



**Certificate of Approval of a Prospectus
pursuant to The Prospectus Regulations 2005**

To:

FINANZMARKTAUFSICHT (FMA) - FINANCIAL MARKET AUTHORITY (AUSTRIA)
COMMISSION BANCAIRE, FINANCIERE ET DES ASSURANCES (BELGIUM)
FINANSTILSYNET (DENMARK)
RAHOITUSTARKASTUS (FINLAND)
AUTORITE DES MARCHES FINANCIERS (FRANCE)
BUNDESANSTALT FUR FINANZDIENSTLEISTUNGSaufICHT (BAFIN) (GERMANY)
IRISH FINANCIAL SERVICES REGULATORY AUTHORITY (IRELAND)
COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
AUTORITEIT FINANCIERE MARKTEN (AFM) (THE NETHERLANDS)
FINANSINSPEKTIONEN (SWEDEN)

From:

The Financial Services Authority
25 The North Colonnade, Canary Wharf, London E14 5HS, United Kingdom

We hereby certify that the Base Prospectus detailed below has been drawn up in accordance with Directive 2003/71/EC or national law transposing the Directive and was approved by the FSA on 2 June 2010.

Name of Issuer: 1. Australia and New Zealand Banking Group Limited
2. ANZ National Bank Limited
3. ANZ National (Int'l) Limited

Registered Office/Seat: 1. State of Victoria, Australia
2. New Zealand
3. New Zealand

Type of Securities: US\$ 60,000,000,000
Euro Medium Term Note Programme

Guarantor (if any): ANZ National Bank Limited

Annexes: IV, V, VI, XI and XII

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information on the following grounds: **No omission**

Financial Services Authority
UK Listing Authority
Document approved

Date: ...03/06/2010.....

Signed: 1.....*S Patel*.....



Attachments:

1. Base Prospectus dated 2 June 2010
2. Danish Translation of the Summary
3. Dutch Translation of the Summary
4. French Translation of the Summary
5. German Translation of the Summary
6. Italian Translation of the Summary
7. Swedish Translation of the Summary