



Supplementary Prospectus Dated 19 February 2019

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" or "ANZ") dated 17 May 2018, as supplemented by the supplementary prospectuses dated 4 June 2018, 26 June 2018, 15 August 2018, 18 September 2018, 17 October 2018, 9 November 2018, 7 December 2018, 14 December 2018 and 5 February 2019 (the "Base Prospectus"), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended, (the "FSMA") 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).

The purpose of this Supplement is to: (1) incorporate by reference into the Base Prospectus ANZBGL's 2018 Basel III Pillar 3 Disclosure as at 31 December 2018 and the related December 2018 Basel III Pillar 3 / First Quarter FY19 Chart Pack; and (2) update the section entitled "Recent Developments" in Section 5 (Description of Australia and New Zealand Banking Group Limited and its Subsidiaries) of the Base Prospectus with information regarding an announcement by ANZBGL commenting on the release of its December 2018 APS330 Report and providing an update on mortgage volumes.

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 (which has 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.

(1) ANZBGL Basel III Pillar 3 Disclosure - As at 31 December 2018

On 19 February 2019, ANZBGL released its 2018 Basel III Pillar 3 Disclosure as at 31 December 2018 and the related December 2018 Basel III Pillar 3 / First Quarter FY19 Chart Pack (the "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 www.morningstar.co.uk/uk/nsm 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 <http://www.shareholder.anz.com/supplementary-disclosures-euro-medium-term-note-programme>.

(2) *Update of Recent Developments section - ANZBGL Releases December 2018 APS330 Report and provides update on mortgage volumes*

On 19 February 2019, ANZBGL released its scheduled APRA APS330 report covering the quarter to 31 December 2018. Credit Quality remains stable with a Provision Charge of A\$156 million tracking below the FY2018 quarterly average. The Group loss rate was 10 basis points¹ (14 bps 1Q18). Group Common Equity Tier 1 (CET1) was 11.3% at the end of the quarter.

Consistent with usual practice, ANZBGL also released a chart pack to accompany the Pillar 3 disclosure. The chart pack once again includes an update on Australian housing mortgage flows and credit quality.

Australia home loan system growth was 4.2%² in the 12 months to end December 2018. ANZBGL's Australian home loan portfolio grew 1.0% (A\$2.7 billion) in the same period with the Owner Occupier portfolio up 3.5% (A\$6.1 billion) and the Investor portfolio down 3.8% (A\$3.2 billion). In the 12 months to the end of January 2019, ANZBGL's home loan portfolio grew 0.4%.

ANZBGL's home lending growth trends are attributable to lower system growth, ANZBGL's preference for Owner Occupier/Principal and Interest lending which drives faster amortisation, together with policy and process changes implemented in the second half of calendar year 2018.

ANZ Chief Executive Officer Shayne Elliott said: "Consumer sentiment has remained generally subdued with uncertainty around regulation and house prices impacting confidence. While we are maintaining our focus on the Owner Occupier segment, we acknowledge we may have been overly conservative in our implementation of some policy and process changes. We are also taking steps to prudently increase volumes in the investor space".

Switching volumes for those moving from Interest Only to Principal and Interest during the quarter was A\$6 billion, of which A\$4 billion was contractual. The total amount of contractual switching scheduled for the remainder of FY19 is A\$12 billion. Customers choosing to convert ahead of schedule during the first quarter was in line with the quarterly average for FY18 (A\$2 billion). Total switching in FY18 was A\$24 billion.

For the purposes of the Prospectus Directive 2003/71/EC (as amended) and this Supplement, any document or information incorporated by reference, either expressly or implicitly, into the Basel III Disclosure does not form part of this Supplement. Information in Basel III Disclosure which is not incorporated by reference into the Base Prospectus is either not relevant for investors or is covered elsewhere in the Base Prospectus.

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.

¹ Annualised loss rate.

² APRA monthly banking statistics data 12 months to end December 2018 versus the same period 2017.

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.