



Supplementary Prospectus Dated 5 March 2021

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 20 November 2020 (the "**Base Prospectus**"), constitutes a supplementary prospectus for the purposes of Article 23 of the Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") (the "**UK Prospectus Regulation**") 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).

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus:
 - (i) ANZBGL's, 2020 Basel III Pillar 3 Disclosure as at 31 December 2020 (the "**Basel III Disclosure**");
 - (ii) ANZBGL's First Quarter Trading Update (the "**First Quarter Trading Update**");
 - (iii) ANZBGL's support pack related to the Basel III Disclosure and First Quarter Trading Update (the "**Support Pack**");
- (b) disclose the status of the credit rating agencies in respect of ANZBGL's credit ratings referenced in the Base Prospectus, for the purposes of Regulation (EC) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the EUWA (the "**UK CRA Regulation**") and for Regulation (EC) No 1060/2009, (as amended, the "**EU CRA Regulation**");
- (c) update the Benchmark Replacement condition (Condition 4(m)) in the Terms and Conditions of the Notes; and
- (d) update the Benchmark Replacement condition (Condition 4(o)) in the Terms and Conditions of the Non PR Notes.

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, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

(1) **ANZBGL Basel III Disclosure**

On 18 February 2021, ANZBGL released its Basel III Disclosure. A copy of the Basel III Disclosure has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and, by virtue of this Supplement, the Basel III Disclosure shall be deemed to be incorporated into, and form part of, the Base Prospectus.

A copy of the Basel III Disclosure is also available at <https://www.anz.com/debtinvestors/centre/programmes/anz-banking-group/euro-medium-term-note-programme-aus/>.

For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the Basel III Disclosure, do not form part of this Supplement. Information in the Basel III Disclosure which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

(2) **ANZBGL First Quarter Trading Update**

On 18 February 2021, ANZBGL released its First Quarter Trading Update. A copy of which has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and by virtue of this Supplement, other than the section entitled "CEO Commentary", the First Quarter Trading Update shall be deemed to be incorporated into, and form part of, the Base Prospectus.

A copy of the First Quarter Trading Update is also available at <https://www.anz.com/debtinvestors/centre/programmes/anz-banking-group/euro-medium-term-note-programme-aus/>.

For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the First Quarter Trading Update, do not form part of this Supplement. Information in the First Quarter Trading Update which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

(3) **ANZBGL Support Pack**

On 18 February 2021, ANZBGL released its Support Pack. A copy of the Support Pack has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> and, by virtue of this Supplement, the Support Pack shall be deemed to be incorporated into, and form part of, the Base Prospectus.

A copy of the Support Pack is also available at <http://www.shareholder.anz.com/supplementarydisclosures-euro-medium-term-note-programme>.

For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the Support Pack, do not form part of this Supplement. Information in the Support Pack which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

(4) **Status of Credit Rating Agencies for the purposes of the UK CRA Regulation and EU CRA Regulation**

The credit ratings of ANZBGL referred to on page vii and viii of the Base Prospectus, are assigned by S&P Global Ratings Australia Pty Ltd ("**S&P Global**"), Moody's Investor Service Pty. Limited ("**Moody's**") and Fitch Australia Pty Ltd ("**Fitch**"), none of which is established in the United Kingdom or registered under the UK CRA Regulation, and were effective as of the date of the Base Prospectus. S&P Global Ratings UK Limited currently endorses the global scale credit ratings issued by

S&P Global, Moody's Investors Service Ltd currently endorses global scale credit ratings issued by Moody's and Fitch Ratings Ltd currently endorses the international credit ratings published by Fitch, pursuant to and in accordance with the UK CRA Regulation. Moody's Investors Service Ltd, Fitch Ratings Ltd and S&P Global Ratings UK Limited are established in the UK and registered under the UK CRA Regulation.

Further, none of S&P Global, Moody's and Fitch is established in the European Union or registered under the EU CRA Regulation but their credit ratings are endorsed on an on-going basis by S&P Global Ratings Europe Limited, Moody's Deutschland GmbH and Fitch Ratings Ireland Limited, respectively, pursuant to and in accordance with the CRA Regulation. S&P Global Ratings Europe Limited, Moody's Investors Service Ltd. and Fitch Ratings Ireland Limited are established in the European Union and are registered under the CRA Regulation.

(5) **Terms and Conditions of the Notes**

The following definition shall be included in Condition 4(m) (*Benchmark Replacement*) in the section entitled "*Terms and Conditions of the Notes*" on page 85 of the Base Prospectus:

"**Successor Rate**" means a successor to or replacement of the Reference Rate which is formally recommended by any Relevant Nominating Body."

(6) **Terms and Conditions of the Non PR Notes**

The following definition shall be included in Condition 4(o) (*Benchmark Replacement*) in the section entitled "*Terms and Conditions of the Non PR Notes*" on page 268 of the Base Prospectus:

"**Successor Rate**" means a successor to or replacement of the Reference Rate which is formally recommended by any Relevant Nominating Body."

A copy of this Supplement has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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.

Information contained in or accessible from any website referenced in this Supplement (including in any information incorporated by reference by virtue of the Supplement) does not form a part of this Supplement, except as specifically incorporated by reference.