Supplementary Prospectus
Dated 6 November 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)

Index Linked Notes

This supplement (this **"Supplement"**) to the prospectus of Australia and New Zealand Banking Group Limited (**"ANZ"**), dated 19 November 2018 allowing for the issue of index linked notes by ANZ, as supplemented by the supplementary prospectuses dated 10 December 2018, 18 December 2018, 8 February 2019, 20 February 2019, 2 May 2019, 15 July 2019, 19 July 2019, 2 August 2019 and 20 August 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"**). It should be read alongside the prospectus relating to ANZ's Market Issuance Programme (the **"Programme Prospectus"**), which was published on 19 November 2018 and supplemented by the supplementary prospectuses dated 10 December 2018, 18 December 2018, 8 February 2019, 20 February 2019, 2 May 2019,15 July 2019,19 July 2019, 2 August 2019 and 20 August 2019 (the **"Programme Prospectus Supplements"**).

The purpose of this Supplement is to:

- Incorporate by reference into the Prospectus:
  - ANZ's audited annual consolidated financial statements for the Group (including the independent auditor's review report thereon and the notes thereto) for the year ended 30 September 2019 (as set out on pages 101 to 217 of ANZ's Annual Report ("**2019 Annual Report**")) ("**Consolidated Financial Statements**");
  - ANZ's audited annual non-consolidated financial statements (including the independent auditor's review report thereon and the notes thereto) for the year ended 30 September 2019 (as set out in the document entitled 'The Company - 2019 Financial Report' ("**2019 Financial Report**")) ("**Parent Entity Financial Statements**");
  - ANZ's Basel III Pillar 3 Disclosure as at 30 September 2019 ("**Basel III Pillar 3 Disclosure**");
- Update the Prospectus with information regarding (1) the Australian Prudential Regulation's Authority's ("**APRA**") consultation on the capital treatment for investment in subsidiaries (Level 1). (2) the sale of OnePath Pensions & Investments ("**OnePath P&I**") to IOOF Holdings Limited ("**IOOF**") and (3) Standard and Poor's ("**S&P**") upgrade to Australia's Banking Industry Country Risk Assessment and ANZ's Additional Tier 1 and 2 capital credit ratings; and
- Update Elements B.12 and D.2 of the Summary.

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.

Programme Prospectus Supplements

On [5] November 2019 the Programme Prospectus Supplement was published and a copy of the Programme Prospectus Supplement was filed with the National Storage Mechanism, and will be available for inspection at www.morningstar.co.uk/nsm.

By virtue of this Supplement, the Programme Prospectus Supplement shall be deemed to be incorporated into, and form part of, the Prospectus.

(1) 2019 Annual Report, 2019 Financial Report and Basel III Pillar 3 Disclosure

On 4 November 2019, the 2019 Annual Report, the 2019 Financial Report and the Basel III Pillar 3 Disclosure were released. Copies of the 2019 Annual Report, 2019 Financial Report and Basel III Pillar 3 Disclosure 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 Consolidated Financial Statements contained in the 2019 Annual Report, the Parent Entity Financial Statements contained in the 2019 Financial Report and the Basel III Pillar 3 Disclosure shall be deemed to be incorporated into, and form part of, the Prospectus. Copies of the Consolidated Financial Statements, the Parent Entity Financial Statements and Basel III Pillar 3 Disclosure are also available at http://www.shareholder.anz.com/supplementary-disclosures-euro-medium-term-note-programme.

(2) Update on APRA's consultation on the capital treatment for investment subsidiaries (Level 1)

On 15 October 2019, APRA released a discussion paper on draft revisions to the prudential standard APS111 "Capital Adequacy: Measurement of Capital" for consultation.

The most material change from APRA's proposal is in relation to the treatment of capital investments for each banking and insurance subsidiary at Level 1 with the tangible component of the investment changing from 400% risk weighting to:

- 250% risk weighting up to an amount equal to 10% of ANZ's net Level 1 Common Equity Tier 1 ("**CET1**"); and
- The remainder of the investment will be treated as a CET1 capital deduction.

ANZ is reviewing the implications for its current investments.

The net impact on the Group is unclear and will depend upon a number of factors including the capitalisation of the affected subsidiaries at the time of implementation, the final form of the prudential standard, as well as the effect of management actions being pursued that have the potential to materially offset the impact of these proposals.

Based on ANZ’s current investment in its affected subsidiaries and in the absence of any offsetting management actions, the above proposals implies a reduction in ANZ's Level 1 CET1 capital ratio of up to approximately $2.5 billion (approximately 75 basis points). However, ANZ believes that this outcome is unlikely and, post-implementation of management actions, the net capital impact could be minimal.

There is no impact on the Group's Level 2 CET1 capital ratio arising from these proposed changes, which are proposed to be implemented from 1 January 2021.

(3) S&P upgrades Australia's Banking Industry Country Risk Assessment and ANZ's Additional Tier 1 and Tier 2 capital credit ratings

On 24 October 2019, S&P announced it has increased the stand-alone credit profiles (SACP) of ANZ, the Group and the other major Australian banks by one notch to ‘a’ from ‘a-’. S&P stated that this reflects “the reduced economic risks we see in the Australian banking system due to an orderly correction in national house prices and modest growth in private debt in the past two years".

As a result, S&P has upgraded its credit ratings on the Additional Tier 1 (AT1) capital and subordinated debt (Tier 2 capital) instruments issued by entities in the Group by one-notch in line with the increase in the Group's revised SACP.

S&P also affirmed ANZ's senior unsecured credit rating at AA- (long term) and A-1+ (short term). The long-term rating continues to have a stable outlook.

The revised ANZ ratings are:

- Senior debt (long term): No change at AA- (stable)
- Senior debt (short term): No change at A-1+
- Basel 3 subordinated debt: upgraded from BBB to BBB+
- Basel 3 AT1 capital[1]: upgraded from BB+ to BBB-

(4) Update of the Recent Developments Section- Update on OnePath P&I sale to IOOF

On 17 October 2019, the Group announced it has agreed a revised price for the sale of its OnePath P&I business and Aligned Dealer Groups ("**ADGs**") to IOOF of $850 million, being a $125 million reduction from the original sale price of $975 million announced in October 2017.

The new price of $850 million includes approximately $25 million that the Group has already received for the sale of its ADGs in October 2018. The revised terms reflect changing market conditions and include lower overall warranty caps as well as some changes to the strategic alliance arrangements.

Subject to APRA approval, the Group expects the transaction to complete in the first quarter of calendar year 2020 and is expected to increase the Group's CET1 capital ratio by approximately 20 basis points. The Independent Trustee (OnePath Custodians) and the Group have both confirmed no objection to the transaction.

The sale agreement includes termination rights for both the Group and IOOF if the remaining condition of APRA approval is not satisfied.

The Group and IOOF have agreed to extend the relevant date in the agreement to 31 December 2019, with each party having certain rights to further extend this date up until 30 June 2020.

(5) 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 Sections A-E (A.1 – E.7). Following the release of the 2019 Annual Report, Elements B.12 and D.2 of the Summary of the Programme, in respect of ANZ and its consolidated subsidiaries, are updated as follows:

[1] This includes ANZ Bank New Zealand Limited's NZ$500 million Capital Notes which are also upgraded from BB+ to BBB- as their credit rating is calculated based on the Group's SACP.

<table>
<tr><td>B.12</td><td>Selected financial information</td><td>

ANZ	**FY19 (A$)**	**FY18 (A$)**	**FY17 (A$)**
Cash profit ($b)[1]	6.2	5.8	6.9
Operating income ($b)[1,2]	19.2	19.1	20.5
Operating expenses ($b)[1,2]	9.5	9.9	9.4
Impairment charges ($b)[1]	0.8	0.7	1.2
Statutory profit ($b)	6.0	6.4	6.4
Earnings per share (cents)	210.0	221.6	220.1
Dividend payout ratio	76.2%	72.1%	73.4%
Net interest margin[1]	1.75%	1.87%	1.99%
Customer deposits ($b)[3]	511.8	487.3	467.6
Net loans and advances ($b)[3,4]	615.3	605.5	580.3

The financial information above is selected historical key financial information of ANZ and its consolidated subsidiaries, inclusive of discontinued operations.[5]

[1] This financial information is reported on a cash profit basis. Cash profit is not subject to review or audit by the external auditor.

[2] On adoption of AASB 15 *Revenue,* the Group reclassified certain items previously netted which are now presented gross in operating income and operating expenses. 2018 comparative information has been restated accordingly which increased total operating income and total operating expenses by $153 million. 2017 comparative information has not been restated.

[3] Includes assets and liabilities held for sale.

[4] $500 million of collectively assessed and $26 million of individually assessed provisions for credit impairment attributable to off-balance sheet credit related commitments at September 2018 were reclassified from Net loans and advances at amortised costs to Other provisions to enhance comparability with current period presentation. 2017 comparative information has not been restated.

[5] 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 "*Information about ANZ*" in the Prospectus.

There has been no significant change in the financial or trading position of ANZ or the Group since 30 September 2019, and no material adverse change in the prospects of ANZ since 30 September 2019, the date of ANZ's last published audited financial statements.
</td></tr>
<tr><td>D.2</td><td>Key information on the key risks that are specific to the Issuer</td><td>

There are a number of factors which could cause the Issuer's actual results to differ, in some instances materially, from those anticipated. By investing in the Securities, an Investor is exposed to the risk that some or all of these factors could negatively affect Issuer and, in turn, negatively impact the value of the Securities.

As a bank, the Issuer's activities are exposed to a complex and varied set of risks. If any of these risks materialise, there is the potential they could adversely impact the Issuer's business, operations and financial condition.

The key risks inherent in the Issuer's operations can be broadly grouped under the main categories of:

capital adequacy risk (being the risk of loss arising from the Issuer failing to maintain the level of capital required by prudential regulators and other key stakeholders (shareholders, debt investors, depositors, rating agencies, etc.) to support the Issuer's consolidated operations and risk appetite);

credit risk (being the risk of financial loss to the Issuer resulting from a counterparty failing to fulfil its obligations, or form a decrease in credit quality of a counterparty resulting in a loss in value);

market risk (stemming from the Issuer's trading and balance sheet activities and being the risk to the Issuer's earnings arising from changes in interest rates, foreign exchange rates, credit spreads, volatility, correlations or from fluctuations in bond, commodity or equity prices);

liquidity and funding risk (being the risk that the Issuer is unable to meet its
</td></tr>
</table>

		payment obligations as they fall due, including: repaying depositors or maturing wholesale debt; or that the Issuer has insufficient capacity to fund increases in assets); **operational risk** (being the risk of loss and/or non-compliance of the Issuer resulting from inadequate or failed internal processes, people or systems or from external events, including legal risk and the risk of reputation loss, or damage arising from inadequate or failed internal processes, people and systems, but excluding strategic risk); **compliance risk** (being the risk of failure to act in accordance with laws, regulations, industry standards and codes, internal policies and procedures and principles of good governance as applicable to the Issuer's business); **reputation risk** (being the risk of loss caused by adverse perceptions of the Issuer held by the public, shareholders, investors, regulators or rating agencies that may directly or indirectly impact earnings, capital adequacy or value); **strategic risk** (being the risk that affects or is created by the Issuer's business strategy and strategic objectives); **technology risk** (being the risk of loss and/or non-compliance of, the Issuer resulting from inadequate or failed internal processes, people or systems or from external events impacting on IT assets, including the compromise of an IT asset's confidentiality, integrity or availability). If any of these key risks actually occurs, the Issuer's business, operations, financial condition or reputation could be materially adversely affected, with the result that the trading price of the Notes could decline and investors could lose all or part of their investment. Importantly, the Issuer's risk profile at any point in time, including the probability and impact of certain risks occurring, is heavily influenced by (and invariably changes over time according to) prevailing general business, economic and market conditions in the major countries and regions in which the Issuer operates or trades.

For the purposes of the Prospectus Directive 2003/71/EC (as amended or superseded) and this Supplement, any document or information incorporated by reference, either expressly or implicitly, into the 2019 Annual Report, 2019 Financial Report or Basel III Pillar 3 Disclosure does not form part of this Supplement. Information in the 2019 Annual Report, 2019 Financial Report or Basel III Pillar 3 Disclosure which is not incorporated by reference into the Prospectus is either not relevant for investors or is covered elsewhere in the Prospectus.

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.

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.