

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Australia and New Zealand Banking Group Limited (ANZ)

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	ANZ Capital Notes
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	11,200,000 ANZ Capital Notes
3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	<p>Refer to the ANZ Capital Notes replacement prospectus lodged with ASIC and ASX on 10 July 2013 ("Prospectus") (in particular, Section 1 "Investment overview", Section 2 "About ANZ Capital Notes" and the Note Terms in Appendix A).</p> <p>Capitalised terms in this Appendix 3B have the meaning set out in the Prospectus.</p> <p>ANZ Capital Notes are fully paid, convertible, redeemable and transferable,</p>

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non-cumulative, perpetual, unsecured, subordinated notes of ANZ.

On the first to occur of 1 September 2023 (if the Mandatory Conversion Conditions are satisfied on that date) and the first Distribution Payment Date after that date on which the Mandatory Conversion Conditions are satisfied, ANZ must Convert all of the ANZ Capital Notes then on issue into Ordinary Shares.

ANZ may elect to Exchange all or some ANZ Capital Notes on issue on 1 September 2021, where a Tax Event occurs, or where a Regulatory Event occurs. Exchange in these circumstances is subject to APRA's prior written approval and certain conditions as described in Section 2.3 of the Prospectus.

ANZ must Convert all (but not some only) ANZ Capital Notes on the occurrence of a Change of Control Event. Conditions may apply to any Conversion following a Change of Control Event. Details are set out in Section 2.4 of the Prospectus.

ANZ may be required to Convert a number of ANZ Capital Notes into Ordinary Shares following the occurrence of a Trigger Event (which comprises a Common Equity Capital Trigger Event or a Non-Viability Trigger Event). If the ANZ Capital Notes cannot be Converted at that time they will be Written Off, which means that all rights in relation to those ANZ Capital Notes will be terminated.

Holders of ANZ Capital Notes do not have any right to vote at meetings of members of ANZ. Holders have certain voting rights which can be exercised at a meeting of Holders.

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>In a winding-up of ANZ, Notes rank ahead of Ordinary Shares, equally among themselves, equally with Equal Ranking Instruments, and behind all Senior Creditors of ANZ, including depositors.</p> <p>Holders' rights in relation to ANZ Capital Notes may be terminated where Conversion is not possible following a Trigger Event.</p> <p>For more information in relation to the ranking of ANZ Capital Notes refer to Table 2 in Section 1.1 of the Prospectus.</p>
5	Issue price or consideration	\$100 per ANZ Capital Note
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds from the Offer of ANZ Capital Notes will be used for general corporate purposes.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Not applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable

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6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of ⁺ securities issued under an exception in rule 7.2	Not applicable
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable
7	⁺ Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	7 August 2013

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	Number	⁺ Class
8 Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)		
	2,743,569,323	Fully paid ordinary shares
	10,812,124	Fully paid Convertible Preference Shares issued in 2008 (CPS ₁)
	19,687,224	Fully paid Convertible Preference Shares issued in 2009 (CPS ₂)
	13,400,000	Fully paid Convertible Preference Shares issued in 2011 (CPS ₃)
	15,086,520	ANZ Subordinated Notes
	11,200,000	ANZ Capital Notes

AUD96,380,000 Floating Rate TCD due January 2014
AUD1,048,846,000 5.25% TCD due January 2014
AUD1,700,000,000 Floating Rate TCD due February 2014
AUD600,000,000 6.25% TCD due February 2014
AUD2,500,000,000 Floating Rate TCD due November 2014
AUD1,375,000,000 6.75% TCD due November 2014
USD1,500,000,000 1.00% Covered Bond due October 2015
USD750,000,000 Floating Rate Covered Bond due October 2015

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AUD1,000,000,000 Floating Rate TCD due
October 2015

AUD1,450,000,000 Floating Rate TCD due May
2016

AUD775,000,000 6.75% TCD due May 2016

+ See chapter 19 for defined terms.

	Number	⁺ Class
9	4,949,701	Options on issue
	750,000	2003 Redeemable Preference Shares (Series 2)
	500,000	December 2004 Euro Preference Shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
	<p>Subject to the Payment Conditions, Distributions are payable half-yearly in arrears on the Distribution Payment Dates. The first Distribution Payment Date is 3 March 2014 (as Saturday, 1 March 2014 is not a Business Day and, in accordance with the Note Terms, the first Distribution Payment Date is therefore the next day which is a Business Day, namely Monday 3 March 2014).</p> <p>The payment of each distribution is subject to ANZ's absolute discretion and no Payment Condition existing in respect of the relevant Distribution Payment Date.</p> <p>A Payment Condition will exist where:</p> <ul style="list-style-type: none"> • the payment of Distributions will result in ANZ (on a Level 1 basis) or the Group (on a Level 2 basis or, if applicable, a Level 3 basis) not complying with APRA's then current capital adequacy requirements; • the payment of Distributions would result in ANZ becoming, or being likely to become, insolvent for the purposes of the Corporations Act; or • APRA objects to the payment of the Distribution. <p>All payments are subject to applicable law.</p>	

Part 2 - Pro rata issue

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11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the [†] securities will be offered	Not applicable
14	[†] Class of [†] securities to which the offer relates	Not applicable
15	[†] Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable

[†] See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

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32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	^{+Issue date}	Not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ^{+securities}
(tick one)

(a) ^{+Securities described in Part 1}

(b) All other ^{+securities}

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ^{+securities} are ^{+equity securities}, the names of the 20 largest holders of the additional ^{+securities}, and the number and percentage of additional ^{+securities} held by those holders

36 If the ^{+securities} are ^{+equity securities}, a distribution schedule of the additional ^{+securities} setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ^{+securities}

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Entities that have ticked box 34(b)

38	Number of ^{+securities} for which ^{+quotation} is sought	Not applicable				
39	^{+Class} of ^{+securities} for which quotation is sought	Not applicable				
40	Do the ^{+securities} rank equally in all respects from the ^{+issue date} with an existing ^{+class} of quoted ^{+securities} ? If the additional ^{+securities} do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not applicable				
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another ^{+security} , clearly identify that other ^{+security})	Not applicable				
42	Number and ^{+class} of all ^{+securities} quoted on ASX (including the ^{+securities} in clause 38)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: center;">Number</th> <th style="text-align: center;">^{+Class}</th> </tr> </thead> <tbody> <tr> <td>Not applicable</td> <td></td> </tr> </tbody> </table>	Number	^{+Class}	Not applicable	
Number	^{+Class}					
Not applicable						

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Quotation agreement

- 1 ^{+Quotation of our additional} securities is in ASX's absolute discretion. ASX may quote the ^{+securities} on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the ^{+securities} to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ^{+securities} should not be granted ^{+quotation}.
 - An offer of the ^{+securities} for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- 3 Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ^{+securities} to be quoted and that no-one has any right to return any ^{+securities} to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ^{+securities} be quoted.
 - If we are a trust, we warrant that no person has the right to return the ^{+securities} to be quoted under section 1019B of the Corporations Act at the time that we request that the ^{+securities} be quoted.
- 4 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 5 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ^{+quotation} of the ^{+securities} begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 07 August 2013
Company Secretary

Print name: John Priestley.....

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