



Supplementary Prospectus

Dated 2 May 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

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 supplement (the "**Supplement**") to the base prospectus of Australia and New Zealand Banking Group Limited ("**ANZBGL**") dated 9 November 2018, as supplemented by the supplementary prospectuses dated 7 December 2018, 14 December 2018, 5 February 2019 and 19 February 2019 (the "**Base Prospectus**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended, (the "**FSMA**") and is prepared in connection with the US\$30,000,000,000 ANZ Global Covered Bond Programme established by ANZBGL.

The purpose of this Supplement is to incorporate by reference into the Base Prospectus:

- ANZBGL's unaudited condensed consolidated financial statements (including the independent auditor's review report thereon and notes thereto) in respect of the six months ended 31 March 2019; and
- ANZBGL's Basel III Pillar 3 Disclosure as at 31 March 2019.

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 (which has 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) Financial statements of ANZBGL in respect of the six months ended 31 March 2019

On 1 May 2019, ANZBGL released its unaudited condensed consolidated financial statements (including the independent auditor's review report thereon and notes thereto) in respect of the six months ended 31 March 2019 (set out on pages 79 to 121 of the Half Year 31 March 2019 Consolidated Financial Report, Dividend Announcement and Appendix 4D (the "**Consolidated**

Financial Report"')).

A copy of the Consolidated Financial Report and a copy of this Supplement have been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/nsm and, by virtue of this Supplement, the unaudited condensed consolidated financial statements (including the independent auditor's review report thereon and notes thereto (other than the first table under Note 13 (Credit Risk) relating to internal Customer Credit Rating and external rating agency scales at the top of page 107 of the Consolidated Financial Report)) shall be deemed to be incorporated into, and form part of, the Base Prospectus.

A copy of the Consolidated Financial Report which (save as above) is incorporated by reference into, and forms part of, this Supplement is also available at <http://www.debtinvestors.anz.com/>.

(2) ANZBGL Basel III Pillar 3 Disclosure - As at 31 March 2019

On 1 May 2019, ANZBGL released its Basel III Pillar 3 Disclosure as at 31 March 2019 (the "**Basel III Disclosure**").

A copy of the Basel III Disclosure and a copy of this Supplement have been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/nsm 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 which is incorporated into, and forms part of, this Supplement is also available at <http://www.debtinvestors.anz.com/>.

(3) Update of the section entitled Additional Information

By virtue of this Supplement, the information contained under the paragraph entitled "Significant or Material Change" of the "General Information" section on page 352 of the Base Prospectus shall be updated with the following information:

"Since 31 March 2019, there has been no significant change in the financial or trading position of the Issuer and its subsidiaries taken as a whole. Since 30 September 2018 there has been no material adverse change in the prospects of ANZBGL and its subsidiaries taken as a whole."

For the purposes of Directive 2003/71/EC (as amended) and this Supplement, any information or documents incorporated by reference, either expressly or implicitly, into the Consolidated Financial Report or the Basel III Disclosure do not form part of this Supplement. Information in the Consolidated Financial Report or the Basel III Disclosure which is not incorporated by reference into the Base Prospectus is either not relevant for investors or is covered elsewhere in the Base Prospectus.

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.