



Supplementary Prospectus Dated 20 August 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*

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 21 May 2019, as supplemented by the supplementary prospectus dated 10 July 2019, 11 July 2019, 18 July 2019, 1 August 2019 and 19 August 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\$60,000,000,000 Euro Medium Term Note Programme established by ANZBGL (as Issuer), ANZ Bank New Zealand Limited ("**ANZ New Zealand**") (as Issuer and Guarantor of Notes issued by ANZ New Zealand (Int'l) Limited ("**ANZNIL**")) and ANZNIL (as Issuer).

The purpose of this Supplement is to update the section entitled "Recent Developments" in Section 5 (Description of Australia and New Zealand Banking Group Limited and its Subsidiaries) of the Base Prospectus following an announcement by ANZBGL in relation to the Australian Prudential Regulation Authority ("**APRA**") confirming a reduction in limits on ADIs' related entities exposures.

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.

APRA confirms reduction in limits on ADIs' related entities exposures

On 20 August 2019, APRA confirmed it will implement its previously announced proposal¹ to reduce limits for Australian ADIs' exposures to related entities, reducing limits from 50% of Level 1 Total capital to 25% of Level 1 Tier 1 capital.

¹ APRA's Discussion Paper entitled "Revisions to the related entities framework for ADIs" issued in July 2018 together with a draft Prudential Standard APS222 (Associations with related entities).

ANZ's only exposure to a related entity large enough to be impacted by this change is ANZ New Zealand.

APRA's announcement today means, all else being equal, ANZ could have limited capacity to inject capital into ANZ New Zealand. As a result, ANZ New Zealand may be required to retain a higher proportion of its earnings to meet any potential increased capital requirements and any future capital required in New Zealand may also need to be held at a Group level.

However, the final impact on the Group remains dependent on a number of factors, including the outcome of APRA's and the Reserve Bank of New Zealand's ("**RBNZ**") consultations on required capital as well as the size and composition of ANZ's balance sheet at the time of implementation. ANZ also has a strong capital position and notes its ongoing capital generation capacity as well as the RBNZ's proposed transition period in relation to meeting its capital needs.

While the changes announced on 20 August 2019 are effective January 2021, ANZ notes APRA's statement that they are open to providing entity-specific transitional arrangements or flexibility on a case by case basis. ANZ expects this flexibility could include the timeframe available and the circumstances under which an exemption may be available such as periods of funding market disruption.

A copy of this Supplement has been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/hsm.

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.