

16 November 2012

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

Appendix 3Y - Mr Michael Smith

The attached Appendix 3Y refers to the grant of deferred shares to Mr Smith which form part of his 2012 short term incentive (STI) payment which is disclosed in ANZ's 2012 Annual Report as lodged today with the Australian Securities Exchange.

Yours faithfully

John Priestley Company Secretary Australia and New Zealand Banking Group Limited

ANZ Centre Melbourne, Level 9, 833 Collins Street, Docklands Vic 3008 GPO Box 254, MELBOURNE VIC 3001 AUSTRALIA www.anz.com

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	Mr Michael Roger Pearson Smith
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.

Ordinary Shares:

Direct or indirect interest		
Direct of indirect interest		Direct - 1,042,590
		Indirect – 129,780
Nature of indirect interest		·
(including registered holder)		
Note: Provide details of the circumstances giving rise to the relevant interest.		
ANZEST Pty Ltd		
- ANZ Employee Share Acquisition	Ordinary shares	129,780
Plan	J	,
Date of change	12 November 2012	
No. of securities held prior to change		<u>1,172,370</u>
Class	Ordinary shares	
North and a sector of Conflored		
Number acquired (indirect)		
ANZEST Pty Ltd		
 ANZ Employee Share Acquisition 	Ordinary shares	72,668
Plan	_	
Number disposed of		N/A
		, in the second

⁺ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No amount is payable by Mr Smith in relation to these ordinary shares.
No. of securities held after change	
Direct – Unchanged	1,042,590
Indirect – Increased (by 72,668)	202,448
Total of interest	<u>1,245,038</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	Shares granted in accordance with the ANZ Employee Share Acquisition Plan as part of short term incentive arrangements for 2011/2012. Shares are to be restricted and held in trust pursuant to the rules of the Plan, with 36,334 shares to be restricted for 1 year to 12 November 2013 and 36,334 shares to be restricted for 2 years to 12 November 2014.

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 840,230
	Indirect - Nil
Date of change	N/A
No. of securities held prior to change	840,230
Class	N/A
Number acquired	N/A
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	
Direct – Unchanged	840,230
Indirect - Unchanged	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	N/A

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?	No
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

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John Priestley Company Secretary Australia and New Zealand Banking Group Limited 16 November 2012

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