



**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 FINANZDIENSTLEISTUNGSAUFIGICHT (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 Supplementary 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 16th March 2011.

Name of Issuer: Australia and New Zealand Banking Group Limited

Registered Office/Seat: Australia

Type of Securities: U.S.\$60,000,000,000
Euro Medium Term Note Programme

Guarantor (if any): ANZ National Bank Limited

Annexes: N/A

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**

Attachments:

1. Supplementary Prospectus dated 16th March 2011

Financial Services Authority
 UK Listing Authority
 Document approved
 Date: 17th March 2011
 Signed: 1.....
 Signed: 2.....