



**Australia and New Zealand Banking Group Limited**

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

**U.S.\$10,000,000,000**

**Euro-Commercial Paper Programme**

This Supplement (the "**Supplement**") is supplemental to, and must be read and construed in conjunction with, the information memorandum dated 17 May 2018 (the "**Information Memorandum**") prepared by Australia and New Zealand Banking Group Limited in connection with its Euro-Commercial Paper Programme for the issuance of up to U.S.\$10,000,000,000 in aggregate principal amount of notes.

The purpose of this Supplement is to update the Information Memorandum to include (i) a notification pursuant to Section 309B(1) of the Securities and Futures Act, Chapter 289 of Singapore and (ii) a selling and distribution restriction in respect of Singapore.

On and from the date of this Supplement, the Information Memorandum shall be updated as follows:

- (i) The following shall be inserted in the Important Notice section immediately above the paragraph entitled 'Product Governance':

**"Singapore Restrictions**

**Notification under Section 309B(1) of the Securities and Futures Act, Chapter 289 of Singapore:** Unless otherwise specified before an offer of Notes, the Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products)."

- (ii) The following shall be inserted at the end of the Selling and Distribution Restrictions section:

**"Singapore**

This Information Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore under the SFA and the offer of the Notes is made primarily pursuant to the exemptions under Section 274 and 275 of the SFA. Accordingly, the Notes may not be offered or sold, nor may the Notes be the subject of an invitation for subscription or purchase, nor may this Information Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Notes be circulated or distributed, whether directly or indirectly, to any person in Singapore other than:

- (i) to an institutional investor (as defined in the SFA) pursuant to Section 274 of the SFA;

- (ii) to an accredited investor (as defined in the SFA) in accordance with the conditions specified in Section 275 of the SFA or, as the case may be, Section 276(2) of the SFA;
- (iii) to a relevant person pursuant to Section 275(1) of the SFA or any person pursuant to Section 275(1A) of the SFA or, as the case may be, Section 276(2) of the SFA and in accordance with the conditions specified in Section 275 of the SFA, where each such person is (1) an expert investor (as defined in the SFA) or (2) not an individual.

Where Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 2(1) of the SFA) or securities-based derivatives contracts (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

1. to an institutional investor or to a relevant person or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA; or
2. where no consideration is or will be given for the transfer; or
3. where the transfer is by operation of law; or
4. as specified in Section 276(7) of the SFA; or
5. as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Any reference to the “SFA” is a reference to the Securities and Futures Act, Chapter 289 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term as modified or amended from time to time including by such of its subsidiary legislation as may be applicable at the relevant time.”

This Supplement is issued solely in relation to the matters outlined above. This Supplement does not cancel, extinguish or update any terms of the Information Memorandum other than as stated herein and, save as supplemented by this Supplement, remains in full force and effect. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Information Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Information Memorandum, the statements referred to in (a) above will prevail.