Rule 3.19A.2

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	Alison Mary Watkins
Date of last notice	24 August 2012

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 – 4,461
	Indirect – 15,000
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
RJ & AM Watkins Superannuation Fund Pty Ltd as trustee for the RJ & AM Watkins Superannuation Fund	Ordinary Shares 15,000
Date of change	24 August 2012
No. of securities held prior to change	19,461
Class	Ordinary Shares
Number acquired (indirect) • RJ & AM Watkins Superannuation Fund Pty Ltd as trustee for the RJ & AM Watkins Superannuation Fund	All direct holdings transferred into the name of RJ & AM Watkins Superannuation Fund Pty Ltd as trustee for the RJ & AM Watkins Superannuation Fund

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Number disposed (direct)	Refer to above
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Shares transferred at \$24.91 per Ordinary Share
No. of securities held after change	
Direct (decreased 4,461)	0
Indirect (increased 4,461)	19,461
Total of interest	<u>19,461</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	See details above

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	No
clearance was required?	
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

John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited
31 August 2012

Appendix 3Y Page 2 01/01/2011

⁺ See chapter 19 for defined terms.