



Supplementary Prospectus Dated 18 June 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 ANZ Bank New Zealand Limited ("**ANZ New Zealand**") and ANZ New Zealand (Int'l) Limited ("**ANZNIL**") dated 21 May 2019 (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) update the sections entitled "Directors" in the Base Prospectus in respect of ANZ New Zealand and ANZNIL; and
- (ii) Update the section entitled "Recent Developments" in the Base Prospectus in respect of ANZ New Zealand.

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.

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.

1. Updates to the sections entitled "Directors"

The sections entitled "Directors" on pages 126 and 128 of the Base Prospectus shall be updated to delete the references to Mr David Duncan Hisco, including his position and principal outside activities.

2. Update to the section entitled "Recent Developments"

The section entitled "Recent Developments" on pages 127 of the Base Prospectus shall be updated with the inclusion of the following information:

“Leadership changes at ANZ New Zealand

On 17 June 2019, ANZ New Zealand confirmed the appointment of Ms Antonia Watson as Acting CEO of ANZ New Zealand, following the departure of Mr David Hisco. Mr Hisco’s departure follows ongoing health issues as well as ANZ New Zealand Board concern about the characterisation of certain transactions following an internal review of personal expenses. The Reserve Bank of New Zealand and Australian Prudential Regulation Authority have been notified of the changes. Prior to her appointment as Acting CEO, Ms Watson was Managing Director, Retail and Business Banking, of ANZ New Zealand.”

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.

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.