



**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 FINANZDIENSTLEISTUNGS AUFSICHT (BAFIN) (GERMANY)
CENTRAL BANK OF IRELAND (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 Conduct 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 as amended by the Directive 2010/73/EU or national law transposing the Directive and was approved by the FCA on 16th May 2016

Name of Issuer:

**ANZ Bank New Zealand Limited
ANZ New Zealand (Int'l) Limited
Australia and New Zealand Banking Group Limited**

National Identifier Number: PRO02981

Registered Office/Seat:

**New Zealand
Australia**

**Financial Conduct Authority
Document Approved**

**Date: 16.5.16
Signed: P. Hulse**

Type of Securities:

US\$60,000,000,000 Euro Medium Term Note Programme

Guarantor (if any):

**ANZ Bank New Zealand Limited (for Notes issued
ANZ New Zealand (Int'l) Limited)**

Annexes:

**Annex 4, Annex 6, Annex 11, Annex 20(5), Annex 20(13),
Annex 21, Annex 22, Annex 30**

We have authorised, in accordance with Article 8 of Directive 2003/71/EC as amended by the Directive 2010/73/EU or national law transposing Directive 2003/71/EC as amended, the omission of the information on the following grounds: **No omission**