Supplementary Prospectus
Dated 9 December 2024

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 supplementary prospectus (the **"Supplement"**) to the base prospectus of Australia and New Zealand Banking Group Limited (**"ANZBGL"**) dated 15 May 2024, as supplemented by the supplementary prospectuses dated 19 June 2024, 2 August 2024, 9 August 2024, 27 August 2024 and 8 November 2024 (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 update the section of the Base Prospectus entitled "*Australia and New Zealand Banking Group Limited and its subsidiaries*" with information pertaining to the appointment of a new Chief Executive Officer (“**CEO**”) and information pertaining to an announcement by APRA relating to the use of Additional Tier 1 capital.

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.

The sub-section entitled "Recent Developments " in the section entitled "Australia and New Zealand Banking Group Limited and its Subsidiaries" on page 244 of the Base Prospectus shall be supplemented by inserting the below at the end of the abovementioned section:

“***Nuno Matos to succeed Shayne Elliott as ANZ CEO***

The Board of ANZ Group announced on 9 December 2024 that Nuno Matos will become Chief Executive Officer on 3 July 2025, succeeding Shayne Elliott who is retiring from ANZ after nine years in the role.

Mr Matos will also be appointed to the boards of ANZ Group Holdings Limited and Australia and New Zealand Banking Group Limited as an Executive Director.

With more than 30 years' experience across retail, commercial and wholesale banking, Mr Matos, 57, was most recently CEO of Wealth and Personal Banking at HSBC where he was responsible for 87,000 employees serving approximately 40 million customers across 35 markets.

Mr Matos joined HSBC in 2015 from Santander where he was most recently Global Head of Consumer in its Retail and Commercial Division. At HSBC Mr Matos held senior roles including Chief Executive Officer of HSBC Bank plc and HSBC Europe, where he oversaw the transformation of its European business. He had previously also served as CEO Mexico, one of HSBC's largest markets, and Regional Head of Retail Banking in Latin America.

Mr Matos began his career as an analyst in the banking supervision department of Banco de Portugal. He has worked in many different markets including Hong Kong, the United Kingdom, the United States, Spain, France, Brazil, Mexico and Peru.

Additional Tier 1 capital as eligible bank capital

APRA confirmed on 9 December 2024 that it will phase out the use of Additional Tier 1 (AT1) capital instruments to simplify and improve the effectiveness of bank capital in a crisis.

As set out in the APRA announcement, under APRA's proposed approach, large, internationally active banks will be able to replace 1.5 per cent AT1 with 1.25 per cent Tier 2 and 0.25 percent Common Equity Tier 1 (CET1) capital.

APRA will continue to consult industry on consequential amendments to the prudential framework. APRA intends to finalise changes to prudential standards before the end of 2025, with the updated framework to come into effect from 1 January 2027."

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.