



**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 Supplementary 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 4th January 2017.

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

Registered Office/Seat: **New Zealand**

Type of Securities: **Supplementary Prospectus relating to the U.S.\$60,000,000,000
Euro Medium Term Note Programme**

Guarantor (if any):

Annexes: **N/A**

**National
Prospectus Identifier:** **SUP02770**

**Financial Conduct Authority
Document Approved**

Date: *5th January 2017*

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. **Supplementary Prospectus dated 4th January 2017.**