



**Supplementary
Prospectus
Dated 21 July 2022**

**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*

**ANZ Bank New
Zealand Limited**

*(incorporated with limited liability in New
Zealand)*

as Issuer and Guarantor of Notes issued by ANZ New Zealand (Int'l) Limited

**ANZ New Zealand
(Int'l) Limited**

*(incorporated with limited
liability in New Zealand) as
Issuer*

US\$60,000,000,000

**Euro Medium Term Note
Programme**

This supplement (the "**Supplement**") to the base prospectus of Australia and New Zealand Banking Group Limited ("**ANZBGL**") dated 16 November 2021, as supplemented by the supplementary prospectus dated 2 December 2021, 8 February 2022 and 5 May 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 (as Issuer and Guarantor of Notes issued by ANZ New Zealand (Int'l) Limited ("**ANZNIL**")) and ANZNIL (as Issuer).

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 that is the subject of this Supplement 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:

- (a) incorporate by reference into the Base Prospectus:

- (i) ANZBGL's 2022 Basel III Pillar 3 Disclosure as at 30 June 2022 (the "**Basel III Disclosure**"); and
- (ii) ANZBGL's Third Quarter Trading Update (the "**Third Quarter Trading Update**").
- (b) 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 an agreement to acquire Suncorp Bank from Suncorp Group Limited.
- (c) update the section entitled "Additional Information" 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.

(1) **Basel III Disclosure**

On 18 July 2022, 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>. 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/programmes/anz-banking-group/euro-medium-term-note-programme-aus/>.

For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the Basel III Disclosure, do not form part of this Supplement. Information in the Basel III Disclosure which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

(2) **ANZBGL Third Quarter Trading Update**

On 18 July 2022, ANZBGL released its Third Quarter Trading Update. A copy of the Third Quarter Trading Update has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. By virtue of this Supplement, the Third Quarter Trading Update shall be deemed to be incorporated into, and form part of, the Base Prospectus.

A copy of the Third Quarter Trading Update is also available at <https://www.anz.com/debtinvestors/centre/programmes/anz-banking-group/euro-medium-term-note-programme-aus/>.

For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the Third Quarter Trading Update, do not form part of this Supplement. Information in the Third Quarter Trading Update which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

(3) **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:

ANZ accelerates Australia Retail and Commercial

On 18 July 2022, ANZ announced an agreement to acquire Suncorp Bank from Suncorp Group Limited, accelerating the growth of its retail and commercial businesses while also improving the geographic balance of its business in Australia.

Highlights:

- Acquisition of Suncorp Bank from Suncorp Group Limited for a purchase price of \$4.9 billion.^{1,2}
- Suncorp Bank will continue to be led by CEO Clive van Horen who will report to ANZ's Chief Executive Officer and join ANZ's Executive Committee post completion.
- Suncorp Bank to initially operate under its existing Authorised Deposit-taking Institution licence with no changes to the total number of Suncorp Bank branches in Queensland for at least three years from completion.
- Acquisition includes \$47 billion of home loans with strong risk profile, \$45 billion in high-quality deposits and \$11 billion in commercial loans³.
- Allocating \$15 billion of new lending as part of ANZ's existing renewable lending commitments to support Queensland renewable projects and green Olympic Games infrastructure as well as \$10 billion of new lending for energy projects particularly those targeting bioenergy and hydrogen over the next decade.
- Acquisition to be funded by a fully-underwritten 1 for 15 pro rata accelerated renounceable entitlement offer to raise ~\$3.5 billion of ordinary equity and by existing capital.
- ANZ has also lodged a trading update for the nine months to 30 June 2022 with the Australian Securities Exchange.

To help fund the acquisition, on 18 July 2022, ANZ also announced a fully underwritten pro rata accelerated renounceable entitlement offer (Entitlement Offer) to raise ~\$3.5 billion of ANZ shares.

The acquisition is subject to a minimum completion period of 12 months and to certain conditions. These include Federal Treasurer approval, Australian Competition and Consumer Commission authorisation or approval and certain amendments to the State Financial Institutions and Metway Merger Act 1996 (Qld). Completion is expected in the second half of calendar year 2023.

(4) Update of the section entitled "Additional Information"

By virtue of this Supplement, the information contained under paragraph (3)(i) of the "Additional information" section on page 237 of the Base Prospectus shall be updated with the following information:

"Save as disclosed in the section entitled "*Description of Australia and New Zealand Banking Group Limited and its Subsidiaries—Recent Developments—ANZ accelerates Australia Retail and Commercial*", there has been no significant change in the financial position or in the financial performance of ANZBGL or the Group since 31 March 2022. There has been no material adverse change in the prospects of ANZBGL since 30 September 2021."

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.

¹ ANZ has agreed to purchase 100% of the shares in SBGH Limited, the immediate non-operating holding company of Suncorp Bank. The acquisition is subject to a minimum completion period of 12 months and to certain conditions, being Federal Treasurer approval, Australian Competition and Consumer Commission authorisation or approval and certain amendments to the State Financial Institutions and Metway Merger Act 1996 (Qld). Unless the parties agree otherwise, the last date for satisfaction of these conditions is 24 months after signing (after which either party may terminate the agreement). The final purchase price is subject to completion adjustments and may be more or less than \$4.9b. In addition, ANZ will also acquire Suncorp Bank's ATI capital notes at face value (\$0.6b as at June 2022).

² ANZ expects to incur transaction costs directly relating to the acquisition of approximately \$20m. The estimated transaction costs associated with the equity raise are approximately \$50m.

³ As at December 2021.