

# Appendix 3D

## Changes relating to 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 <b>Company</b> )	11 005 357 522

We (the entity) give ASX the following information.

1 Date that an Appendix 3C or the last Appendix 3D was given to ASX	15 January 2018
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### Information about the change

*Complete each item for which there has been a change and items 9 and 10.*

	<b>Column 1</b> (Details announced to market in Appendix 3C or last Appendix 3D)	<b>Column 2</b> (Details of change to buy-back proposals)
<b>On-market buy-back</b>		
2 Name of broker who will act on the company's behalf		
3 Deleted 30/9/2001.		
4 If the company/trust intends to buy back a maximum number of shares/units – that number  <small>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</small>	No specific number of shares, but the number of shares required to achieve up to A\$1,500,000,000 in value.	No specific number of shares, but the number of shares required to achieve up to A\$3,000,000,000 in value.

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3D**  
**Changes relating to buy-back**

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<p>5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back</p>	<p>N/A</p>	<p>No specific number of shares, but the number of shares required to achieve up to A\$1,560,139,340</p>
<p>6 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</p>		
<p>7 If the company/trust intends to buy back shares/units if conditions are met – those conditions</p>		

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<sup>†</sup> See chapter 19 for defined terms.

**All buy-backs**

8 Any other change

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9 Reason for change

Increased capital available following receipt of reinsurance proceeds in connection with the Company's sale of its Australian life insurance business.
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10 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (*eg, details of any proposed takeover bid*)

N/A
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<sup>+</sup> See chapter 19 for defined terms.

## 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: .....  
(Company secretary)

Date: 22 June 2018

Print name: Simon Pordage

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<sup>†</sup> See chapter 19 for defined terms.