

## 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 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 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 ("**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 Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, 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 the EU PRIIPs Regulation 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.

**MiFID II product governance / Professional investors and eligible counterparties only target market** – Solely for the purposes of the Dealer's product approval process as a MiFID II (as defined below) "manufacturer", the target market assessment completed by the relevant Dealer in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**") MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels. The Issuer is not subject to MiFID II and any implementation thereof by an EU Member State. The Issuer is therefore not a "manufacturer" for the purposes of the MiFID Product Governance Rules under EU Delegated Directive 2017/593 and has no responsibility or liability for identifying a target market, or any other product governance obligation set out in MiFID II, for financial instruments it issues (including the foregoing target market assessment for the Notes described in this legend).

**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: 2038

Tranche No: 1

**GBP 100,000,000 Floating Rate Notes due 27 May 2022 (the "Notes")**

Issue Price: 100.952 per cent.

**Crédit Agricole Corporate and Investment Bank (the "Dealer")**

**The date of these Final Terms is 26 May 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 and 6 May 2021 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the 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:   | 2038  |
|   | (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:                                      | British Pound Sterling ("GBP")                      |
|   | (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:  | GBP 100,000,000                                     |
|   | (i)   | Series:  | GBP 100,000,000                                     |
|   | (ii)  | Tranche:   | GBP 100,000,000                                     |
| 4 |       | Issue Price:   | 100.952 per cent. of the Aggregate Principal Amount |

|    |   |  |
|----|---|--|
| 5  | Specified Denomination(s):                      | GBP 100,000  |
| 6  | Calculation Amount:                             | GBP 100,000  |
| 7  | (i) Issue Date:                                 | 27 May 2021  |
|    | (ii) Interest Commencement Date:                | Issue Date   |
| 8  | Maturity Date:                                  | Interest Payment Date falling on or nearest to 27 May 2022 |
| 9  | Interest Basis:                                 | Floating 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                  | Not Applicable  |
| 13 | Floating Rate Note Provisions               | Applicable  |
|    | (i) (a) Interest Payment Dates:             | 27 August 2021, 27 November 2021, 27 February 2022 and the Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention specified below |
|    | (b) Interest Period(s):                     | Not Applicable  |
|    | (c) Interest Date:                          | Not Applicable  |
|    | (ii) Business Day Convention:               | Modified Following Business Day Convention  |
|    | (iii) No Adjustment of Interest Amounts:    | Not Applicable  |
|    | (iv) Additional Business Centre(s):         | New York  |
|    | (v) Manner in which the Rate(s) of Interest | Screen Rate Determination   |

is/are to be determined:

- (vi) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s): Fiscal Agent shall be the Calculation Agent
- (vii) Screen Rate Applicable Determination:
- Reference Rate: SONIA
  - Specified Maturity: Not Applicable
  - Interest Determination Date(s): Fifth London Banking Day prior to the end of each Interest Accrual Period
  - Relevant Screen Page: Reuters Screen Page SONIA (or any successor or replacement page)
  - Reference Banks: Not Applicable
  - Relevant Time: Not Applicable
  - Relevant Financial Centre: Not Applicable
  - Observation Look Back Period: Five London Banking Days
  - Reset Period: Not Applicable
  - Suspension Period: Not Applicable
  - ISDA Determination for Fallback: Not Applicable
- (viii) ISDA Determination: Not Applicable
- (ix) Margin(s): + 1.00 per cent. per annum
- (x) Rate Multiplier: Not Applicable
- (xi) Minimum Rate of Interest: Not Applicable

|     |        |                                       |                    |
|-----|--------|---------------------------------------|--------------------|
|     | (xii)  | Maximum Rate of Interest:             | Not Applicable     |
|     | (xiii) | Day Count Fraction:                   | Actual/365 (Fixed) |
|     | (xiv)  | Linear Interpolation:                 | 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:   | GBP 100,000 per Calculation Amount |
| 21 |  | Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default or other early redemption: | GBP 100,000 per Calculation Amount |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|    |  |                                  |   |
|----|--|----------------------------------|---|
| 22 |  | Form of the Notes:               | Bearer Notes<br><br>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 New York  
Centre(s):
- 25 Details relating to Instalment Not Applicable  
Notes, including Instalment  
Amount(s) and Instalment  
Date(s):
- 26 Redenomination, Not Applicable  
renominalisation and  
reconventioning provisions:

**DISTRIBUTION**

- 27 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 on 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 GBP 4,840 expenses related to admission to trading:

### 3 RATINGS

The Notes to be issued are expected to be rated:

S&P Global: AA-

An obligation rated 'AA' differs from the highest-rated obligations only to a small degree. The obligor's capacity to meet its financial commitments on the obligation is very strong. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories. Source: <https://www.spratings.com/documents/20184/86966/Standard+%26+Poor%27s+Rating+s+Definitions/fd2a2a96-be56-47b8-9ad2-390f3878d6c6>

Moody's: Aa3

Obligations rated Aa are judged to be of high quality and are subject to very low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. Source : <https://ratings.moodys.io/ratings>

Fitch: A+

Fitch's credit rating scale for issuers and issues is expressed using the categories 'AAA' to 'BBB' (investment grade) and 'BB' to 'D' (speculative grade) with an additional +/-

for AA through CCC levels indicating relative differences of probability of default or recovery for issues. A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. Source: <https://www.fitchratings.com/products/rating-definitions#ratings-scales>

#### 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: SONIA is provided by the Bank of England. As at the date hereof, the Bank of England does not appear on the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the Benchmark Regulation (Regulation (EU) 2016/1011), as amended. As far as the Issuer is aware, as at the date hereof, SONIA does not fall within the scope of Regulation (EU) 2016/1011, as amended.

#### 7 **OPERATIONAL INFORMATION**

ISIN: XS2346974558

Temporary ISIN: Not Applicable

Common Code: 234697455

FISN: ANZ BANKING GRP/VAR MTN 20220527, 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: DTVXFB, 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