

## 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 ("**EUWA**") and the regulations made under 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 or the regulations made under 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.

**Notification under Section 309(B)(1) of the Securities and Futures Act of Singapore** (the "**SFA**") – The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 and Excluded Investment Products (as defined in the Monetary Authority of Singapore (the "**MAS**") Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).



**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: 2046

Tranche No: 1

USD 20,000,000 Zero Coupon Callable Notes due 8 December 2051

Issue Price: 100.00 per cent.

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

**The date of these Final Terms is 3 December 2021**

## 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 16 November 2021 and the Supplemental Base Prospectus dated 2 December 2021, 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](http://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:	2046
	(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 Dollars ("USD")
	(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:	USD 20,000,000
	(i)	Series:	USD 20,000,000
	(ii)	Tranche:	USD 20,000,000
4		Issue Price:	100.00 per cent. of the Aggregate Principal Amount
5		Specified Denomination(s):	USD 1,000,000
6		Calculation Amount:	USD 1,000,000
7	(i)	Issue Date:	8 December 2021
	(ii)	Interest Commencement Date:	Not Applicable

8	Maturity Date:	8 December 2051
9	Interest Basis:	Zero Coupon
10	Redemption/Payment Basis:	Final redemption at 253.55779669 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:	Applicable
	(A) Amortisation Yield:	3.15 per cent. per annum
	(ii) Linear Interest:	Not Applicable
	(iii) Day Count Fraction:	30/360, unadjusted

**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 8 December 2026, 8 December 2031, 8 December 2036, 8 December 2041 and 8 December 2046, subject to adjustment for payment 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):	USD 1,167,740.01 per Calculation Amount if redeemed on 8 December 2026 USD 1,363,616.74 per Calculation Amount if redeemed on 8 December 2031 USD 1,592,349.83 per Calculation Amount if redeemed on 8 December 2036

		USD 1,859,450.61 per Calculation Amount if redeemed on 8 December 2041
		USD 2,171,354.87 per Calculation Amount if redeemed on 8 December 2046
(iii)	If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
(iv)	Option Exercise Dates:	No less than 5 Business Days prior to each Optional Redemption Date “Business Day” shall mean a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments generally in London, New York and Sydney
20	Put Option	Not Applicable
21	Final Redemption Amount of each Note:	USD 2,535,577.97 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  For the avoidance of doubt, New York, London and Sydney are financial centres for the purposes of the definition of "Payment Business Day" in Condition 6(h)
27	Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable

28 Redenomination, Not Applicable  
renominalisation and  
reconventioning provisions:

**DISTRIBUTION**

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

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

By: 

.....  
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 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" in the Base Prospectus |
| (ii) Estimate of total expenses related to admission to trading: | GBP 445                                      |

### **3 RATINGS**

The Notes to be issued are expected to be rated:

S&P Global: AA-

An obligation rated AA- exhibits very strong capacity to meet financial commitments. The minus (-) sign shows relative standing within the rating categories.

### **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 YIELD**

Indication of yield: Not Applicable

### **6 BENCHMARKS**

Relevant Benchmark: Not Applicable

### **7 OPERATIONAL INFORMATION**

ISIN: XS2416997067

Temporary ISIN: Not Applicable

Common Code: 241699706

Temporary Common Code: Not Applicable

FISN: ANZ BANKING GRP/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) or, in the case of VPS Notes, the VPS Agent and the VPS Trustee:	Not Applicable