)         -         -         (20)         -         (2           Other items         -         (4)         10         6         (1)							I
scneme         4         10         6         (1)           Other items         -         (4)         10         6         (1)		(20)	-	-	(20)	-	(20)
		` ′	(4)	10	` ′	/41	` ′
A		-			-	. ,	5
As at 30 September 2020 26,531 1,501 33,255 61,287 10 61,287 1 3.4 million shares were issued under the Dividend Reinvestment Plan ("DRP") for the 2020 interim dividend (nil shares for the 2019							61,297

<sup>&</sup>lt;sup>1</sup> 3.4 million shares were issued under the Dividend Reinvestment Plan ("**DRP**") for the 2020 interim dividend (nil shares for the 2019 final Dividend; nil shares for the 2019 interim dividend as the shares were purchased on-market and provided directly to shareholders participating in the DRP. On-market share purchases for the DRP in 2020 were A.U.\$185 million (2019: A.U.\$432 million).

<sup>&</sup>lt;sup>2</sup> The Company completed a A.U.\$3 billion on-market share buy-back of the Company's ordinary shares purchasing A.U.\$1,120 million worth of shares in 2019 resulting in 42 million shares being cancelled.

<sup>&</sup>lt;sup>3</sup> The successor funds transfer performed in preparation of the sale of the Group's wealth business to Zurich Financial Services Australia Limited and IOOF Holdings Limited completed on 13 April 2019. As a result, the Group no longer eliminates the Company shares previously held in Wealth Australia discontinued operations (treasury shares).

As at 17 December 2020, there has been no significant change in the financial condition and operating results of the Company since 30 September 2020.

There are no qualifications included in the audit reports on the historical financial information for the financial years ended 30 September 2019 and 30 September 2020, and there is also no applicable pro forma financial information.

# 2.3 What are the key risks that are specific to the issuer?

Not applicable. The Listing Particulars do not include risks that are specific to the Company. In addition, this Summary Document has been prepared in connection with the admission of the Notes to trading on the Main Market and to the Official List pursuant to Article 1(5)(j) of the Prospectus Regulation, and is not, nor is it published in connection with, an offer to sell, or the solicitation of an offer to subscribe for or to buy, any of the Notes or any other securities of the Company in any jurisdiction.

SECTION 3 -	KEY INF	ORMATION OF	N THE SECURITIES
SECTION 5 -		DISIVIALIDIA DI	A THE SECURITES

SECTION 3 - KEY INFORMATION ON THE SECURITIES	
3.1 What are the main features of the securities?	
Type, class of securities, currency and denominations	The Notes are debt securities in bearer form serially numbered and in denominations of U.S.\$10,000 and U.S.\$250,000, each issued with coupons and a talon for further coupons (together, the "Coupons") attached.
ISIN	GB0040024555
Term of the Notes	The Notes are perpetual and accordingly have no final maturity date.
Seniority of the Notes	The Notes and Coupons are unsecured obligations of the Bank, and rank pari passu without any preference among themselves. The rights of the holders of the Notes (the "Noteholders") and the Coupons (the "Couponholders") are subordinated to the claims of all creditors of the Company (including, but not limited to, depositors of the Company) other than creditors whose claims against the Company are expressed to rank pari passu with or after the claims of the Noteholders and Couponholders.  In the event of the winding-up of the Company, the rights of the Noteholders will rank in preference only to the rights of preferred and ordinary shareholders and creditors whose claims may at any future
Transfer restrictions	time be expressed to rank after the Noteholders.  The Notes and Coupons are freely transferable, and title to the Notes and Coupons will pass by delivery.
Rights attached to the Notes	The Noteholders have a conditional right to receive interest on the Notes (as detailed below).
Interest payment dates	Interest may be paid on the Notes semi-annually (an "Interest Payment Date", and the period between successive Interest Payment Dates being an "Interest Period") in arrear. The Company is obliged to pay interest in respect of an Interest Period on an Interest Payment Date if (i) during the previous 12 calendar months, any dividend has been declared or paid on any class of share capital of the Company, and (ii) the Company would remain solvent immediately after the payment of such interest.

#### Interest rates

The rate of interest in respect of the Notes is floating, and is determined in respect of an Interest Period on the second business day prior to commencement of that Interest Period (the "Interest Determination Date"). On the Interest Determination Date, the agent bank will request the principal London office of the reference banks to provide their offered quotation (the "Reference Rate") to leading banks for deposits of U.S. dollars in the London inter-bank market for such Interest Period. The interest rate for that Interest Period will be 0.15 per cent. per annum above the arithmetic mean of the Reference Rates. To the extent that only one or none of the reference banks provide a Reference Rate on an Interest Determination Date, additional provisions will apply for the calculation of the interest rate in respect of the relevant Interest Period.

#### 3.2 Where will the securities be traded?

Application has been made for the Notes to be admitted to trading on the Main Market and to the standard listing segment of the Official List under ISIN Code "GB0040024555". It is expected that the Notes will be admitted to the Official List and to trading on the Main Market at 8:00 a.m. on 22 December 2020 and that the Notes will be subsequently delisted from the Bourse de Luxembourg. This will entail a short overlap period during which the Notes are admitted to trading on both the Main Market and the Bourse de Luxembourg to ensure continuous admission to a regulated market.

## 3.3 What are the key risks that are specific to the securities?

Not applicable. The Listing Particulars do not include risks that are specific to the Notes. In addition, this Summary Document has been prepared in connection with the admission of the Notes to trading on the Main Market and to the Official List pursuant to Article 1(5)(j) of the Prospectus Regulation, and is not, nor is it published in connection with, an offer to sell, or the solicitation of an offer to subscribe for or to buy, any of the Notes or any other securities of the Company in any jurisdiction.

# SECTION 4 - KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

# 4.1 Under what conditions and timeline can I invest in this security?

Not applicable. This Summary Document has been prepared in connection with the admission of the Notes to trading on the Main Market and to the Official List pursuant to Article 1(5)(j) of the Prospectus Regulation, and is not, nor is it published in connection with, an offer to sell, or the solicitation of an offer to subscribe for or to buy, any of the Notes or any other securities of the Company in any jurisdiction.

# 4.2 Who is the offeror and/or the person asking for admission to trading?

The Company is the person who is asking for the Notes to be admitted to trading on the Main Market.

## 4.3 Why is this prospectus being produced?

This Summary Document has been prepared in connection with the admission of the Notes to trading on the Main Market and to the Official List pursuant to Article 1(5)(j) of the Prospectus Regulation in connection with the Transfer.