

**Notice given in accordance with Corporations Act Subsection 259C(2) Exemption**

To  
 Company Announcements  
 Australian Securities Exchange  
 Level 4  
 20 Bridge Street  
 SYDNEY NSW 2000

1. **Name of Company** Australia and New Zealand Banking Group Limited ABN 11 005 357 522 ("ANZ") gives notice of the aggregated percentage of voting shares in ANZ, in respect of which its associated entities have the power to control voting or disposal, in accordance with the terms of an exemption granted by the Australian Securities and Investments Commission pursuant to subsection 259C(2) of the Corporations Act.

Date of present notice: 10 May 2012

The previous notice was given to the ASX on: 26 April 2012

The previous notice was dated: 26 April 2012

2. **Issued Share Capital** 2,679,634,369 fully paid Ordinary Shares in the capital of ANZ have been issued as at 09 May 2012.

3. **Previous and present aggregated % of Voting Shares** The aggregated number and percentage of shares in each class of voting shares in ANZ in respect of which its controlled entities have power to control voting or disposal, when last required, and when now required, to give a notice to the ASX are:

Class of Shares	Previous Notice		Present Notice	
	Total Number	% of Total Shares	Total Number	% of Total Shares
Ordinary Fully Paid	26,572,320	0.99%	26,458,633	0.99%

4. **Details of Controlled Entity Holdings** The following controlled entities are the holders in the Voting Shares referred to in paragraph 3 above.

Registered Holder	Controlled Entity entitled to be registered	Number of Shares	% of Total Shares
ANZ Trustees as trustee for various estates and trusts;	ANZ Trustees as trustee for various estates and trusts	688,735	0.03%
ANZ Trustees and various co trustees as co trustees for various estates and trusts;	ANZ Trustees and various co trustees as co trustees for various estates and trusts	808,290	0.03%
ANZ Trustees as trustee for various internal common funds;	ANZ Trustees as trustee for various internal common funds	1,848,799	0.07%
ANZ Trustees as manager for various private clients.	ANZ Trustees as manager for various private clients	1,083,891	0.04%
ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan	423,826	0.02%
JP Morgan	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	119,887	0.00%
OnePath Nominees / Reserve Bank of NZ	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	34,708	0.00%

Registered Holder	Controlled Entity entitled to be registered	Number of Shares	% of Total Shares
Trustees Executors (TEA)	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	20,942	0.00%
Citi Group / Reserve Bank of NZ	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	401,186	0.01%
Citi Group / OnePath Australia	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	405,857	0.02%
Reserve Bank of NZ	OnePath (NZ) Limited on behalf of various investment funds and client portfolios	25,819	0.00%
Private Nominees Limited	Private Nominees Limited as trustee for various private clients	451,423	0.02%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	43,203	0.00%
ANZ Nominees Limited	OnePath Funds Management Ltd as responsible entity for ANZ Australian Industrial Equities Fund	1,690,063	0.06%
ANZ Nominees Limited	OnePath Funds Management Ltd as responsible entity for ANZ Select Leaders Pool	1,020,584	0.04%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for Tax Effective Income Trust	1,519,629	0.06%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OnePath Sustainable Investments - Wholesale Australian Share Trust	75,980	0.00%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for Blue Chip Pool	2,307,696	0.09%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OnePath Australian Shares Index Pool	2,065,758	0.08%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity OnePath Australian Shares - Imputation Index Pool	696,553	0.03%
UBS Nominees Pty Limited	OnePath Funds Management Ltd as responsible entity for OPTIMIX AUD EQU - FORTIS 130/30 (OPSFTE)	1,330,818	0.05%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OPTIMIX - ORION (OPSORE)	4,071,516	0.15%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OPTIMIX AUST EQUITIES - AUSBIL (OPSAUE)	716,876	0.03%

Registered Holder	Controlled Entity entitled to be registered	Number of Shares	% of Total Shares
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OPTIMAX AUST EQUITIES - TYNDALL (OPSTYE)	2,297,724	0.09%
JP Morgan Chase Bank	OnePath Funds Management Ltd as responsible entity for OPTIMIX AUST SHRS HYPERION (OPSHPE)	1,165,448	0.04%
HSBC Custody Nominees ACF OASIS	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	249,737	0.01%
OnePath Custodian Pty Ltd	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	538,849	0.02%
ANZ Nominees Limited	FSP Funds Management Ltd as responsible entity for FSP AUSTRALIAN EQUITIES LEADERS FUND	195,636	0.00%
ANZ Nominees Limited	FSP Equities Management Ltd as responsible entity for FSP EQUITY LEADERS FUND	159,200	0.00%
<b>Aggregation</b>		26,458,633	0.99%

5. Changes in Voting Shares	Particulars of change in voting shares in ANZ in respect of which its controlled entities are or were entitled since ANZ was last required to give a notice to the ASX are:
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Date of Change	Controlled Entity entitled whose shareholding changed	Nature of Change	Consideration given in relation to change	Class of Share	Number of Shares
26/04/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	1,126
26/04/2012	Private Nominees Limited as trustee for various private clients	Transfer in	47,322.30	Ordinary fully paid	2,031
26/04/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	16,996.54	Ordinary fully paid	714

26/04/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	20,790.10	Ordinary fully paid	870
27/04/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	73
27/04/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	3,211.79	Ordinary fully paid	105
27/04/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	6,117.70	Ordinary fully paid	200
27/04/2012	Private Nominees Limited as trustee for various private clients	Transfer out	4,954.38	Ordinary fully paid	-213
27/04/2012	Private Nominees Limited as trustee for various private clients	Transfer out	3,721.60	Ordinary fully paid	-160
27/04/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-744
27/04/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-1,066
27/04/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-2,570

27/04/2012	OnePath Funds Management Ltd as responsible entity for OPTIMAX AUST EQUITIES - TYNDALL (OPSTYE)	On-market sale	523,462.36	Ordinary fully paid	-22,088
27/04/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	30,948.10	Ordinary fully paid	1,299
27/04/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	12,526.77	Ordinary fully paid	525
27/04/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market sale	23,549.90	Ordinary fully paid	-990
27/04/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	9,079.70	Ordinary fully paid	380
27/04/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	23,520.00	Ordinary fully paid	1,000
30/04/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	-3,259
30/04/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-1,760

30/04/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-1,840
30/04/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-744
30/04/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-2,570
30/04/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-744
30/04/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-744
30/04/2012	ANZ Banking Group Limited	On-market client forced sell in connection with margin lending business (ANZ acquiring interest in stock)	Nil	Ordinary fully paid	8
30/04/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	1,0032.10	Ordinary fully paid	420
30/04/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	6,964.61	Ordinary fully paid	293
01/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	5,858.41	Ordinary fully paid	190

01/05/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market purchase	15,790.63	Ordinary fully paid	658
01/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	29,976.47	Ordinary fully paid	1,250
01/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market sale	4,062.96	Ordinary fully paid	-171
02/05/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	-3,470
02/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	3,050.68	Ordinary fully paid	100
02/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	5,958.74	Ordinary fully paid	250
02/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	4,077.55	Ordinary fully paid	170
02/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	9,152.04	Ordinary fully paid	300

02/05/2012	Private Nominees Limited as trustee for various private clients	Transfer out	6,813.16	Ordinary fully paid	-284
02/05/2012	ANZ Trustees as trustee for various estates and trusts	Transfer out in terms of will	Nil	Ordinary fully paid	-1,283
02/05/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market purchase	42,044.67	Ordinary fully paid	1,766
02/05/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	7,168.85	Ordinary fully paid	300
02/05/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	29,972.81	Ordinary fully paid	1,253
02/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	19,031.76	Ordinary fully paid	801
03/05/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	-10,728
03/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	20,208.76	Ordinary fully paid	658



03/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	8,445.91	Ordinary fully paid	275
03/05/2012	ANZ Trustees as manager for various private clients	On-market purchase	29,973.82	Ordinary fully paid	1,266
03/05/2012	ANZ Trustees as manager for various private clients	On-market purchase	48,796.24	Ordinary fully paid	2,061
03/05/2012	ANZ Trustees as manager for various private clients	Off-market transfer out	Nil	Ordinary fully paid	-42,582
03/05/2012	ANZ Banking Group Limited	Settlement of shares forced sold	Nil	Ordinary fully paid	-8
03/05/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market purchase	30,671.20	Ordinary fully paid	1,297
03/05/2012	OnePath Funds Management Ltd as responsible entity for OPTIMIX AUD EQU - FORTIS 130/30 (OPSFTE)	On-market sale	97,103.01	Ordinary fully paid	-4,115
03/05/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	6,041.54	Ordinary fully paid	254
03/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	82,345.50	Ordinary fully paid	3,786

03/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	48,785.25	Ordinary fully paid	2,243
04/05/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	-18,633
04/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market sale	1,652.55	Ordinary fully paid	-69
04/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	7,483.83	Ordinary fully paid	313
04/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	35,940.00	Ordinary fully paid	1,500
04/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	11,990.00	Ordinary fully paid	500
04/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market sale	24,555.52	Ordinary fully paid	-1,024

04/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market sale	11,572.68	Ordinary fully paid	-483
07/05/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	-6,311
07/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	63,400.76	Ordinary fully paid	2,073
07/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	3,027.82	Ordinary fully paid	99
07/05/2012	Private Nominees Limited as trustee for various private clients	On-market sale	4,010.18	Ordinary fully paid	-134
07/05/2012	ANZ Trustees as manager for various private clients	On-market sale	291,623.03	Ordinary fully paid	-12,617
07/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	25,288.77	Ordinary fully paid	1,063

08/05/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	238
08/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	5,079.99	Ordinary fully paid	167
08/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	5,019.16	Ordinary fully paid	165
08/05/2012	Private Nominees Limited as trustee for various private clients	On-market purchase	6,269.76	Ordinary fully paid	207
08/05/2012	ANZ Trustees as trustee for various estates and trusts	On-market sale	23,905.14	Ordinary fully paid	-1,038
08/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	591.00	Ordinary fully paid	25
08/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	591.25	Ordinary fully paid	25
08/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market sale	23,710	Ordinary fully paid	-1,000

09/05/2012	ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "plan")	The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and/or shares being allocated under the Plan	Not applicable	Not applicable	-121
09/05/2012	OnePath Funds Management Ltd as responsible entity for ING Wholesale Protected Aus 50 Trust	On-market sale	122,079.54	Ordinary fully paid	-5,282
09/05/2012	Oasis Fund Management Limited as responsible entity for Oasis Asset Management Ltd	On-market purchase	10,006.74	Ordinary fully paid	426
09/05/2012	OnePath Custodian Pty Ltd as responsible entity for Portfolio One	On-market purchase	10,041.25	Ordinary fully paid	435

<b>Addresses</b>	The addresses of entities named in this form are as follows:
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<b>Name</b>	<b>Address</b>
ANZ	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
ANZ Trustees Limited	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
ANZ Nominees Limited	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
ANZEST Pty Ltd	Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008
OnePath Australia Limited	Level 13, 347 Kent Street, Sydney NSW 2000
OnePath Funds Management Ltd	Level 13, 347 Kent Street, Sydney NSW 2000
OnePath Life Limited	Level 13, 347 Kent Street, Sydney NSW 2000
OnePath Custodian Pty Ltd	Level 13, 347 Kent Street, Sydney NSW 2000

OnePath Investment Management Ltd	Level 21, 83 Clarence Street Sydney NSW 2000
Oasis Fund Management Ltd	Level 14, 347 Kent Street, Sydney NSW 2000
FSP Portfolio Administration Ltd	Level 34 Australia Square 264-278 George Street, Sydney NSW 2000
OnePath (NZ) Limited	ASB Bank Centre, 135 Albert Street, PO Box 7149 Auckland, New Zealand
OnePath Nominees Ltd	ASB Bank Centre, 135 Albert Street, PO Box 7149 Auckland, New Zealand
JP Morgan	Level 35, 259 George Street, Sydney NSW 2000
Private Nominees Limited	Level 14, ANZ Tower, 215-229 Lambton Quay, Wellington, New Zealand
UBS Nominees Pty Limited	Level 16 Chifley Tower 2 Chifley Sq Sydney
Reserve Bank of New Zealand	2 The Terrace, PO Box 2498, Wellington 6011, New Zealand
Trustees Executors Limited	Level 5, 10 Customhouse Quay, PO Box 10-519, Wellington, New Zealand
Citi Group	Level 16, 120 Collins Street, Melbourne Vic 3000
Reserve Bank of NZ	2 The Terrace, PO Box 2498 Wellington 6011, New Zealand

print name John Priestley

Capacity Company Secretary

Sign here \_\_\_\_\_

Date 10 May 2012