

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	21 December 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 – 941,586
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 33,882
<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	21 December 2015
No. of securities held prior to change	<u>1,005,909</u>
Class	Ordinary shares
Number acquired (indirect) <ul style="list-style-type: none"> Michael & Maria Smith Pty Ltd as trustee for Michael & Maria Smith Family Trust 	Ordinary shares 64,323
Number disposed (direct)	Ordinary shares 64,323
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	64,323 ordinary shares transferred to Michael & Maria Smith Pty Ltd as trustee for Michael & Maria Smith Family Trust at a consideration of \$26.79 per share.
No. of securities held after change Direct – Decreased (by 64,323) Indirect – Increased (by 64,323) Total of interest	0 1,005,909 <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	Off-market transfer

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 510,250 Indirect - Nil
Date of change	N/A
No. of options held prior to change	510,250
Class	Options over unissued Ordinary shares
Number of options acquired	N/A
Number of options disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of options held after change Direct – Unchanged Indirect - Unchanged	510,250 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	N/A

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

+ See chapter 19 for defined terms.

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
24 December 2015

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