



Supplementary Prospectus Dated 4 January 2023

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

US\$60,000,000,000 Euro Medium Term Note Programme

This supplementary prospectus (the "**Supplement**") to the base prospectus of Australia and New Zealand Banking Group Limited ("**ANZBGL**") dated 16 November 2022 (the "**Base Prospectus**") constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**EUWA**") (the "**UK Prospectus Regulation**") 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 ("**ANZ New Zealand**") (as Issuer and Guarantor of Notes issued by ANZNIL) and ANZ New Zealand (Int'l) Limited ("**ANZNIL**") (as Issuer). For the avoidance of doubt, this Supplement is not a supplement to the ANZ New Zealand or the ANZNIL Base Prospectus and shall not update or amend the information contained therein.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of an Issuer or the Guarantor nor as an endorsement of the quality of any Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in any such Notes.

The purpose of this Supplement is to update the sub-section entitled "Recent Developments" in the section entitled "Description of Australia and New Zealand Banking Group Limited and its Subsidiaries" of the Base Prospectus with information regarding implementation of the scheme of arrangement to establish a non-operating holding company as the new listed parent company of the ANZ group.

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, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

Update of the sub-section entitled "Recent Developments" in the section entitled "Description of Australia and New Zealand Banking Group Limited and its Subsidiaries"

The sub-section entitled "Recent Developments" in the section entitled "Description of Australia and New Zealand Banking Group Limited and its Subsidiaries" in the Base Prospectus is updated with the following:

Implementation of Scheme of Arrangement to Establish Non-Operating Holding Company

The scheme of arrangement ("**Scheme**") to establish ANZ Group Holdings Limited (ABN 16 659 510 791) ("**ANZ NOHC**") as the new listed parent company of the ANZ group, including ANZBGL, was implemented on 3 January 2023.

ANZ NOHC is now the listed parent company of the ANZ group.

Eligible ANZBGL shareholders have received one ANZ NOHC share for each ANZBGL share they held.

ANZBGL shareholders who are ineligible foreign shareholders did not receive ANZ NOHC shares. Instead, these shareholders will receive the cash proceeds of the sale of the ANZ NOHC shares by the sale agent.

ANZ NOHC shares commenced normal trading on the ASX and NZX on 4 January 2023.

ANZ NOHC shares will trade on the ASX and NZX under the familiar 'ANZ' code. ANZ NOHC shares will also have the same ISIN as ANZBGL ordinary shares before implementation of the Scheme (AU000000ANZ3).

Now that the Scheme has been implemented, ANZBGL will undertake the business restructure to separate ANZBGL's banking and certain non-banking business into two groups.

For the purposes of the terms and conditions of the Non PR Notes, the Approved NOHC Substitution Date (as defined in the Terms and Conditions of the Non PR Notes) occurred on 3 January 2023.

A copy of this Supplement has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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.

Information contained in or accessible from any website referenced in this Supplement (including in any information incorporated by reference by virtue of the Supplement) does not form a part of this Supplement, except as specifically incorporated by reference.