



Supplementary Prospectus Dated 20 February 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 ANZ Bank New Zealand Limited ("**ANZ New Zealand**") and ANZ New Zealand (Int'l) Limited ("**ANZNIL**") dated 16 May 2017 (as supplemented by the supplementary prospectuses dated 24 May 2017, 22 June 2017 and 20 November 2017, the "**Base Prospectus**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended, and is prepared in connection with the US\$60,000,000,000 Euro Medium Term Note Programme established by Australia and New Zealand Banking Group Limited ("**ANZBGL**") (as Issuer), ANZ New Zealand (as Issuer and Guarantor of Notes issued by ANZNIL) and ANZNIL (as Issuer). For the avoidance of doubt, this Supplement is not a supplement to the ANZBGL Base Prospectus and shall not update or amend the information contained therein.

The purpose of this Supplement is to:

- (i) incorporate by reference into the Base Prospectus ANZ New Zealand's financial statements for the three months ended 31 December 2017 (the "**ANZ New Zealand Financial Statements**") which are set out in ANZ New Zealand's disclosure statement for the three months ended 31 December 2017 (the "**Disclosure Statement**");
- (ii) update the financial information in the section entitled "Summary" in the Base Prospectus in respect of ANZ New Zealand; and
- (iii) update the section entitled "Additional Information" in the Base Prospectus in respect of ANZ New Zealand.

1. ANZ New Zealand Financial Statements

On 20 February 2018, ANZ New Zealand released the ANZ New Zealand Financial Statements (including the notes thereto) and the Registered Bank Disclosures, as set out on pages 2 to 14 of the Disclosure Statement.

A copy of the Disclosure Statement has been filed with the National Storage Mechanism and, by virtue of this Supplement, the ANZ New Zealand Financial Statements (including the notes thereto) and the Registered Bank Disclosures (as set out on pages 2 to 14 of the Disclosure Statement), shall be deemed to be incorporated into, and form part of, the Base Prospectus.

A copy of the Disclosure Statement containing the ANZ New Zealand Financial Statements which are incorporated by reference into, and form part of, this Supplement, is available at <http://www.anz.co.nz/about-us/media-centre/investor-information/>.

Any parts of the Disclosure Statement that are not incorporated by reference into this Supplement are either not relevant for the investor or are covered elsewhere in the Base Prospectus.

2. Update of the Summary

Following the release of the ANZ New Zealand Financial Statements, each of Element B.12 and Element B.19 B.12 of the section entitled "Summary" in the Base Prospectus, in respect of ANZ New Zealand, is updated as set out in the Appendix A to this Supplement.

3. Update of the section entitled "Additional Information"

The section entitled "Additional Information" on page 160 at paragraph 3(ii) of the Base Prospectus shall be updated with the following information:

"Since 31 December 2017, there has been no significant change in the financial or trading position of ANZ New Zealand and its subsidiaries taken as a whole and since 30 September 2017, there has been no material adverse change in the prospects of ANZ New Zealand and its subsidiaries taken as a whole."

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Each of ANZ New Zealand and ANZNIL accepts responsibility for the information contained in this Supplement and to the best of the knowledge of each of ANZ New Zealand and ANZNIL (which have 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.

This Supplement is supplemental to, and should be read and construed together with, the Base Prospectus.

To the extent that there is any inconsistency between any statement contained in this Supplement and any other statement contained in the Base Prospectus, the statements contained in this Supplement will prevail.

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.

Save as disclosed in 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.

Appendix A

B. 12	Selected historical key financial information of the Issuer, no material adverse change statement and description of significant changes in financial or trading position of the Issuer	[ANZ New Zealand]	1Q18 (unaudited) (NZ\$)	1Q17 (unaudited) (NZ\$)	FY17 (NZ\$)	FY16 (NZ\$)	FY15 (NZ\$)
		Operating Income (\$m)	1,107	952	3,975	3,854	4,050
		Operating expenses (\$m)	386	369	1,468	1,599	1,512
		Credit impairment charge/(release) (\$m)	12	38	62	150	74
		Income tax expense (\$m)	199	152	680	570	681
		Statutory Net Profit after Tax (\$m)	510	393	1,765	1,535	1,783
		Ordinary Dividend per share (cents)	0	0	50	40	65
		Net loans and advances (\$m)	121,454	116,279 ¹	120,539 ₁	114,623	106,357
		Customer deposits (\$m)	100,369	94,337 ¹	96,829 ¹	91,360	84,870
					FY17 (NZ\$)	FY16 (NZ\$)	FY15 (NZ\$)
		[ANZNIL]					
		Profit before income tax (\$m)			7	6	7
		Profit after income tax (\$m)			5	4	5
		<i>Amounts due from ANZ New Zealand</i> (\$m)			21,263	21,317	20,824
		Total Assets (\$m)			21,263	21,317	20,824
		Total Liabilities (\$m)			21,258	21,312	20,819
		Total Equity (\$m)			5	5	5
		There has been no significant change in the financial or trading position of [ANZ New Zealand and its subsidiaries taken as a whole since 31 December 2017][ANZNIL since 30 September 2017] and no material adverse change in the prospects of [ANZ New Zealand/ ANZNIL] since 30 September 2017, the date of [ANZ New Zealand's/ ANZNIL's] last published audited financial statements.					

B. 19	Selected historical key financial information of the Guarantor, no material adverse change statement and description of significant changes in financial or trading position of the Guarantor	1Q18	1Q17	FY17	FY16	FY15	
B. 12		(unaudited) (NZ\$)	(unaudited) (NZ\$)	(NZ\$)	(NZ\$)	(NZ\$)	
		Operating income (\$m)	1,107	952	3,975	3,854	4,050
		Operating expenses (\$m)	386	369	1,468	1,599	1,512
		Credit impairment charge / (release) (\$m)	12	38	62	150	74
		Income tax expense (\$m)	199	152	680	570	681
		Statutory Net Profit after Tax (\$m)	510	393	1,765	1,535	1,783
		Dividend per share (cents)	0	0	50	40	65
		Net loans and advances (\$m)	121,454	116,279 ¹	120,539 ¹	114,623	106,357
		Customer deposits (\$m)	100,369	94,337 ¹	96,829 ¹	91,360	84,870
	There has been no significant change in the financial or trading position of ANZ New Zealand and its subsidiaries taken as a whole since 31 December 2017, and no material adverse change in the prospects of ANZ New Zealand since 30 September 2017, the date of its last published audited financial statements.						

¹ FY17 Net loans and advances and Customer deposits include assets and liabilities held for sale.