



27 January 2025

NOTICE OF AMENDED AND RESTATED PRICING SUPPLEMENT

Australia and New Zealand Banking Group Limited
(Australian Business Number 11005 357 522)
(incorporated with limited liability in Australia and registered in the State of Victoria)
(acting through its Hong Kong Branch)

Legal Entity Identifier:
JHE42UYNWWTJB8YTTU19
(the "Issuer")

Issue of USD 10,000,000 Callable Fixed Rate Notes due 2035
(Series No: IRN350124002; Tranche No: 1, ISIN Code: XS2984218953)
(the "Notes")

under the Markets Issuance Programme

This Notice is supplemental to, and should be read and construed together with the Offering Circular dated 22 November 2024 relating to the Markets Issuance Programme of the Issuer (as amended by the Supplementary Offering Circular dated 10 December 2024) (together, the "Offering Circular") and the Pricing Supplement dated 24 January 2025 relating to the Notes (the "Original Pricing Supplement").

The Issuer hereby gives notice to all Noteholders that Original Pricing Supplement has been amended and restated as set out in the Schedule (the "Amended and Restated Pricing Supplement") with effect from 27 January 2025.

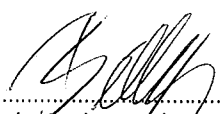
Specifically, paragraph 17(ii)(a) (Interest Payment Date(s)) of "Part A – Contractual Terms" of the Original Pricing Supplement has been amended as follows:

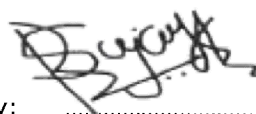
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|--------------|---------------------------|---|
| 17. (ii) (a) | Interest Payment Date(s): | 24 January in each year commencing on 24 January 2025 6 to and including the Maturity Date in each case subject to adjustment for payment purposes only in accordance with the Business Day Convention specified below |
|--------------|---------------------------|---|

Pursuant to Condition 10(b) (*Modification of the Agency Agreement, Deed of Covenant, Conditions and Pricing Supplement*) of the General Conditions, the consent of the Noteholders is not required to effect the amendment as such amendment is made to correct a manifest error.

Capitalised terms used but not defined in this Notice have the meanings given to them in the Offering Circular and the Amended and Restated Pricing Supplement.

Signed on behalf of **Australia and New Zealand Banking Group Limited** (acting through its Hong Kong Branch) (as Issuer):

By: 
.....
Duly Authorised Signatory/Attorney
Billy Ngaz
Manager, FOS

By: 
.....
Sujay Kumar
Sr, Manager, Deriv & Commodities

SCHEDULE – AMENDED AND RESTATED PRICING SUPPLEMENT

The Amended and Restated Pricing Supplement is set out on the following pages.

AMENDED AND RESTATED PRICING SUPPLEMENT

IMPORTANT – PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "EU Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "EU PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been or will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

IMPORTANT – PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, "EUWA"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the EU PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Notification under Section 309B(1) of the Securities and Futures Act of Singapore (the "SFA") – The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Specified Investment Products (as defined in the Monetary Authority of Singapore (the "MAS") Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).



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(Australian Business Number 11 005 357 522)
(Incorporated with limited liability in Australia and registered in the State of Victoria)
(acting through its Hong Kong Branch)

Legal Entity Identifier:
JHE42UYNWWTJB8YTTU19
(the "Issuer")

Markets Issuance Programme

Series No: IRN350124002

Tranche No: 1

Issue of USD 10,000,000 Callable Fixed Rate Notes due 2035

Issue Price: 100.00%

Australia and New Zealand Banking Group Limited
(the "Dealer")

Pricing Supplement dated 24 January 2025 as amended and restated on 27 January 2025

RISK FACTORS

The purchase of Notes involves substantial risks and is suitable only for investors who have the knowledge and experience in financial and business matters necessary to enable them to evaluate the risks and the merits of an investment in the Notes. Before making an investment decision, prospective investors in Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risks and that they consider carefully, in the light of their own financial circumstances, financial condition and investment objectives, all the information set forth in the Offering Circular (including the "Risk Factors" on pages 16 to 64 thereof) and this Pricing Supplement.

INVESTOR SUITABILITY

The purchase of Notes issued under the Programme is associated with certain risks. Each prospective investor in Notes must ensure that the complexity and risks inherent in the Notes are suitable for its investment objectives and are appropriate for itself or the size, nature and condition of its business, as the case may be. No person should deal in the Notes unless that person understands the nature of the relevant transaction and the extent of that person's exposure to potential loss. Each prospective investor of Notes should consider carefully whether the Notes are suitable for it in light of its circumstances and financial position. Prospective investors in Notes should consult their own financial, legal and/or other professional advisers to assist them in determining the suitability of the Notes for them as an investment.

PART A – CONTRACTUAL TERMS

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Unless the context otherwise requires, terms used herein shall be deemed to be defined as such for the purposes of the General Conditions and/or, if applicable, the applicable Additional Conditions set forth in the Offering Circular dated 22 November 2024 as supplemented by the Supplementary Offering Circular dated 10 December 2024 (together, the "Offering Circular"). This Pricing Supplement of the Notes must be read in conjunction with the Offering Circular.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. The Offering Circular is available for viewing on the Issuer's website (at <https://www.anz.com/debtinvestors/centre/programmes/anz-banking-group/markets-issuance-programme/>) and during normal business hours at the offices of the Paying Agent and copies may be obtained from Deutsche Bank AG, Hong Kong Branch, at Level 60, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong, upon prior written request and proof of holding to the satisfaction of the Paying Agent.

No person has been authorised to give any information or make any representation not contained in or not consistent with this Pricing Supplement, or any other information supplied in connection with the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or the Dealer.

By purchasing the Notes, each Noteholder represents that:

- (a) *Non-Reliance*. It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgment and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer or any Dealer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the terms and conditions of the Notes shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer or any Dealer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.
- (b) *Assessment and Understanding*. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.
- (c) *Status of Parties*. Neither the Issuer nor any Dealer is acting as a fiduciary for or adviser to it in respect of the investment in the Notes.

1. **Issuer** Australia and New Zealand Banking Group Limited (acting through its Hong Kong Branch)

2.	(i)	Series Number:	IRN350124002
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	United States Dollar ("USD")
	(i)	CNY Currency Equivalent:	Not Applicable
	(ii)	Alternative Currency Equivalent:	Not Applicable
4.		Aggregate Principal Amount:	USD 10,000,000
	(i)	Series:	USD 10,000,000
	(ii)	Tranche:	USD 10,000,000
5.		Issue Price:	100.00% of the Aggregate Principal Amount
6.	(i)	Specified Denomination(s) (and Principal Amount):	USD 1,000,000
	(ii)	Calculation Amount:	USD 1,000,000
7.	(i)	Trade Date:	15 January 2025
	(ii)	Issue Date:	24 January 2025
	(ii)	Interest Commencement Date:	24 January 2025
8.		Maturity Date:	24 January 2035, subject to adjustment for payment purposes only in accordance with the Business Day Convention specified below.
9.		Interest Basis:	Fixed 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:	Call Option (Further particulars specified below)
13.		Method of distribution:	Non-syndicated
14.		Calculation Agent:	Australia and New Zealand Banking Group Limited
15.		Additional Conditions:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.		Fixed Rate Note Provisions:	Applicable
17.	(i)	Rate of Interest:	5.59% per annum payable annually in arrear
	(ii)	(a) Interest Payment Date(s):	24 January in each year commencing on 24 January 2026 to and including the Maturity Date in each case subject to adjustment for payment purposes only in accordance with

		the Business Day Convention specified below
	(b) Interest Period(s):	As defined in General Condition 4(p)
	(c) Interest Period Date:	As defined in General Condition 4(p)
	(iii) Fixed Coupon Amount(s):	Not Applicable
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Business Day Convention:	Modified Following Business Day Convention
	(a) Adjusted:	Not Applicable
	(b) No Adjustment:	Applicable
	(vii) Additional Business Centre(s):	New York City
		For the avoidance of doubt, in addition to the Additional Business Centre noted above, London and Hong Kong are business centres for the purposes of the definition of "Business Day" in General Condition 4(p).
	(viii) Party, if any, responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Not Applicable
	(ix) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
18.	Floating Rate Note Provisions:	Not Applicable
19.	CMS Rate Note Provisions:	Not Applicable
20.	Inverse Floating Rate Note Provisions:	Not Applicable
21.	Range Accrual Note Provisions:	Not Applicable
22.	Zero Coupon Note Provisions:	Not Applicable
23.	Dual Currency Note Provisions:	Not Applicable
24.	Interest Rate Linked Note/FX Linked Note/Reference Item Linked Note/Other variable linked Note Interest Provisions:	Not Applicable
25.	Benchmark Fallbacks:	Not Applicable
PROVISIONS RELATING TO REDEMPTION		
26.	Call Option	Applicable

(i)	Option Exercise Date(s) (if other than as set out in the General Conditions and/or, if applicable, the applicable Additional Conditions):	The 5 th Business Day prior to each Optional Redemption Date.
(ii)	Optional Redemption Date(s):	24 January 2028 and 24 January 2033, subject to adjustment in accordance with the Modified Following Business Day Convention.
(iii)	Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	The Principal Amount per Calculation Amount
(iv)	If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
27.	Put Option	Not Applicable
28.	Final Redemption Amount of each Note	The Principal Amount per Calculation Amount
29.	Early Redemption Amount:	The Principal Amount per Calculation Amount
	<i>(Early Redemption Amount(s) payable on redemption for taxation reasons, illegality or change in law, on an Event of Default or other early redemption (including an Additional Disruption Event, where applicable), or in the case of certain Reference Item Linked Notes, if so specified herein, following the occurrence of an FX Market Disruption Event (if applicable) and/or the method of calculating the same)</i>	
30.	Additional Disruption Event(s):	Not Applicable
31.	Unwind Costs:	Not Applicable
PROVISIONS RELATING TO REFERENCE ITEM LINKED NOTES		
32.	FX Linked Note Provisions:	Not Applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
33.	Form of Notes:	Bearer Notes
		Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Bearer Notes in definitive form on 60 days' notice (or, following a failure to pay principal, on 30 days' notice) by the Issuer and in the limited circumstances specified in the Permanent Global Note.

34.	Payment Business Day Convention:	Modified Following Business Day Convention
35.	Additional Financial Centre(s) or other special provisions relating to Payment Business Days:	New York For the avoidance of doubt, in addition to the Additional Financial Centre noted above, London and Hong Kong are financial centres for the purposes of the definition of "Payment Business Day" in General Condition 6(h).
36.	Talons for future Coupons or Receipts to be attached to Notes in definitive form (and dates on which such Talons mature):	Not Applicable
37.	Details relating to Partly Paid Notes, including amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
38.	Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
39.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
40.	Consolidation provisions:	Not Applicable
41.	Governing Law:	English Law
42.	Determination of Amounts Payable:	As described in General Condition 6(n)
43.	Other terms and conditions:	Not Applicable

DISTRIBUTION

44.	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Date of underwriting agreement (if any):	Not Applicable
	(ii) Stabilising Manager (if any):	Not Applicable
45.	If non-syndicated, name of Dealer:	Australia and New Zealand Banking Group Limited
46.	Additional selling restrictions:	Taiwan The Notes may not be offered, sold or delivered, directly or indirectly, and each purchaser of the Notes confirms that it will not offer, sell or distribute the Notes, in Taiwan to Taiwanese residents or entities incorporated in Taiwan other than in accordance with all applicable laws and regulations of Taiwan.
47.	US Selling Restrictions:	TEFRA D Rules/Reg S. Category 2

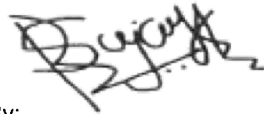
RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of Australia and New Zealand Banking Group Limited:

By: 
.....
Duly Authorised Signatory/Attorney

Billy Ngan
Manager, FOS

By: 
.....
Sujay Kumar
Sr, Manager, Deriv & Commodities

PART B – OTHER INFORMATION

- 48. LISTING** Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's International Securities Market with effect from or around the Issue Date.
- 49. RATINGS**
- Ratings: The Notes to be issued have not been rated.
- 50. OPERATIONAL INFORMATION**
- ISIN Code: XS2984218953
- Common Code: 298421895
- FISN: ANZ BKING GROUP/5.59 MTN 20350124
- CFI code: DTFXFB
- Legal Entity Identifier (LEI): JHE42UYNWWTJB8YTTU19
- Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- Delivery: Delivery against payment
- Names and addresses of additional Paying Agent(s) or other Agent(s) (if any): Not Applicable