

21 December 2012

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

Appendix 3Y - Share Transactions by Mr Michael Smith

The attached Appendix 3Y refers to the following transactions relating to Mr Smith:

- the grant of 328,810 Performance Rights to Mr Smith as approved by shareholders at ANZ's Annual General Meeting on 19 December 2012;
- the allocation of 260,642 ordinary shares to Mr Smith following the exercise by him of 260,642 Performance Rights which were granted to Mr Smith pursuant to shareholder approval at ANZ's 2007 Annual General Meeting;
- the issue of 6,765 ordinary shares to Mr Smith pursuant to ANZ's Dividend Reinvestment Plan; and
- the transfer of 99,816 ordinary shares out of ANZ's employee share plan trust and into Mr Smith's own name. This includes shares previously held on behalf of Mr Smith within ANZ's employee share plan trust which have vested, as well as dividend reinvestment plan shares previously issued in connection with Mr Smith's employee share plan trust shares.

As a result of these transactions, Mr Smith now holds 908,398 ANZ Performance Rights and has an interest in 1,512,445 ANZ ordinary shares.

Yours faithfully

John Priestley Company Secretary Australia and New Zealand Banking Group Limited

Company Secretary's Office

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	16 November 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 – 1,042,590		
	Indirect – 202,448		
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 Plan	Ordinary shares 202,448		
Date of change	(i), (ii) and (iv) 20 December 2012		
	(iii) 19 December 2012		
No. of securities held prior to change	<u>1,245,038</u>		
Class	Ordinary shares		
Number acquired (direct)	(i) Ordinary shares 260,642		
Number acquired (indirect)	(ii) Ordinary shares 99,816		
ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan	(iii) Ordinary shares 6,765		

⁺ See chapter 19 for defined terms.

Number disposed of (indirect) ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan		(iv) Ordinary shares 99,816
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(i)	No amount was payable by Mr Smith.
	(ii) and (iv)	No consideration was paid in relation to this change
	(iii)	6,765 Ordinary shares issued pursuant to the ANZ Dividend Reinvestment Plan ("DRP") at an issue price of \$23.64 per share.
No. of securities held after change		
Direct – Increased (by 360,458)		1,403,048
Indirect – Decreased (by 93,051)		109,397
Total of interest		<u>1,512,445</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	(i)	Ordinary shares were allotted to Mr Smith upon his exercise of the third tranche of Performance Rights which were granted to him following shareholder approval at the 2007 Annual General Meeting and which vested in December 2012.
	(ii) and (iv)	This includes Ordinary shares previously held within ANZ's employee share plan trust which have vested (as well as DRP shares previously issued in connection with Mr Smith's employee share plan trust shares) and which have been transferred out of the trust and into Mr Smith's own name.
	(iii)	Ordinary shares issued pursuant to DRP.

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 840,230
	Indirect - Nil
Date of change	(a) 19 December 2012
	(b) 20 December 2012
No. of securities held prior to change	840,230
Class	Options over unissued Ordinary shares
Number acquired (direct)	(a) 328,810

⁺ See chapter 19 for defined terms.

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Number disposed (direct)	(b) 260,642	
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) and (b) No amount was payable by Mr Smith	
No. of securities held after change		
Direct – Increased (by 68,168)	908,398 Nil	
Indirect - Unchanged		
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(a) Grant of Performance Rights in accordance with resolution of shareholders at 2012 Annual General Meeting on the terms and conditions described in the Notice of Annual General Meeting and the Explanatory Notes which accompanied the Notice.	
	(b) Mr Smith exercised the third tranche of Performance Rights which were granted to him following shareholder approval at the 2007 Annual General Meeting and which vested in December 2012.	

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

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John Priestley Company Secretary Australia and New Zealand Banking Group Limited 21 December 2012

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