



**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 FÜR FINANZDIENSTLEISTUNGS-AUFSICHT (BAFIN) (GERMANY)
CENTRAL BANK OF IRELAND (IRELAND)
COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA (ITALY)
COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER (LUXEMBOURG)
AUTORITEIT FINANCIËLE 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 16/05/2017.

Name of Issuer: Australia and New Zealand Banking Group Limited
ANZ Bank New Zealand Limited
ANZ New Zealand (Int'l) Limited

Registered Office/Seat: Australia, New Zealand

National Identifier Number: PRO03492

Type of Securities: Base Prospectus relating to the US \$60,000,000,000 Euro
Medium Term Note Programme

Guarantor (if any): N/A

Annexes: IV, VI, XI, XX, XXI, XXII, XXX

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**

Attachments:

1. Base Prospectus dated 16th May 2017
2. Translation of Summary (Italian, Danish, Swedish, Dutch, French, German)

Financial Conduct Authority
Document Approved
Date: 18/5/17
Signed: [Signature]