

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by the European Union (Withdrawal Agreement) Act 2020 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.



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)

Legal Entity Identifier: JHE42UYNWWTJB8YTTU19

(the "**Issuer**")

US\$60,000,000,000

Euro Medium Term Note Programme

Series No: 2105

Tranche No: 1

AUD55,000,000 Zero Coupon Callable Notes due 8 January 2054

Issue Price: 100.00 per cent.

Australia and New Zealand Banking Group Limited (the "**Dealer**")

The date of these Final Terms is 20 December 2023

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 21 November 2023 (the "**Base Prospectus**") for the purposes of the UK

Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the website of the Issuer at <https://www.anz.com/debtinvestors/centre/programmes/anz-banking-group/euro-medium-term-note-programme-aus/> and the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html and during normal business hours at the offices of the Paying Agents and copies may be obtained from Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB.

1	(i)	Series Number:	2105
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2	(i)	Specified Currency or Currencies:	Australian Dollar (“AUD”)
	(ii)	Exotic Currency Payments:	Not Applicable
	(iii)	Exotic Currency Relevant Time:	Not Applicable
	(iv)	Exotic Currency Thomson Reuters Screen Page:	Not Applicable
3		Aggregate Principal Amount:	AUD55,000,000
	(i)	Series:	AUD55,000,000
	(ii)	Tranche:	AUD55,000,000
4		Issue Price:	100.00 per cent. of the Aggregate Principal Amount
5		Specified Denomination(s):	AUD5,000,000
6		Calculation Amount:	AUD5,000,000
7	(i)	Issue Date:	8 January 2024
	(ii)	Interest Commencement Date:	Not Applicable
8		Maturity Date:	8 January 2054
9		Interest Basis:	Zero Coupon
10		Redemption/Payment Basis:	Redemption at 451.00000000 per cent. of the Aggregate Principal Amount
11		Change of Interest or Redemption/Payment Basis:	Not Applicable
12		NZ Subordinated Notes:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Not Applicable
14	Floating Rate Note Provisions	Not Applicable
15	CMS Rate Note Provisions:	Not Applicable
16	Inverse Floating Rate Note Provisions	Not Applicable
17	Range Accrual Note Provisions:	Not Applicable
18	Zero Coupon Note Provisions:	Applicable
	(i) Compound Interest:	Not Applicable
	(ii) Linear Interest:	Applicable
	(A) Amortisation Yield:	5.15 per cent. per annum
	(B) Accreting Payment Amount:	AUD585,000 per Calculation Amount
	(C) Accreting Payment Period:	Each period from (and including) 8 January to (but excluding) the next following 8 January, except (a) that the initial Accreting Payment Period will commence on, and include, the Issue Date and (b) the final Accreting Payment Period will end on, but exclude, the Early Redemption Date or Maturity Date (whichever is first)
	(D) Final Accreting Payment Period:	The Accreting Payment Period in which the Maturity Date or the Early Redemption Date, as applicable, falls
	(iii) Day Count Fraction:	30/360, unadjusted

PROVISIONS RELATING TO REDEMPTION

19	Call Option	Applicable
	(i) Optional Redemption Date(s):	8 January in every year, commencing from and including 8 January 2029 up to and including 8 January 2053, subject to adjustment for payment purposes only in accordance with the Modified Following Business Day Convention
	(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	For each Optional Redemption Date, the Optional Redemption Amount per Calculation Amount is specified below.

Optional Redemption Date	Optional Redemption Amount per Calculation Amount (AUD)
8 January 2029	7,925,000.00
8 January 2030	8,510,000.00
8 January 2031	9,095,000.00
8 January 2032	9,680,000.00
8 January 2033	10,265,000.00
8 January 2034	10,850,000.00

8 January 2035	11,435,000.00
8 January 2036	12,020,000.00
8 January 2037	12,605,000.00
8 January 2038	13,190,000.00
8 January 2039	13,775,000.00
8 January 2040	14,360,000.00
8 January 2041	14,945,000.00
8 January 2042	15,530,000.00
8 January 2043	16,115,000.00
8 January 2044	16,700,000.00
8 January 2045	17,285,000.00
8 January 2046	17,870,000.00
8 January 2047	18,455,000.00
8 January 2048	19,040,000.00
8 January 2049	19,625,000.00
8 January 2050	20,210,000.00
8 January 2051	20,795,000.00
8 January 2052	21,380,000.00
8 January 2053	21,965,000.00

(iii) If redeemable in part:

(a) Minimum Redemption Amount: Not Applicable

(b) Maximum Redemption Amount: Not Applicable

(iv) Option Exercise Dates: No less than five (5) Business Days prior to each Optional Redemption Date

20 Put Option Not Applicable

21 Final Redemption Amount of each Note: AUD22,550,000.00 per Calculation Amount

22 Early Redemption for NZ Subordinated Note Regulatory Event: Not Applicable

23 Early Redemption Amount: As specified in Condition 5(e)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24 Form of the Notes: Bearer Notes

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Bearer Notes in definitive form on 60 days' notice (or, following a failure to pay principal, on 30 days' notice) by the Issuer and (in the limited circumstances specified in the Permanent Global Note.

25 Payment Business Day Convention: Modified Following

26 Additional Financial Centre(s): Not Applicable

27 Details relating to Instalment Notes, including Instalment Amount(s) and

Instalment Date(s):

- 28 Redenomination, renominatisation and reconventioning provisions: Not Applicable

DISTRIBUTION

- 29 US Selling Restrictions: TEFRA D Rules; Regulation S Category 2

HONG KONG SFC CODE OF CONDUCT

- 30 (i) Rebates: Not Applicable
- (ii) Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent: Not Applicable
- (iii) Marketing and Investor Targeting Strategy: Not Applicable

Signed on behalf of Australia and New Zealand Banking Group Limited:

By: Andrei Ivanov



Duly Authorised Signatory/Attorney

PART B — OTHER INFORMATION

1 LISTING

Listing and Admission to trading:

Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's Regulated Market and admitted to the Official List of the UK Financial Conduct Authority with effect from on or about the Issue Date.

2 REASONS FOR THE OFFER, ESTIMATED TOTAL EXPENSES RELATED TO ADMISSION TO TRADING

- | | | |
|------|---|--|
| (i) | Reasons for the offer: | See "Use of Proceeds and a General Description of the ANZ SDG Bond Framework" in the Base Prospectus |
| (ii) | Estimate of total expenses related to admission to trading: | GBP3,000 |

3 RATINGS

The Notes to be issued are expected to be rated:

Moody's: Aa3

Obligations rated Aa are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

Third Party Information

The ratings explanation set out in this Item 3 of Part B is sourced from the website of Moody's. The Issuer confirms that such information has been accurately reproduced and, as far as the Issuer is aware and is able to ascertain from information published by Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer, including conflicting interests.

5 (*Fixed Rate Notes only*) YIELD

Indication of yield: Not Applicable

6 BENCHMARKS

Relevant Benchmark: Not Applicable

7 OPERATIONAL INFORMATION

ISIN: XS2737059027

Temporary ISIN: Not Applicable

Common Code:	273705902
Temporary Common Code:	Not Applicable
FISN:	AUSTRALIA AND N/ZERO CPN MTN, as updated, as set out on the website of the Association of National Numbering Agencies ("ANNA") or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
CFI code:	DTZXFB, as updated, as set out on the website of ANNA or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable.