

# 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 Ian John Macfarlane
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.

Direct or indirect interest	Direct - Nil Indirect - 18,183 Ordinary Shares Indirect - 1,000 CPS2 Indirect - 1,000 CPS3 Indirect - 1,500 ANZ Capital Notes 1								
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>									
<ul style="list-style-type: none"> <li>• Salignac Pty Ltd &lt;BH Macfarlane Super Fund A/C&gt;</li> <li>• Salignac Pty Ltd &lt;BH Macfarlane Super Fund A/C&gt;</li> <li>• Salignac Pty Ltd &lt;BH Macfarlane Super Fund A/C&gt;</li> <li>• Salignac Pty Ltd &lt;BH Macfarlane Super Fund A/C&gt;</li> </ul>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Ordinary Shares</td> <td style="text-align: right;"><u>18,183</u></td> </tr> <tr> <td>CPS2</td> <td style="text-align: right;"><u>1,000</u></td> </tr> <tr> <td>CPS3</td> <td style="text-align: right;"><u>1,000</u></td> </tr> <tr> <td>ANZ Capital Notes 1</td> <td style="text-align: right;"><u>1,500</u></td> </tr> </table>	Ordinary Shares	<u>18,183</u>	CPS2	<u>1,000</u>	CPS3	<u>1,000</u>	ANZ Capital Notes 1	<u>1,500</u>
Ordinary Shares	<u>18,183</u>								
CPS2	<u>1,000</u>								
CPS3	<u>1,000</u>								
ANZ Capital Notes 1	<u>1,500</u>								
Date of change	27 September 2016								

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<b>18,183 Ordinary Shares</b> <b>1,000 CPS2</b> <b>1,000 CPS3</b> <b>1,500 ANZ Capital Notes 1</b>
Class	(i) ANZ Capital Notes 4 issued on 27 September 2016 (ii) CPS2
Number acquired (indirect) • Salignac Pty Ltd <BH Macfarlane Super Fund A/C>	(i) ANZ Capital Notes 4                      1,000
Number disposed (indirect) • Salignac Pty Ltd <BH Macfarlane Super Fund A/C>	(ii) CPS2    1,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	(i) 1,000 ANZ Capital Notes 4 acquired at an issue price of \$100 per ANZ Capital Notes 4 pursuant to the ANZ Capital Notes 4 Offer ("the Offer") announced to the ASX on 16 August 2016 (ii) 1,000 CPS2 sold for \$100 each with the proceeds used to apply for ANZ Capital Notes 4 under the Offer

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<b>No. of securities held after change</b>	
<u>Ordinary Shares</u>	
Direct – Unchanged	Ordinary Shares Nil
Indirect – Unchanged	Ordinary Shares 18,183
Total of interest	<b><u>18,183</u></b>
<u>CPS2</u>	
Direct – Unchanged	CPS2 Nil
Indirect – Decreased (by 1,000)	CPS2 Nil
Total of interest	<b><u>Nil</u></b>
<u>CPS3</u>	
Direct – Unchanged	CPS3 Nil
Indirect – Unchanged	CPS3 1,000
Total of interest	<b><u>1,000</u></b>
<u>ANZ Capital Notes 1</u>	
Direct – Unchanged	ANZ Capital Notes 1 Nil
Indirect – Unchanged	ANZ Capital Notes 1 1,500
Total of interest	<b><u>1,500</u></b>
<u>ANZ Capital Notes 4</u>	
Direct – Unchanged	ANZ Capital Notes 4 Nil
Indirect – Increased (by 1,000)	ANZ Capital Notes 4 1,000
Total of interest	<b><u>1,000</u></b>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	1,000 CPS2 reinvested into 1,000 ANZ Capital Notes 4 pursuant to the Offer

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?	Refer note below
If so, was prior written clearance provided to allow the trade to proceed during this period?	Refer note below
If prior written clearance was provided, on what date was this provided?	Refer note below

Note:

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The ANZ Capital Notes 4 Prospectus confirmed that ANZ Directors and their associates were permitted to acquire ANZ Capital Notes 4 pursuant to the Offer. This was the subject of a waiver from the ASX which permitted ANZ Directors and their associates to acquire ANZ Capital Notes 4 under the Offer subject to a maximum aggregate limit of 0.20% of the total number of ANZ Capital Notes 4 issued. A closed period commenced on 1 September 2016 and the relevant ANZ Capital Notes 4 were issued to applicants under the Offer on 27 September 2016 (i.e. during the closed period).

Prior written clearance was provided under the Trading in ANZ Securities Policy on 11 August 2016 to permit ANZ Directors (and their associates) to divest CPS2 and apply for and acquire ANZ Capital Notes 4 under the Offer. The number of ANZ Capital Notes 4 acquired by ANZ Directors (and their associates) under the Offer was less than 0.20% of the total number of Notes issued.

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Simon Pordage  
Company Secretary  
Australia and New Zealand Banking Group Limited  
29 September 2016

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