Rule 3.19A.2

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	25 November 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 – 64,323
		Indirect – 938,277
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.		
ANZEST Pty Ltd ANZ Employee Share Acquisition Plan	Ordinary shares	30,573
Michael & Maria Smith Superannuation Fund Pty Ltd as trustee for Michael & Maria Smith Superannuation Fund	Ordinary shares	118,392
Michael & Maria Smith Pty Ltd as trustee for Michael & Maria Smith Family Trust	Ordinary shares	789,312

⁺ See chapter 19 for defined terms.

Date of change	16 December 2015
No. of securities held prior to change	<u>1,002,600</u>
Class	Ordinary shares
Number acquired (indirect) ANZEST Pty Ltd ANZ Employee Share Acquisition Plan	Ordinary shares 3,309
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	3,309 Ordinary Shares issued pursuant to the ANZ Dividend Reinvestment Plan ("DRP") at an issue price of \$27.08 per Share
No. of securities held after change	
Direct – Unchanged	64,323
Indirect – Increased (by 3,309)	941,586
Total of interest	<u>1,005,909</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	Ordinary Shares issued pursuant to DRP

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 839,060
	Indirect - Nil
Date of change	19 December 2015
No. of options held prior to change	839,060
Class	Options over unissued Ordinary shares
Number of options acquired	N/A
Number of options disposed (direct)	328,810
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No amount was payable by Mr Smith
No. of options held after change	
Direct – decreased (by 328,810)	510,250
Indirect - Unchanged	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	The Performance Rights granted to Mr Smith on 19 December 2012 lapsed on 19 December 2015 not having vested.

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⁺ See chapter 19 for defined terms.

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

Part 3 - +Closed period

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

John Priestley Company Secretary Australia and New Zealand Banking Group Limited 21 December 2015

⁺ See chapter 19 for defined terms.