



Supplementary Prospectus Dated 27 August 2024

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\$30,000,000,000

ANZ Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of interest and principal by

Perpetual Corporate Trust Limited

Australian Business Number 99 000 341 533 (incorporated with limited liability in Australia)

as Trustee of the ANZ Residential Covered Bond Trust

This supplementary prospectus (the "**Supplement**") to the base prospectus of Australia and New Zealand Banking Group Limited ("**ANZBGL**") dated 15 May 2024, as supplemented by the supplementary prospectuses dated 19 June 2024, 2 August 2024 and 9 August 2024 (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\$30,000,000,000 ANZ Global Covered Bond Programme established by ANZBGL.

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 the Issuer nor as an endorsement of the quality of any Covered Bonds that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in any such Covered Bonds.

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus ANZBGL's 2024 Basel III Pillar 3 Disclosure as at 30 June 2024 and the related 2024 Third Quarter Chart Pack for the quarter ended 30 June 2024 (the "**Basel III Disclosure**");
- (b) update the section of the Base Prospectus entitled "*Australia and New Zealand Banking Group Limited and its subsidiaries*" with information pertaining to an additional operational risk capital overlay; and
- (c) update the section of the Base Prospectus entitled "*Australia and New Zealand Banking Group Limited and its subsidiaries*" with information pertaining to regulatory and internal reviews of ANZBGL's subsidiary Norfina Limited (ABN 66 010 831 722) (previously called Suncorp-Metway Limited) ("**Suncorp Bank**") that were noted in the consolidated financial statements for Suncorp Bank and its subsidiaries ("**Suncorp Bank Group**") (while under the ownership of the Suncorp Group) for the year ended 30 June 2024 published on 19 August 2024 ("**2024 Suncorp Bank Financial Statements**"). ANZBGL completed the acquisition of Suncorp Bank on 31 July 2024. The 2024 Suncorp Bank Financial Statements are not incorporated into, and do not form part of, the Base Prospectus.

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.

ANZBGL Basel III Disclosure

On 20 August 2024, ANZBGL released its 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 <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> 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 <https://www.anz.com/debtinvestors/centre/covered-bonds/programmes/anz-global-emtn/>.

Additional capital overlay

The sub-section entitled "Recent Developments " in the section entitled "Australia and New Zealand Banking Group Limited and its Subsidiaries" on page 244 of the Base Prospectus shall be supplemented by inserting the below at the end of the abovementioned section:

“APRA to apply additional capital overlay

On 23 August 2024, ANZBGL announced that the Australian Prudential Regulation Authority (“APRA”) has advised it will require ANZBGL to hold an additional operational risk capital overlay of A\$250 million. APRA outlined its reasons for the additional overlay in its media release of 23 August 2024¹.

ANZBGL notes APRA’s comments confirming ANZ is financially sound with strong capital and liquidity levels. The impact of the additional operational risk overlay of A\$250 million is 6 basis points of Common Equity Tier 1 (CET1) capital².

ANZBGL acknowledges APRA’s concerns and is expediting work already underway to address the issues raised. This includes working with APRA on the scope of an independent culture and control review within ANZBGL’s Markets business which has already been initiated and will report to the Board.”

Regulatory and internal reviews of Suncorp Bank Group

The sub-section entitled "Recent Developments - ANZBGL completes acquisition of Suncorp Bank" in the section entitled "Australia and New Zealand Banking Group Limited and its Subsidiaries" on page 244 of the Base Prospectus shall be supplemented by inserting the below at the end of the abovementioned section:

“Regulatory and internal reviews of Norfina Limited (ABN 66 010 831 722) (previously called Suncorp-Metway Limited) (“**Suncorp Bank**”) and its subsidiaries (“**Suncorp Bank Group**”)

Reviews and enquiries from regulators may result in investigation and administrative costs, system changes, litigation, and regulatory enforcement action (and associated legal costs), compensation and/or remediation payments (including interest) or fines. The Suncorp Bank Group conducts its own internal reviews of its regulatory compliance, which it may disclose to the regulators, which may result in similar costs.

In recent periods, a number of regulators including Australian Securities and Investments Commission (“**ASIC**”), APRA, Australian Competition and Consumer Commission, Australian Transaction Reports and Analysis Centre

¹ <https://www.apra.gov.au/news-and-publications/apra-increases-anz%E2%80%99s-capital-add-on-to-750-million-over-non-financial-risk>

² On a Level 2 June 2024 proforma basis (as disclosed in the 2024 Third Quarter Chart Pack released on 20 August 2024). The equivalent Level 1 impact is 7 basis points.

("AUSTRAC") and the Australian Taxation Office conducted reviews and made enquiries with the Suncorp Bank Group, which included identification of potential non-compliance. There were a number of non-compliance instances identified and disclosed by the Suncorp Bank Group to various regulatory authorities including ASIC, APRA and AUSTRAC.

Suncorp Bank remains focused on uplifting the maturity of its Anti-Money Laundering and Counter-Terrorism Financing (AML/CTF) systems and controls. To ensure a strategic and holistic approach, Suncorp Bank's management have established a Financial Crime Compliance Program of Action (FCCPoA). The FCCPoA incorporates the actions arising from AUSTRAC's 2022 AML/CTF Compliance Assessment Report findings in relation to the Suncorp Bank's AML Program as well as findings and recommendations from its internal assurance and audit work. Suncorp Bank's management regularly reports to AUSTRAC on the progress of the FCCPoA."

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.