

## 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 “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA will be 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 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 (“**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**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Market Act 2000 (“**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 will be 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

US\$60,000,000,000

(the “**Issuer**”)

Euro Medium Term Note Programme

Series No: 2041

Tranche No: 1

USD 20,000,000 1.65 per cent. Notes due 21 July 2031

Issue Price: 100 per cent.

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

The date of these Final Terms is 19 July 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 20 November 2020 and the Supplemental Base Prospectuses dated 5 March 2021, 6 May 2021 and 8 June 2021, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and 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-mediumterm-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:	2041
	(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 (“ <b>USD</b> ”)
	(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 200,000 and integral multiples of USD 200,000 in excess thereof
6		Calculation Amount:	USD 200,000
7	(i)	Issue Date:	21 July 2021
	(ii)	Interest Commencement Date:	Issue Date

8	Maturity Date:	21 July 2031
9	Interest Basis:	Fixed Rate
10	Redemption/Payment Basis:	Redemption at Par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

12	Fixed Rate Note Provisions:	Applicable
(i)	Rate of Interest:	1.65 per cent. per annum payable annually in arrear
(ii)	(a) Interest Payment Date(s):	21 July in each year commencing on 21 July 2022, in each case subject to adjustment for payment purposes only in accordance with the Business Day Convention specified below
	(b) Interest Period(s):	As defined in Condition 4(p)
	(c) Interest Period Date:	As defined in Condition 4(p)
(iii)	Fixed Coupon Amount:	USD 3,300 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 For the avoidance of doubt, New York, London and Sydney are business centres for the purposes of the definition of "Business Day" in Condition 4(p)
(viii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s):	The Fiscal Agent, being Deutsche Bank AG, London Branch, shall be the Calculation Agent
13	Floating Rate Note Provisions:	Not Applicable
14	CMS Rate Note Provisions:	Not Applicable
15	Inverse Floating Rate Note Provisions:	Not Applicable
16	Range Accrual Note Provisions:	Not Applicable
17	Zero Coupon Note Provisions:	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

- 18 Call Option: Not Applicable
- 19 Put Option: Not Applicable
- 20 Final Redemption Amount of each Note: USD 200,000 per Calculation Amount
- 21 Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default or other early redemption: USD 200,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 22 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.
- 23 Payment Business Day Convention: Modified Following
- 24 Additional Financial Centre(s) or other special provisions relating to Payment Business Days: 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)
- 25 Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s): Not Applicable
- 26 Redenomination, renominatisation and reconventioning provisions: Not Applicable

**DISTRIBUTION**

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

Signed on behalf of Australia and New Zealand Banking Group Limited



By: Andrei Ivanov.....

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 around 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 GBP445  
expenses related to  
admission to trading:

### **3 RATINGS**

The Notes to be issued will not be 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 YIELD (*Fixed Rate Notes only*)**

Indication of yield: The yield for the Notes will be 1.65% 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.

### **6 BENCHMARKS**

Relevant Benchmark: Not Applicable

### **7 OPERATIONAL INFORMATION**

ISIN: XS2367231433

Temporary ISIN: Not Applicable

Common Code: 236723143

FISN: ANZ BANKING GRP/1.65 MTN 20310721, 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.

Temporary Common Code: Not Applicable

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