



Supplementary Prospectus Dated 2 August 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 prospectus dated 19 June 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:

- (a) update the section of the Base Prospectus entitled "*Australia and New Zealand Banking Group Limited and its subsidiaries*" with information regarding the completion of ANZBGL's acquisition of Suncorp Bank; and
- (b) update the section of the Base Prospectus entitled "*General Information*".

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.

Updating of the section entitled "Australia and New Zealand Banking Group Limited and its Subsidiaries"

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:

“ANZBGL completes acquisition of Suncorp Bank

On 31 July 2024, ANZBGL confirmed it has completed its acquisition of Suncorp Bank. Completion of the acquisition follows the commencement of Queensland legislation amending the Metway Merger Act on 31 July 2024, approval of the acquisition by the Federal Treasurer on 28 June 2024 and authorisation under Australia’s competition laws by the Australian Competition Tribunal on 20 February 2024.”

Updating of the section entitled "General Information"

The sub-section entitled "*Significant or Material Change*" in the section entitled "*General Information*" on page 388 of the Base Prospectus shall be deleted and replaced with the following:

"Save as disclosed on page 244 of the Base Prospectus under the heading "ANZBGL completes acquisition of Suncorp Bank", there has been no significant change in the financial position or in the financial performance of the Issuer or the ANZBGL Group since 31 March 2024 to the date of this Prospectus. There has been no material adverse change in the prospects of the Issuer since 30 September 2023.

There has been no significant change in the financial position or in the financial performance of the Covered Bond Guarantor or the Trust since 30 September 2023 to the date of this Prospectus. There has been no material adverse change in the prospects of the Covered Bond Guarantor or the Trust since 30 September 2023."

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.