



Australia and New Zealand Banking Group Limited

Australian Business Number 11 005 357 522
(Incorporated with limited liability in Australia)

MARKETS ISSUANCE PROGRAMME Relating to Notes, Certificates and Warrants

This Supplement

This supplement (this "**Supplement**") to the prospectus of Australia and New Zealand Banking Group Limited (the "**Issuer**" or "**ANZ**") dated 19 November 2018 for the Markets Issuance Programme relating to Notes, Certificates and Warrants, as supplemented by the supplementary prospectuses dated 10 December 2018, 18 December 2018, 8 February 2019 and 20 February 2019 (the "**Prospectus**"), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended (the "**FSMA**").

Terms defined in the Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read and construed together with, the Prospectus.

ANZ accepts responsibility for the information contained in this Supplement and to the best of the knowledge of ANZ (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.

Investors should be aware of their rights under section 87Q(4) to (6) of the FSMA.

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/nsm.

Purpose

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

- ANZ'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
- ANZ's Basel III Pillar 3 Disclosure as at 31 March 2019.

Financial statements of ANZ in respect of the six months ended 31 March 2019

On 1 May 2019, ANZ 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 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.shareholder.anz.com/supplementary-disclosures-euro-medium-term-note-programme>.

ANZ Basel III Pillar 3 Disclosure - As at 31 March 2019

On 1 May 2019, ANZ 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 Prospectus.

A copy of the Basel III Disclosure which is incorporated into, and forms part of, this Supplement is also available at <http://www.shareholder.anz.com/supplementary-disclosures-euro-medium-term-note-programme>.

Update of the Summary of the Programme

The Summary of the Programme included in the Prospectus is made up of disclosure requirements known as 'Elements'. These elements are numbered in Section A-E (A.1 – E.7). Following the release of the Consolidated Financial Report, Element B.12 of the Summary of the Programme, in respect of ANZ, is updated as set out in the Annex to this Supplement.

Update of the section entitled "General Information"

The section entitled "General Information" on page 237 at paragraph (4) of the 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 the Issuer 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 Statements or the Basel III Disclosure do not form part of this Supplement. Information in the Consolidated Financial Statements or the

Basel III Disclosure which is not incorporated by reference into the Prospectus is either not relevant for investors, or is covered elsewhere in the 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 Prospectus or in any information or document incorporated by reference into, and forming part of, the 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 Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

Annex

B.12	Selected financial information	1H19 (Unaudited) (A\$)	1H18 (Unaudited) (A\$)	FY18 (A\$)	FY17 (A\$)
	Cash profit (\$b) ¹	3.5	2.9	5.8	6.9
	Operating income (\$b) ^{1,2}	9.9	9.5	19.1	20.5
	Operating expenses (\$b) ^{1,2}	4.6	4.7	9.9	9.4
	Impairment charges (\$b) ¹	0.4	0.4	0.7	1.2
	Statutory profit (\$b)	3.2	3.3	6.4	6.4
	Earnings per share (cents)	111.7	114.2	221.6	220.1
	Dividend payout ratio	71.4%	69.7%	72.1%	73.4%
	Net interest margin ¹	1.79%	1.93%	1.87%	1.99%
	Customer deposits (\$b) ³	493.4	472.8	487.3	467.6
	Net loans and advances (\$b) ³	610.1	592.5	604.9	580.3
<p>The financial information above is selected historical key financial information of ANZ and its consolidated subsidiaries, inclusive of discontinued operations⁴.</p> <p>¹ This financial information is reported on a cash profit basis. Cash profit is not subject to review or audit by the external auditor.</p> <p>² On adoption of AASB 15, the Group reclassified certain items previously netted which are now presented gross in operating income and operating expenses. 1H18 and FY18 comparative information have been restated accordingly which increased total operating income by A\$62 million for 1H18 and A\$153 million for FY18. FY17 comparative information has not been restated.</p> <p>³ Customer deposits and net loans and advances include customer deposits and net loans and advances held for sale.</p> <p>⁴ In this context, "discontinued operations" refers to certain discontinued operations in connection with the sales agreements with IOOF Holdings Limited and Zurich Financial Services Australia Limited as outlined under the section headed "<i>Information About ANZ – Principal activities of the Group – Wealth Australia</i>" in the Prospectus.</p> <p>There has been no significant change in the financial or trading position of ANZ or the Group since 31 March 2019, and no material adverse change in the prospects of ANZ since 30 September 2018, the date of ANZ's last published audited financial statements.</p>					