

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	Paula Jane Dwyer
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 – 0 Indirect – 10,567
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"> Happell Company Pty Ltd <Happell Super Fund A/C> 	Ordinary shares 10,567
Date of change	5 May 2016
No. of securities held prior to change	<u>10,567</u>
Class	Ordinary shares
Number acquired (indirect) <ul style="list-style-type: none"> Roble Pty Limited as trustee for Happell Family Trust 	Ordinary shares 4,433
Number disposed	Nil

+ See chapter 19 for defined terms.

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	4,433 Ordinary Shares acquired at an average price of \$25.34 per share
No. of securities held after change	
Direct – Unchanged	0
Indirect – Increased (by 4,433)	15,000
Total of interest	<u>15,000</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	On-market trade

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
 11 May 2016

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