



25 November 2015

Company Announcements
Australian Securities Exchange
Level 4
20 Bridge Street
Sydney NSW 2000

Appendix 3Y – Mr Michael Smith

The attached Appendix 3Y refers to the grant of deferred share rights to Mr Smith which form part of his 2015 short term incentive payment previously disclosed in ANZ's 2015 Annual Report lodged with the ASX on 9 November 2015.

In addition, 63,756 shares previously held in trust under the ANZ employee share plan have vested and have been transferred out of trust and into Mr Smith's name.

Yours faithfully

John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited

Company Secretary's Office
ANZ Centre Melbourne, Level 9, 833 Collins Street, Docklands Vic 3008
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Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Australia and New Zealand Banking Group Limited
ABN	11 005 357 522

We Australia and New Zealand Banking Group Limited give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mr Michael Roger Pearson Smith
Date of last notice	18 September 2015

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Ordinary Shares:

Direct or indirect interest	Direct – 567 Indirect – 1,002,033
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
<ul style="list-style-type: none"> • ANZEST Pty Ltd <ul style="list-style-type: none"> - ANZ Employee Share Acquisition Plan 	Ordinary shares 94,329
<ul style="list-style-type: none"> • Michael & Maria Smith Superannuation Fund Pty Ltd as trustee for Michael & Maria Smith Superannuation Fund 	Ordinary shares 118,392
<ul style="list-style-type: none"> • Michael & Maria Smith Pty Ltd as trustee for Michael & Maria Smith Family Trust 	Ordinary shares 789,312

+ See chapter 19 for defined terms.

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Date of change	i) & ii) 23 November 2015
No. of securities held prior to change	<u>1,002,600</u>
Class	Ordinary shares
Number acquired (direct)	i) Ordinary shares 63,756
Number disposed (indirect) <ul style="list-style-type: none"> • ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan 	ii) Ordinary shares 63,756
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	i) & ii) No consideration was paid in relation to this change.
No. of securities held after change Direct – Increased (by 63,756) Indirect – Decreased (by 63,756) Total of interest	64,323 938,277 <u>1,002,600</u>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	i) & ii) Ordinary shares previously held within ANZ's employee share plan trust which have vested (as well as DRP shares previously issued in connection with Mr Smith's employee share plan trust shares) and which have been transferred out of the trust and into Mr Smith's own name.

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 759,168 Indirect - Nil
Date of change	18 November 2015
No. of options held prior to change	759,168
Class	Options over unissued Ordinary shares
Number of options acquired (direct)	79,892
Number of options disposed (direct)	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	No amount was payable by Mr Smith
No. of options held after change Direct – Increased (by 79,892) Indirect - Unchanged	839,060 Nil
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	79,892 Deferred Share Rights (options) granted in accordance with the ANZ Employee Share Option Plan as part of short term incentive arrangements for 2014/2015 and exercisable in two tranches at a zero exercise price. The first tranche (38,736 options) is exercisable from 18 November 2016 and before the close of business on 17 November 2018 and the second tranche (41,156 options) is exercisable from 18 November 2017 and before the close of business on 17 November 2019.

Part 2 – Change of director's interests in contracts – Nil

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited
25 November 2015

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