

News Release

For release: 26 July 2019

Issue of A\$1,750,000,000 Floating Rate Subordinated Notes

Notice under section 708A(12H)(e) of the Corporations Act 2001 (Cwlth)

Today Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) ("**Issuer**") will issue A\$1,750,000,000 subordinated notes due 26 July 2029 pursuant to its Australian dollar debt issuance programme (the "**Subordinated Notes**").

The Subordinated Notes convert into fully paid ordinary shares of the Issuer ("**Ordinary Shares**") where the Australian Prudential Regulation Authority ("**APRA**") determines this to be necessary on the grounds that the Issuer would otherwise become non-viable.

This notice is a cleansing notice prepared for the purposes of section 708A(12H)(e) of the Corporations Act 2001 (Cwlth) ("**Corporations Act**") (as inserted by ASIC Corporations (Regulatory Capital Securities) Instrument 2016/71) to enable Ordinary Shares or Approved NOHC¹ Ordinary Shares issued on conversion of the Subordinated Notes to be freely tradeable without further disclosure and includes in the Schedule commercial particulars of the Subordinated Notes, extracted from the Pricing Supplement for the Subordinated Notes dated 25 July 2019.

A description of the rights and liabilities attaching to the Subordinated Notes is contained in the "Conditions of the Securities" section of the Information Memorandum dated 15 October 2018 that was lodged with the Australian Securities Exchange ("**ASX**") on that day ("**Information Memorandum**"). A description of the rights and liabilities attaching to Ordinary Shares is set out in the Information Memorandum.

Words and expressions defined in the Information Memorandum have the same meanings in the remainder of this cleansing notice unless the contrary intention appears.

The issue of Subordinated Notes by the Issuer will not have a material impact on the Issuer's financial position. If a Non-Viability Trigger Event occurs and the Issuer issues Ordinary Shares, the impact of Conversion on the Issuer would be to increase the Issuer's shareholders' equity. The number of Ordinary Shares issued on Conversion is limited to the Maximum Conversion Number. The Maximum Conversion Number is 181.0282 Ordinary Shares per Subordinated Note (with a Principal Amount of A\$1,000), based on the Issue Date VWAP² of A\$27.62.

As a disclosing entity, the Issuer is subject to regular reporting and disclosure obligations under the Corporations Act and ASX Listing Rules. Broadly, these obligations require the

¹ Non-operating holding company. Refer to the Information Memorandum for the meaning of "Approved NOHC Ordinary Shares" in the context of the Subordinated Notes.

² Average of the daily volume weighted average sale prices of ANZ ordinary shares. Refer to the Information Memorandum for the meaning of "Issue Date VWAP" in the context of the Subordinated Notes.
[Australia and New Zealand Banking Group Limited](#) ABN 11 005 357 522

Issuer to prepare and lodge with the Australian Securities and Investments Commission (“ASIC”) both yearly and half yearly financial statements and to report on its operations during the relevant accounting period, and to obtain an audit or review report from its auditor.

Copies of documents lodged with ASIC may be obtained from or inspected at an ASIC office.

The Issuer must ensure that the ASX is continuously notified of information about specific events and matters as they arise for the purposes of ASX making the information available to the Australian securities market. In this regard, the Issuer has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information concerning it of which it becomes aware, which a reasonable person would expect to have a material effect on the price or value of its quoted securities.

The Issuer will provide a copy of any of the following documents free of charge to any person who requests a copy before the Subordinated Notes are issued:

- the Information Memorandum;
- any continuous disclosure notices given by the Issuer in the period after the lodgement of the annual financial report of the Issuer for the year ended 30 September 2018 and before the date of this notice;
- the Issuer’s consolidated financial report and dividend announcement for the half year ended 31 March 2019;
- the Issuer’s annual financial report for the year ended 30 September 2018; and
- the Issuer’s constitution.

All written requests for copies of the above documents should be addressed to:

Investor Relations Department
Australia and New Zealand Banking Group Limited
ANZ Centre Melbourne
Level 10
833 Collins Street
Docklands Vic 3008

This notice is not a prospectus or other disclosure document in relation to the Subordinated Notes, and does not constitute an offer or invitation for the Subordinated Notes or any Ordinary Shares for issue or sale in Australia. Subordinated Notes are only available for sale to persons in Australia in circumstances where disclosure is not required in accordance with Part 6D.2 and the sale is not to a retail client for the purposes of Chapter 7 of the Corporations Act.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES OF AMERICA

The securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or the securities laws of any state of the United States or any jurisdiction, and the securities may not be offered or sold in the United States or to, or for the account or the benefit of, U.S. persons (as defined in Regulation S under the US Securities Act) unless an exemption from the registration requirements of the US Securities Act is available and the offer and sale is in accordance with all applicable state securities laws of any state of the United States. This notice is not an offer or invitation to any U.S. persons.

SCHEDULE - Commercial particulars of the Subordinated Notes

This description is extracted from the Pricing Supplement.

1	Issuer:	Australia and New Zealand Banking Group Limited
2	(i) Series Number:	140
	(ii) Tranche Number:	1
	(if fungible with an existing Series, include details of that Series, including the date on which the Securities become fungible)	
3	Specified Currency:	Australian Dollars (“A\$”)
4	Aggregate Principal Amount:	A\$1,750,000,000
	(i) Tranche:	A\$1,750,000,000
	(ii) Series:	A\$1,750,000,000
5	(i) Issue Price:	100.00 per cent. of the Aggregate Principal Amount
	(ii) Net proceeds:	A\$1,750,000,000
6	Specified Denomination(s) (and Principal Amount):	A\$1,000 in each case as it may be adjusted in accordance with Condition 5A.4
		The minimum aggregate consideration payable in respect of an offer or invitation in Australia or any offer or invitation received in Australia must be no less than A\$500,000 (or its equivalent in an alternate currency, in each case, disregarding moneys lent by the offeror or its associates) unless the offer or invitation otherwise does not require disclosure to investors under Part 6D.2 or Chapter 7 of the Corporations Act. In every case, an offer or invitation must not be to a retail client (as defined in section 761G of the Corporations Act).
7	(i) Issue Date:	26 July 2019
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling on or nearest to 26 July 2029
9	Interest Basis:	3 month BBSW + 2.00 per cent. per annum Floating Rate (Further particulars specified below)
10	Redemption/Payment Basis:	Redemption at Par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Issuer Call Option (Further particulars specified below)
13	Status of the Securities:	Subordinated Notes
14	Listing:	None
15	Method of distribution:	Non-syndicated
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
16	Fixed Rate Security Provisions:	Not Applicable
17	Floating Rate Security Provisions:	Applicable

	(i) (a) Interest Period(s):	Not Applicable (For the avoidance of doubt, the definition in Condition 1.1 applies)
	(b) Interest Payment Dates:	26 July, October, January and April in each year commencing on 26 October 2019 up to (and including) the earlier of either the Optional Redemption Date or the Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention
	(c) Interest Period Date if not an Interest Payment Date:	Not Applicable
	(ii) Business Day Convention:	Modified Following Business Day Convention
	(iii) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(iv) Calculation Agent responsible for calculating the Rate(s) of Interest and Interest Amount(s):	Australia and New Zealand Banking Group Limited
	(v) Screen Rate Determination:	Applicable
	- Reference Rate:	BBSW
	- Interest Determination Date(s):	The first day of each Interest Period
	- Relevant Screen Page:	BBSW Page
	- Relevant Time:	10:30 am
	- Relevant Financial Centre:	Sydney
	- Reference Banks:	Not Applicable
	(vi) Margin(s):	+ 2.00 per cent. per annum
	(vii) Minimum Rate of Interest:	Not Applicable
	(viii) Maximum Rate of Interest:	Not Applicable
	(ix) Rate Multiplier	Not Applicable
	(x) Day Count Fraction:	Actual/365 (fixed)
	(xi) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Securities, if different from those set out in the Conditions:	Not Applicable
18	Zero Coupon Security Provisions:	Not Applicable
19	Linear interpolation:	Not Applicable
20	Index-Linked Interest Security Provisions:	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
21	Call Option:	Applicable
		Any early redemption will be subject to the prior written approval of APRA.
	(i) Option Exercise Date(s) (if other than as set out in the Conditions):	As set out in Condition 5.4
	(ii) Optional Redemption Date(s):	26 July 2024 and every Interest Payment Date thereafter up to (but excluding) the Maturity Date, in each case subject to adjustment in accordance with the Business

		Day Convention
		<i>The Optional Redemption Date must not be earlier than 5 years from the Issue Date.</i>
	(iii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	Redemption at Par, as it may be adjusted in accordance with Condition 5A.4
	(iv) If redeemable in part:	Not Applicable
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
22	Put Option:	Not Applicable
23	Final Redemption Amount:	Par, as it may be adjusted in accordance with Condition 5A.4
24	Early Redemption Amount:	Par, as it may be adjusted in accordance with Condition 5A.4
	Early Redemption Amount(s) payable on redemption for taxation reasons, or a Regulatory Event (<i>if applicable, for Subordinated Notes only</i>) or on Event of Default and/or the method of calculating the same (if required or if different from that set out in the Conditions):	
25	Redemption for Regulatory Event (<i>Subordinated Notes only</i>):	Applicable
		Any early redemption will be subject to the prior written approval of APRA.
26	Redemption for taxation reasons:	Any early redemption will be subject to the prior written approval of APRA.
	Condition 5.2(i):	Applicable (<i>Note that Condition 5.2(i) applies automatically</i>).
	Condition 5.2(ii) (<i>Subordinated Notes only</i>):	Applicable
	Condition 5.2(iii) (<i>Subordinated Notes only</i>):	Applicable
PROVISIONS APPLICABLE TO SUBORDINATED NOTES		
27	Subordinated Notes:	Applicable
28	Write-Off:	Not Applicable
		(Where "Not Applicable" is specified at this paragraph 28, this is without prejudice to the application of Condition 5B.5 where "Applicable" is specified at paragraph 29)
29	Conversion:	Applicable
	(i) CD:	1.00%
	(ii) VWAP Period:	5 Business Days
30	Alternative Conversion Number:	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE SECURITIES		
31	Form of Securities:	Registered
32	Record Date:	7 days
33	Additional Financial Centre(s) (<i>for the purposes of the "Business Day" definition</i>) or other special provisions relating to Interest Payment Dates:	Not Applicable

34	Public Offer Test compliant:	Yes
35	Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
36	Consolidation provisions:	Not Applicable
37	Governing law:	State of Victoria and Commonwealth of Australia
38	Other terms or special conditions:	<p>Applicable</p> <p>Conditions 4.2(ii)(z) and 4.2(ii)(cc) are amended in each case by adding the words “in the case of the Medium Term Notes only,” before the words “after readjustment for any difference between any Margin, Rate Multiplier or Maximum or Minimum Rate of Interest applicable to the preceding Interest Accrual Period and to the relevant Interest Accrual Period.”</p> <p>In Condition 4.2(iv), immediately under paragraph (c), add the following:</p> <p>“In the case of Subordinated Notes only, any Successor Reference Rate determined by the Calculation Agent in accordance with paragraph (a) above, and any terms and other relevant methodology for calculating such Successor Reference Rate (including any adjustment factor to the Successor Reference Rate) determined by the Calculation Agent in accordance with paragraph (b) above, will be subject to the prior written approval of APRA having been obtained in each case.”</p> <p>In Condition 4.2(v), after the words “make such determination in its discretion”, insert the words “(subject, in the case of Subordinated Notes only, to the requirement for APRA’s prior written approval as specified in Condition 4.2(iv) above)”.</p> <p>In Condition 5.2, in the first paragraph, delete the words “on or” before the words “after the Issue Date”.</p> <p>In Condition 5B.1, at the beginning of the second paragraph, replace the words “From the Trigger Event Date,” with the words “On and from the Trigger Event Date,”.</p> <p>In Condition 5D.2(iv), replace the words “necessary and appropriate” with the words “necessary or appropriate”.</p>

DISTRIBUTION

39	If syndicated, names of Lead Managers and the Dealers:	Not Applicable
40	If non-syndicated, name of Dealer:	Australia and New Zealand Banking Group Limited
41	Additional selling restrictions:	<p>Applicable</p> <p>The selling restriction set out in the Information Memorandum in the section “Subscription and Sale” under “Singapore” is deleted and replaced with:</p> <p>This Information Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Information Memorandum and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Securities may not be circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in the</p>

SFA) under Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Securities 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,

the securities or securities-based derivatives contracts (each 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 Securities 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;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (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.

OPERATIONAL INFORMATION

42	ISIN:	AU3FN0049128
43	Common Code:	203286619
44	Any clearing system(s) other than Austraclear and the relevant identification number(s):	The Securities will be lodged in the Australclear System. Securities may also be held and transacted in the Euroclear and Clearstream systems.