

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD
Form 6-K
June 17, 2004

FORM 6-K
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

Australia and New Zealand Banking Group Limited

(Translation of registrant's name into English)

Level 6, 100 Queen Street Melbourne Victoria Australia

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Australia and New Zealand
Banking Group Limited

(Registrant)

By:

/s/ John Priestley
Company Secretary
(Signature)*

Date 16 June 2004

* Print the name and title of the signing officer under his signature.

Company Announcements Platform

Australian Stock Exchange Limited

Level 10

20 Bond Street

SYDNEY NSW 2000

Australia and New Zealand Banking Group Limited Australian Dollar

Debt Issuance Programme

ANZ is today lodging with the Australian Stock Exchange the following documents relating to an Australian Dollar Debt Issuance Programme with effect from 21 May 2004:

Appendix 3B

Fixed & Floating Rate Pricing Supplements

Information Memorandum

Amended and restated Deed Poll.

These documents are being filed in four successive lodgements that will follow.

Yours sincerely,

John Priestley

Company Secretary

Appendix 3B

New issue announcement

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Australia and New Zealand Banking Group Limited

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

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1	+Class of +securities issued or to be issued	Up to an unlimited amount of Medium Term Notes and Transferable Certificates of Deposit
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	Fixed Rate A\$350,000,000 Floating Rate A\$380,000,000
3	Principal terms of the + securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	See Information Memorandum

+ See chapter 19 for defined terms.

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	New class of securities	
	If the additional securities do not rank equally, please state:		
	<ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 		
5	Issue price or consideration	Fixed Rate 99.958 Floating Rate 100.000	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	General corporate purposes	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 May 2004	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number Available on request	+Class

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Available on request	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/a	

Part 2 - Bonus issue or pro rata issue

- 11 Is security holder approval required?
 - 12 Is the issue renounceable or non-renounceable?
 - 13 Ratio in which the +securities will be offered
 - 14 +Class of +securities to which the offer relates
 - 15 +Record date to determine entitlements
 - 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?
 - 17 Policy for deciding entitlements in relation to fractions
 - 18 Names of countries in which the entity has +security holders who will not be sent new issue documents
- Note: Security holders must be told how their entitlements are to be dealt with.
- Cross reference: rule 7.7.
- 19 Closing date for receipt of acceptances or renunciations

+ See chapter 19 for defined terms.

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling feepayable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX s absolute discretion. ASX may quote the securities on any conditions it decides.

2 We warrant the following to ASX.

The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

There is no reason why those +securities should not be granted +quotation.

An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Date: 20 May 2004

Company secretary

Print name:

John Priestley

+ See chapter 19 for defined terms.

PRICING SUPPLEMENT

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

(Australian Business Number 11 005 357 522)

Australian Dollar

Debt Issuance Programme

Series No: 21

Tranche No: 1

AUD 350,000,000 6.50% Fixed Rate Subordinated Callable Notes
Issue Price: 99.958 per cent.

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

(Australian Business Number 11 005 357 522)

trading as ANZ Investment Bank

DEUTSCHE BANK AG

(Australian Business Number 13 064 165 162)

ROYAL BANK OF CANADA
(Australian Business Number 86 076 940 880)

UBS AG, AUSTRALIA BRANCH
(Australian Business Number 47 088 129 613)

Dealers

The date of this Pricing Supplement is 18 May 2004

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This document constitutes the Pricing Supplement relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 23 April 2004. This Pricing Supplement contains the final terms of the Securities and must be read in conjunction with the Information Memorandum.

1	Issuer:	Australia and New Zealand Banking Group Limited
2	(i) Series Number:	21
	(ii) Tranche Number:	1
	(if fungible with an existing Series, details of that Series, the number including the date on which the Securities become fungible)	Not applicable
3	Specified Currency:	Australian Dollars
4	Aggregate Nominal Amount:	\$350,000,000
5	(i) Issue Price:	99.958 per cent. of the Aggregate Nominal Amount
	(ii) Net proceeds:	\$ 349,853,000
6	Specified Denomination(s):	\$1,000
7	(i) Issue Date:	21 May 2004
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	21 May 2014
9	Interest Basis:	From Issue Date to 21 May 2009, Fixed Rate From 21 May 2009 to 21 May 2014, Floating Rate (Further particulars specified below)
10	Redemption/Payment Basis:	Redemption at Par
11	Change of Interest or Redemption/Payment Basis:	From 21 May 2009 the Securities will attract a Floating Rate of interest
12	Put/Call Options:	The Securities may be redeemed at the option of the Issuer in whole at par on any Interest Payment Date falling on or after 21 May 2009
13	Status of the Securities:	Subordinated Notes

14 Listing: Australian Stock Exchange

15 Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16 Fixed Rate Security Provisions Applicable

(i) Rate of Interest: 6.50 per cent. per annum payable semi-annually in arrears during the period commencing on the Issue Date and ending on 21 May 2009

(ii) Interest Payment Date(s): 21 May and 21 November in each year commencing 21 November 2004 up to 21 May 2009

(iii) Fixed Coupon Amount[(s)] \$32.50 per \$1,000 on each Interest Payment Date up to and including 21 May 2009

	(iv)	Broken Amount(s):	Not Applicable
	(v)	Business day Convention	Following Business Day Conversion
	(vi)	Day Count Fraction:	RBA Bond Basis
	(vii)	Other terms relating to the method of calculating interest for Fixed Rate Securities:	Not Applicable
	(viii)	Interest Determination Date	Not Applicable
17		Floating Rate Security Provisions	Applicable
	(i)	Interest Period(s)/Interest Payment Dates/Interest Period Date if not an Interest Payment Date:	3 months during the period commencing on 21 May 2009 and ending on 21 May 2014
	(ii)	Business Day Convention:	Modified Following Business Day Convention
	(iii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(iv)	Calculation Agent responsible for calculating the Rate(s) of Interest and Interest Amount(s):	ANZ Investment Bank
	(v)	Screen Rate Determination:	Applicable
		- Reference Rate:	3 month BBSW
		- Interest Determination Date(s):	The first day of each Interest Period
		- Relevant Screen Page:	Reuters screen page BBSW
	(vi)	Margin(s):	+ 0.91 per cent. per annum
	(vii)	Minimum Rate of Interest:	Not Applicable
	(viii)	Maximum Rate of Interest:	Not Applicable
	(ix)	Rate Multiplier	Not Applicable
	(x)	Day Count Fraction:	Actual/365
	(xi)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Securities, if	

different from those set out in the Conditions:

18	Zero Coupon Security Provisions	Not Applicable
19	Index-Linked Interest Security Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

21	Call Option	Applicable
	(i) Optional Redemption Date(s):	Any Interest Payment Date falling on or after 21 May 2009
	(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s):	Outstanding Nominal Amount
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable

	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period (if other than as set out in the Conditions):	As set out in the Conditions
22	Put Option	Not Applicable
23	Final Redemption Amount:	Outstanding Nominal Amount
24	Early Redemption Amount:	Outstanding Nominal Amount
	Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in the Conditions)	

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

25	Form of Securities:	Registered
26	Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates:	Not Applicable
27	Public Offer Test compliant	Yes
28	Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
29	Consolidation provisions:	Not Applicable
30	Governing law:	State of Victoria
31	Other terms or special conditions:	Not Applicable

DISTRIBUTION

32	If syndicated, names of Lead Managers and the Dealers:	ANZ Investment Bank (Lead Manager and Dealer) Deutsche Bank AG Royal Bank Of Canada UBS AG, Australia Branch (Dealers)
33	If non-syndicated, name of Dealer:	Not Applicable
34	Additional selling restrictions:	Not Applicable

OPERATIONAL INFORMATION

35	ISIN:	AUO000ANZHE8
36	Code	ANZHE (ASX Code)
37	Any clearing system(s) other than Austraclear and the relevant identification number(s):	Clearstream Euroclear

LISTING APPLICATION

This Pricing Supplement comprises the details required to list the Securities described herein pursuant to the Australian Dollar Debt Issuance programme as from 21 May2004.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: /s/ Mark Anwender
Duly Authorised Signatory

By: /s/ Ross Glasscock
Duly Authorised Signatory

PRICING SUPPLEMENT

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

(Australian Business Number 11 005 357 522)

**Australian Dollar
Debt Issuance Programme**

**Series No: 22
Tranche No: 1**

**AUD 380,000,000 Floating Rate Subordinated Callable Notes
Issue Price: 100 per cent.**

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

(Australian Business Number 11 005 357 522)

trading as ANZ Investment Bank

DEUTSCHE BANK AG
(Australian Business Number 13 064 165 162)

ROYAL BANK OF CANADA
(Australian Business Number 86 076 940 880)

UBS AG, AUSTRALIA BRANCH
(Australian Business Number 47 088 129 613)

Dealers

The date of this Pricing Supplement 18 May 2004

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1	Issuer:	Australia and New Zealand Banking Group Limited
2	(i) Series Number:	22
	(ii) Tranche Number:	1
	(if fungible with an existing Series, details of that Series, the number including the date on which the Securities become fungible)	Not applicable
3	Specified Currency:	Australian Dollars
4	Aggregate Nominal Amount:	\$380,000,000
5	(i) Issue Price:	100 per cent. of the Aggregate Nominal Amount
	(ii) Net proceeds:	\$380,000,000
6	Specified Denomination(s):	\$1,000
7	(i) Issue Date:	21 May 2004
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	21 May 2014
9	Interest Basis:	Floating Rate (Further particulars specified below)
10	Redemption/Payment Basis:	Redemption at Par
11	Change of Interest or Redemption/Payment Basis:	Not applicable
12	Put/Call Options:	The Securities may be redeemed at the option of the Issuer in whole at par on any Interest Payment Date falling on or after 21 May 2009
13	Status of the Securities:	Subordinated Notes
14	Listing :	Australian Stock Exchange

15 Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16 Fixed Rate Security Provisions Not Applicable

17 Floating Rate Security Provisions Applicable

(i) Interest 3 months
Period(s)/Interest Payment Dates/Interest Period Date
if not an Interest Payment Date:

(ii) Business Day Modified Following Business Day Convention
Convention:

(iii) Manner in which the Screen Rate Determination
Rate(s) of Interest is/are to be determined:

(iv)	Calculation Agent responsible for calculating the Rate(s) of Interest and Interest Amount(s):	ANZ Investment Bank
(v)	Screen Rate Determination:	Applicable
	- Reference Rate:	3 month BBSW
	- Interest Determination Date(s):	The first day of each Interest Period
	- Relevant Screen Page:	Reuters screen page BBSW
(vi)	Margin(s):	From the Issue Date to 21 May 2009: + 0.41 per cent, per annum From 21 May 2009 to 21 May 2014: + 0.91 per cent, per annum
(vii)	Minimum Rate of Interest:	Not Applicable
(viii)	Maximum Rate of Interest:	Not Applicable
(ix)	Rate Multiplier	Not Applicable
(x)	Day Count Fraction:	Actual/365
(xi)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Securities, if different from those set out in the Conditions:	

18 Zero Coupon Security Provisions Not Applicable

19 Index-Linked Interest Security Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

21 Call Option Applicable

(i) Optional Redemption Date(s): Any Interest Payment Date falling on or after 21 May 2009

(ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): Outstanding Nominal Amount

	(iii)	If redeemable in part:	
	(a)	Minimum Redemption Amount:	Not Applicable
	(b)	Maximum Redemption Amount:	Not Applicable
	(iv)	Notice period (if other than as set out in the Conditions):	As set out in the Conditions
22		Put Option	Not Applicable
23		Final Redemption Amount:	Outstanding Nominal Amount
24		Early Redemption Amount:	Outstanding Nominal Amount
		Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default and/or the method of calculating the same (if required or if different from that set out in the Conditions)	

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

25	Form of Securities:	Registered
26	Additional Financial Centre(s) or other special provisions relating to Interest Payment Dates:	Not Applicable
27	Public Offer Test compliant	Yes
28	Details relating to Instalment Notes, including Instalment Amount(s) and Instalment Date(s):	Not Applicable
29	Consolidation provisions:	Not Applicable
30	Governing law:	State of Victoria
31	Other terms or special conditions:	Not Applicable

DISTRIBUTION

32	If syndicated, names of Lead Managers and the Dealers:	ANZ Investment (Lead Manager and Dealer) Deutsche Bank AG Royal Bank Of Canada UBS AG, Australia Branch (Dealers)
33	If non-syndicated, name of Dealer:	Not Applicable
34	Additional selling restrictions:	Not Applicable

OPERATIONAL INFORMATION

35	ISIN:	AU00000ANZHF5
36	Code	ANZHF (ASX Code)
37	Any clearing system(s) other than Austraclear and the relevant identification number(s):	Clearstream Euroclear

LISTING APPLICATION

This Pricing Supplement comprises the details required to list the Securities described herein pursuant to the Australian Dollar Debt Issuance programme as from 21 May 2004.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: /s/ Mark Anwender
Duly Authorised Signatory

By: /s/ Ross Glasscock
Duly Authorised Signatory

3

INFORMATION MEMORANDUM

AUSTRALIA AND NEW ZEALAND

BANKING GROUP LIMITED

Australian Business Number 11 005 357 522

(Incorporated with limited liability in Australia)

AUSTRALIAN DOLLAR

DEBT ISSUANCE PROGRAMME

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for the Issue of Medium Term Notes, Subordinated Notes and Transferable Certificates of Deposit

Arranged by

ANZ INVESTMENT BANK

The date of this Information Memorandum is 23 April 2004

IMPORTANT NOTICE

*Australia and New Zealand Banking Group Limited (the **Issuer**) having made all reasonable enquiries confirms that this Information Memorandum (the **Information Memorandum**) contains or incorporates all of the information relating to the Issuer and its subsidiaries (together the **Group**) that is material in the context of the subscription for and issuance of Medium Term Notes and Subordinated Notes (together the **Notes**) and/or the making and acceptance of transferable deposits (the **Transferable Deposits**) and the issuance of Transferable Certificates of Deposit representing the relevant Transferable Deposits (the **Transferable Certificates of Deposit**) (together with the Notes, the **Securities**), the information contained in or incorporated by reference into this Information Memorandum is in every material respect true and accurate and not misleading, the opinions and intentions expressed in this Information Memorandum are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions, there are no other facts the omission of which would, in the context of the subscription for and issuance of Securities, make any statement in this Information Memorandum misleading in any material respect and all reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements. The Issuer accepts responsibility accordingly.*

*No person has been authorised to give any information or to make any representation other than those contained in this Information Memorandum in connection with the Group, the issue or sale of the Securities and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or the Arranger (each as defined below in the **Summary of Programme**). Neither the delivery of this Information Memorandum nor any offer, issue or sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Group since the date hereof or the date upon which this Information Memorandum has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer or the Group since the date hereof or the date upon which this Information Memorandum has been most recently amended or supplemented or that any other information supplied in connection with this Australian Dollar Debt Issuance Programme (the **Programme**) is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.*

The distribution of this Information Memorandum and the issuance, offering or sale of the Securities in certain jurisdictions may be restricted by law. Persons into whose possession this Information Memorandum or interests in or rights in respect of the Securities come are required by the Issuer, the Dealers and the Arranger to inform themselves about and to observe any such restrictions.

No action has been taken by the Issuer, the Arranger or the Dealers which would permit a public offering of any Securities or distribution of this Information Memorandum in any jurisdiction where action for that purpose is required.

*The Securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**). Subject to certain exceptions, the Securities may not be offered, sold or delivered within the United States or to U.S. persons. In addition, the Issuer has not authorised any offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995 (the **Regulations**) of Securities having a maturity of one year or more which have not been admitted to listing in accordance with Part VI of the Financial Services and Markets Act 2000. Securities may not lawfully be offered or sold to persons in the United Kingdom except in circumstances which do not result in an offer to the public in the United Kingdom within the meaning of the Regulations or otherwise in compliance with all applicable provisions of the Regulations. For a description of certain restrictions on acceptance, offers, issues and sales of the Securities and on distribution of this Information Memorandum, see **Subscription and Sale** .*

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This Information Memorandum does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Dealers or the Arranger to make or accept any Transferable Deposit or to subscribe for, purchase or acquire any Securities.

The Dealers and the Arranger have not separately verified the information contained in this Information Memorandum. None of the Dealers or the Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the

information in this Information Memorandum. Neither this Information Memorandum nor any document incorporated by reference herein is intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Dealers or the Arranger that any recipient of this Information Memorandum or any document incorporated by reference herein should make any Transferable Deposit or purchase or acquire any Securities. Each potential investor in or purchaser of Securities should determine for itself the financial condition and affairs of the Issuer and the relevance of the information contained in this Information Memorandum or the documents incorporated by reference and its purchase or acquisition of Securities or making of Transferable Deposits should be (and will be deemed as having been) based upon any such investigation as is necessary. None of the Dealers or the Arranger undertakes to review the financial condition or affairs of the Issuer during the life of the arrangements contemplated by this Information Memorandum nor to advise any investor or potential investor in the Securities of any information coming to the attention of any of the Dealers or the Arranger.

No advice is given in respect of the taxation treatment of potential investors or purchasers in connection with investment in any Securities and each investor or purchaser is advised to consult its own professional adviser.

Each Dealer, its subsidiaries, directors and employees may receive fees, brokerage and commissions and may act as principal in dealing in any Securities.

Under the Programme, the Issuer may from time to time issue Securities subject as set out herein. A summary of the terms and conditions of the Programme and the Securities appears below. The applicable terms of any Security will be agreed between the Issuer and the relevant Dealer prior to the issuance of the Securities and will be set out in the Conditions of the Securities incorporated by reference into the Securities, as modified and supplemented by the relevant Pricing Supplement (as defined below) in respect of such Securities.

In this Information Memorandum all references to the issue or issuance of Securities are to:

- (i) the issue of Transferable Certificates of Deposit by the Issuer in respect of Transferable Deposits made by investors and accepted by the Issuer; or*
- (ii) the issue of Notes by the Issuer; or*
- (iii) both as the context requires.*

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