

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Australia and New Zealand Banking Group Limited (the Company)	11 005 357 522

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Selective buy-back
2	⁺ Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Convertible preference shares issued by ANZ in December 2009 ("CPS ₂ ") (ANZPA)
3	Voting rights (eg, one for one)	No right to vote at general meetings of holders of ordinary shares except in limited circumstances. See clause 11.2 of the CPS ₂ terms, as amended effective as of 16 August 2016.
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	19,687,224
6	Whether shareholder/unitholder approval is required for buy-back	Shareholder approval was obtained at ANZ's annual general meeting on 17 December 2015

Appendix 3C Announcement of buy-back

7	Reason for buy-back	As part of the Company's capital management program
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)	See the notice of meeting for ANZ's 2015 annual general meeting and the ANZ Capital Notes 4 prospectus dated 16 August 2016.

On-market buy-back

9	Name of broker who will act on the company's behalf	N/A
10	Deleted 30/9/2001.	N/A
11	If the company/trust intends to buy back a maximum number of shares - that number Note: This requires a figure to be included, not a percentage.	N/A
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	N/A
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	N/A

Employee share scheme buy-back

⁺ See chapter 19 for defined terms.

Appendix 3C
Announcement of buy-back

14	Number of shares proposed to be bought back	N/A
15	Price to be offered for shares	N/A

Appendix 3C
Announcement of buy-back

Selective buy-back

16	Name of person or description of class of person whose shares are proposed to be bought back	Holders of CPS2
17	Number of shares proposed to be bought back	19,687,224
18	Price to be offered for shares	\$100 per CPS2

Equal access scheme

19	Percentage of shares proposed to be bought back	N/A
20	Total number of shares proposed to be bought back if all offers are accepted	N/A
21	Price to be offered for shares	N/A
22	+Record date for participation in offer <small>Cross reference: Appendix 7A, clause 9.</small>	N/A

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Date: 16 August 2016
(Company secretary)

+ See chapter 19 for defined terms.

Print name: Simon Pordage

⁺ See chapter 19 for defined terms.