



**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)
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)
KREDITTILSYNET (NORWAY)

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 17th May 2018.

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

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

Guarantor (if any): ANZ Bank New Zealand Limited

Annexes: 4,6,11,20,21,22

National Prospectus Identifier: PRO04245

Financial Conduct Authority
Document Approved
Date: 18.5.18
Signed: [Signature]

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 17th May 2018.