

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: 2119

Tranche No: 1

US\$ 20,000,000 5.465 per cent. Callable Notes due 9 April 2039 (the "Notes")

Issue Price: 100.00 per cent.

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

The date of these Final Terms is 5 April 2024

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 and the Supplemental Base Prospectuses dated 12 February 2024, 20 February 2024 and 6 March 2024 which together constitute a base prospectus (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:	2119
	(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:	United States Dollar (“US\$”)
	(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:	US\$ 20,000,000
	(i)	Series:	US\$ 20,000,000
	(ii)	Tranche:	US\$ 20,000,000
4		Issue Price:	100.00 per cent. of the Aggregate Principal Amount
5		Specified Denomination(s):	US\$ 1,000,000
6		Calculation Amount:	US\$ 1,000,000
7	(i)	Issue Date:	9 April 2024
	(ii)	Interest Commencement Date:	Issue Date
8		Maturity Date:	9 April 2039
9		Interest Basis:	Fixed Rate
10		Redemption/Payment Basis:	Redemption at Par
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	Applicable
	(i) Rate(s) of Interest:	5.465 per cent. per annum payable annually in arrear
	(ii) (a) Interest Payment Date(s):	9 April in each year commencing on 9 April 2025 in each case subject to adjustment for payment purposes only in accordance with the Business Day Convention specified below
	(b) Interest Period(s):	Not applicable
	(c) Interest Period Date:	Not applicable
	(iii) Fixed Coupon Amount(s):	US\$ 54,650 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Business Day Convention:	Modified Following Business Day Convention
	(a) Adjusted:	Not Applicable
	(b) No Adjustment:	Applicable
	(vii) Additional Business Centre(s):	Not Applicable
	(viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s):	The Fiscal Agent shall be the Calculation Agent
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:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Call Option	Applicable
	(i) Optional Redemption Date(s):	The Issuer shall have the right to redeem the Notes in whole (but not in part) on 9 April 2029 and 9 April 2034, 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):	US\$ 1,000,000 per Calculation Amount

(iii)	If redeemable in part:	
(a)	Minimum Redemption Amount:	Not Applicable
(b)	Maximum Redemption Amount:	Not Applicable
(iv)	Option Exercise Dates:	Not less than five (5) Business Days prior to each Optional Redemption Date
20	Put Option	Not Applicable
21	Final Redemption Amount of each Note:	US\$ 1,000,000 per Calculation Amount
22	Early Redemption for NZ Subordinated Note Regulatory Event:	Not Applicable
23	Early Redemption Amount:	US\$ 1,000,000 per Calculation Amount

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):	Not Applicable
28	Redenomination, renominatisation and reconventioning provisions:	Not Applicable

DISTRIBUTION

29	US Selling Restrictions:	TEFRA D Rules; Regulation S Category 2
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Signed on behalf of Australia and New Zealand Banking Group Limited:

By: Andrei Ivanov

A handwritten signature in blue ink, appearing to be 'Andrei Ivanov', written in a cursive style.

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: | GBP625 |

3 RATINGS

The Notes to be issued have not been rated.

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:	The yield for the Notes will be 5.465 per cent. per annum on the Issue Date and will be calculated on the basis of the compound annual rate of return as if the Notes were to be purchased at the Issue Price on the Issue Date and held to maturity. This is not an indication of future yield.
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6 BENCHMARKS

Relevant Benchmark:	Not Applicable
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7 OPERATIONAL INFORMATION

ISIN:	XS2799779983
Temporary ISIN:	Not Applicable
Common Code:	279977998
Temporary Common Code:	Not Applicable
FISN:	AUSTRALIA AND N/5.465 MTN 20390411, 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:	DTFXFB, 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.