



20 November 2018

Notice under wholesale U.S.\$30,000,000,000 ANZ Global Covered Bond Programme

Attached is a copy of a notice sent via the U.S. Depository Trust Company to holders of the wholesale ASX listed USD 1,250,000,000 2.05 per cent Series 2015-1 Covered Bonds due 27 May 2020.

Yours faithfully

Simon Pordage
Company Secretary

Company Secretary's Office

ANZ Centre Melbourne, Level 9, 833 Collins St, Docklands, VIC 3008

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www.anz.com

[Australia and New Zealand Banking Group Limited ABN 11 005 357 522](#)

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THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF COVERED BONDHOLDERS. IF COVERED BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER

**IMPORTANT NOTICE TO THE HOLDERS OF
USD 1,250,000,000 2.05 PER CENT SERIES 2015-1 COVERED BONDS
DUE 27 May 2020
(ISIN: US05252EAD58, US05252FAD24)**

(the "Existing Covered Bonds")

**issued pursuant to
the Australia and New Zealand Banking Group Limited U.S.\$ 30,000,000,000 ANZ Global Covered
Bond Programme (the "Programme")**

NOTICE IS HEREBY GIVEN to the holders of the Existing Covered Bonds as follows:

19 November 2018.

1. We, Australia and New Zealand Banking Group Limited (the "**Issuer**") refer to the bond trust deed dated 14 November 2011 and made between the Issuer, Perpetual Corporate Trust Limited, as Covered Bond Guarantor, ANZ Capel Court Limited, as Trust Manager and DB Trustees (Hong Kong) Limited ("**Bond Trustee**") as amended and supplemented on 22 November 2012 and further amended and restated on 15 November 2013 and further amended and supplemented on 10 November 2014 and further amended and supplemented on 8 November 2016 and further amended and restated on 9 November 2018 ("**Bond Trust Deed**"). All words and expressions defined in the Bond Trust Deed or the Definitions Schedule (as defined in the Bond Trust Deed), as supplemented, amended or restated from time to time shall (save as otherwise provided herein or unless the context otherwise requires) have the same meanings in this notice.
2. In this notice:
 - (a) "**Effective Date**" means 9 November 2018; and
 - (b) "**Amending Deed**" means Amending Deed No. 6 dated 9 November 2018 between, among others, the Issuer, Perpetual Corporate Trust Limited, as Covered Bond Guarantor, ANZ Capel Court Limited, as Trust Manager and the Bond Trustee.
3. This notice is given to all Covered Bondholders in accordance with:
 - (a) clause 22.6 of the Security Trust Deed; and
 - (b) clause 21.1 of the Bond Trust Deed.

Amendments to Programme Documents

4. Clause 8.1(d) (*Termination events*) of the Account Bank Agreement is amended as set out in the Amending Deed. This amendment took effect on the Effective Date.

5. A new clause 23 (*Privacy*) is inserted into the Mortgage Sale Agreement and an amendment is made to paragraph 14 of Schedule 1 (*Representations and Warranties*) of the Mortgage Sale Agreement as set out in the Amending Deed. These amendments took effect on the Effective Date.
6. Clause 13 (*Use of data*) of the Servicing Deed is replaced with a new clause 13 (*Privacy*), clause 14.1(h) (*Covenants of the Servicer*) of the Servicing Deed is amended and references in the Servicing Deed to “Transaction Documents” are replaced with references to “Programme Documents” as set out in the Amending Deed. These amendments took effect on the Effective Date.
7. The definition of “Approved External Dispute Resolution Scheme” is amended and definitions of “Eligible Data Breach”, “Personal Information”, “Privacy Act”, “Privacy Commissioner”, “Privacy Laws” and “Reference Rate” inserted as set out in the Amending Deed. These amendments took effect on the Effective Date.
8. Copies of the Amending Deed are available during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), from the offices of the Covered Bond Paying Agent and the Issuer as set out below:

Covered Bond Paying Agent

Deutsche Bank AG, Hong Kong Branch
Level 52
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong

The Issuer

Australia and New Zealand Banking Group Limited
ANZ Centre Melbourne
Level 9, 833 Collins Street
Docklands VIC 3008
Australia

9. Any queries in relation to the matters set out in this notice should be directed to:

Head of Group Funding
Australia and New Zealand Banking Group Limited
ANZ Centre Melbourne
Level 9, 833 Collins Street
Docklands VIC 3008
Australia

Telephone: +61 3 8655 3860

Email: funding@anz.com

This notice is given by:

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

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