



**Supplementary
Prospectus
Dated 3 November
2022**

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*

**US\$30,000,000,000
ANZ Global Covered Bond Programme**

unconditionally and irrevocably guaranteed as to payments of interest and principal by

Perpetual Corporate Trust Limited

*Australian Business Number 99 000 341 533
(incorporated with limited liability in Australia)
as Trustee of the ANZ Residential Covered Bond Trust*

This supplement (the "**Supplement**") to the base prospectus of Australia and New Zealand Banking Group Limited ("**ANZBGL**") dated 13 May 2022 (the "**Base Prospectus**"), constitutes a supplementary prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**EUWA**") (the "**UK Prospectus Regulation**") and is prepared in connection with the US\$30,000,000,000 ANZ Global Covered Bond Programme established by ANZBGL.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of any Covered Bonds that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in any such Covered Bonds.

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus:
 - (i) ANZBGL's audited annual consolidated financial statements (including the auditor's report thereon and the notes thereto) for the year ended 30 September 2022 (as set out on pages 107 to 240 of the 2022 Annual Report of the Group) (the "**2022 Financial Statements**"); and
 - (ii) ANZBGL's 2022 Basel III Pillar 3 Disclosure as at 30 September 2022 (the "**Basel III Disclosure**").

- (b) update the section entitled "General Information" of the Base Prospectus.

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, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

(1) ANZBGL 2022 Financial Statements and Basel III Disclosure

On 3 November 2022, ANZBGL released its 2022 Financial Statements and Basel III Disclosure. Copies of the 2022 Financial Statements and the Basel III Disclosure have been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. By virtue of this Supplement, the 2022 Financial Statements and the Basel III Disclosure shall be deemed to be incorporated into, and form part of, the Base Prospectus.

Copies of the 2022 Financial Statements and the Basel III Disclosure are also available at <https://www.anz.com/debtinvestors/centre/covered-bonds/programmes/anz-global-emtn/>.

For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the 2022 Financial Statements or the Basel III Disclosure, do not form part of this Supplement. Information in the 2022 Financial Statements or the Basel III Disclosure which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

(2) Update of the section entitled "General Information"

By virtue of this Supplement, the information contained in the section entitled "General Information" in the Base Prospectus shall be updated with the following information:

- (a) The first paragraph under the sub-section entitled "Significant or Material Change" shall be updated as follows:

There has been no significant change in the financial position or in the financial performance of the Issuer or the Group since 30 September 2022. There has been no material adverse change in the prospects of the Issuer since 30 September 2022.

- (b) The first paragraph under the sub-section entitled "Litigation" shall be updated as follows:

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) during the 12 months before the date of this Prospectus which may have, or have had in the recent past, significant effects on the Issuer's financial position or profitability or the financial position or profitability of ANZBGL and its subsidiaries taken as a whole, except as set out under the sections entitled "Other Contingent Liabilities" and "Contingent Assets" in Note 33 to the 2022 Financial Statements which are incorporated by reference into this Prospectus.

A copy of this Supplement has been filed with the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

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.

Information contained in or accessible from any website referenced in this Supplement (including in any

information incorporated by reference by virtue of the Supplement) does not form a part of this Supplement, except as specifically incorporated by reference.