



Supplementary Prospectus Dated 18 September 2018

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**" or "**ANZ**") dated 17 May 2018, as supplemented by the supplementary prospectuses dated 4 June 2018, 26 June 2018 and 15 August 2018 (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 (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:

- (i) the section entitled "Recent Developments" in Section 5 (Description of Australia and New Zealand Banking Group Limited and its Subsidiaries) of the Base Prospectus; and
- (ii) paragraph 4(i) of Section 17 (Additional Information) of the Base Prospectus,

with information regarding an announcement by ANZBGL in respect of an action taken by the Australian Securities and Investments Commission in relation to ANZBGL's 2015 institutional equity placement.

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.

ASIC civil action in relation to 2015 Institutional Equity Placement

The Australian Securities and Investments Commission ("**ASIC**") advised ANZBGL on 14 September 2018 that it has commenced civil penalty proceedings against the bank for failing to comply with its continuous disclosure obligations.

As previously announced, this relates to an underwritten institutional share placement in August 2015 that is the subject of separate proceedings by the Australian Competition and Consumer Commission. ANZBGL notified the Australian Securities Exchange of ASIC's investigation on 1 June 2018.

ASIC alleges ANZBGL should have advised the market that the joint lead managers took up approximately 25.5 million ANZBGL ordinary shares of the placement.

ANZBGL will defend these allegations.

The ANZBGL ordinary shares in question represented less than 1% of the ANZBGL ordinary shares on issue at the time and were taken up by the joint lead managers in circumstances where the book indicated the placement was covered at 103%.

ANZBGL is not aware of a precedent for a listed entity to disclose the take up of shares by underwriters in an equity placement.

ANZ Chief Risk Officer Kevin Corbally said that ANZBGL's disclosure in relation to the placement was in accordance with its ASX disclosure obligations as well as market practice and ANZBGL is defending the matter.

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 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.