



Media Release

For Release: 17 November 2015

Issue of A\$600,000,000 Floating Rate Subordinated Notes

Notice under section 708A(12G)(e) of the Corporations Act 2001 (Cth)

Today Australia and New Zealand Banking Group Limited ("**Issuer**") will issue A\$600,000,000 subordinated notes due 17 May 2026 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(12G)(e) of the Corporations Act 2001 (Cth) ("**Corporations Act**") (as inserted by ASIC Instrument 14-1723) to enable 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 16 November 2015.

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 3 August 2015 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 182.6818 Ordinary Shares per Subordinated Note (with a nominal value of A\$1,000), based on the Issue Date VWAP of A\$27.37.

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 Issuer to prepare and lodge with 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 2015 and before the date of this notice;
- the Issuer's annual financial report for the year ended 30 September 2015;
- the Issuer's consolidated financial report and dividend announcement and appendix 4E for the full year ended 30 September 2015;
- the Issuer's consolidated financial report and dividend announcement and appendix 4D for the half year ended 31 March 2015; 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 Chapter 7 of the Corporations Act. The securities have not been, and will not be, registered under the 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 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

Extract from the Pricing Supplement of the Subordinated Notes.

1	Issuer:	Australia and New Zealand Banking Group Limited
2	(i) Series Number:	111
	(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 ("AUD")
4	Aggregate Principal Amount:	
	(i) Tranche:	AUD 600,000,000
	(ii) Series:	AUD 600,000,000
5	(i) Issue Price:	100.00 per cent. of the Aggregate Principal Amount
	(ii) Net proceeds:	AUD 600,000,000
6	Specified Denomination(s) (and Principal Amount):	AUD 1,000, 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 2001 (Cth). In every case, an offer or invitation must not be to a retail client (as defined in section 761G of the Corporations Act 2001 (Cth)).	
7	(i) Issue Date:	17 November 2015
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	Interest Payment Date falling in or nearest to May 2026
9	Interest Basis:	Floating Rate Note (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):	3 months
	(b) Interest Payment Dates:	17 February, 17 May, 17 August and 17 November in each year commencing on 17 February 2016 up to and including, the earlier of either the Optional Redemption Date or the Maturity Date, 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):	Issuer
(v)	Screen Rate Determination:	Applicable
	- Reference Rate:	3 month BBSW
	- Interest Determination Date(s):	The first day of each Interest Period
	- Relevant Screen Page:	Reuters screen page BBSW
	- Relevant Time:	10:30 am
	- Relevant Financial Centre:	Sydney
	- Reference Banks	Not Applicable
(vi)	Margin:	+ 2.70 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) <i>(if other than as set</i>	As set out in Condition 5.4

out in the Conditions):

(ii)	Optional Redemption Date(s):	17 May 2021 and every Interest Payment Date thereafter, 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:	Redemption at Par, as it may be adjusted in accordance with Condition 5A.4
24	Early Redemption Amount: 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)	Redemption at Par, as it may be adjusted in accordance with Condition 5A.4
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 per cent
30	Alternative Conversion Number:	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

31	Form of Securities:	Registered
32	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
33	Public Offer Test compliant	Yes. The Issuer intends to issue the Subordinated Notes in a manner consistent with the public offer test set out in section 128F(3) of the Income Tax Assessment Act 1936 of Australia.
34	Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
35	Consolidation provisions:	Not Applicable
36	Governing law:	State of Victoria and Commonwealth of Australia
37	Other terms or special conditions:	Not Applicable

DISTRIBUTION

38	If syndicated, names of Lead Managers and the Dealers:	Not Applicable
39	If non-syndicated, name of Dealer:	Australia and New Zealand Banking Group Limited
40	Additional selling restrictions:	Not Applicable

OPERATIONAL INFORMATION

41	ISIN:	AU3FN0029575
42	Common Code	132002436
43	Any clearing system(s) other than Austraclear and the relevant identification number(s):	Austraclear System On admission to the Austraclear System, interests in the Subordinated Notes may be held through Euroclear or Clearstream, Luxembourg. Entitlements in respect of holdings of interests in Subordinated Notes in Euroclear would be held in the Austraclear System by HSBC Custody Nominees (Australia) Limited as nominee of Euroclear and entitlements in respect of holdings of interests in Clearstream, Luxembourg would be held in the Austraclear System by a nominee of J.P. Morgan Chase Bank, N.A. as custodian of Clearstream, Luxembourg.