



Supplementary Prospectus Dated 14 December 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, 15 August 2018, 18 September 2018, 17 October 2018, 9 November 2018 and 7 December 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 the section entitled "Recent Developments" in Section 5 (Description of Australia and New Zealand Banking Group Limited and its Subsidiaries) of the Base Prospectus with information regarding an announcement by ANZBGL commenting on an RBNZ Capital Review Consultation Paper released on 14 December 2018.

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.

ANZ comments on RBNZ Capital Review Consultation Paper

On 14 December 2018, ANZ commented on a consultation paper titled "Capital Review Paper 4" released by the Reserve Bank of New Zealand ("RBNZ") on that day.

This consultation paper relates to possible additional RBNZ capital requirements in relation to ANZ's New Zealand assets. These are separate to the Group's capital measurement and minimum requirements set by APRA.

Responses are due on 29 March 2019.

The consultation paper refers to a proposed implementation period of five years and sets out:

- Potential increases in the risk weighting applied to the assets of banks in New Zealand; and
- Potential increases to the percentage of capital held against those risk weights in New Zealand.

ANZ has a number of questions and comments in relation to the consultation paper. ANZ will engage with RBNZ and APRA on these throughout the consultation period.

Based on the potential changes set out in the consultation paper, and ANZ Bank New Zealand Limited's ("**ANZ New Zealand**") balance sheet as at 30 September 2018, the changes imply a potential capital increase in New Zealand of NZ\$6 billion to NZ\$8 billion (A\$5.7 billion to A\$7.7 billion¹). ANZ New Zealand currently has approximately NZ\$12 billion of Tier 1 capital (A\$11.3 billion¹).

The overall impact on the Group depends on a number of factors. These include the outcome of the consultation, ANZ New Zealand's balance sheet at the time of implementation, and the outcome of other reviews currently underway by APRA.

Therefore, it remains too early to determine the extent to which this could impact the capital levels held by the Group.

The Group's Common Equity Tier 1 Capital Ratio at 30 September 2018 was 11.4 per cent which is approximately A\$3.7 billion above the APRA stated unquestionably strong level of 10.5 per cent.

Footnote: 1. FX rate of 1.05 AUD/NZD

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.