

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	ANZ Group Holdings Limited (ANZ)	Australia and New Zealand Banking Group Limited (AN3)
ABN	16 659 510 791	11 005 357 522

We, ANZ Group Holdings Limited and 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	John Thomas Macfarlane
Date of last notice	29 August 2022 (re ANZ Ordinary Shares)

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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	
JT & M (Vic) Pty Ltd as trustee for the Macfarlane Family Trust	ANZ Ordinary Shares 19,042
J & M Macfarlane Pty Ltd <J & M Super Fund A/C>	AN3 Capital Notes 3 5,000 AN3 Capital Notes 7 2,000
Netwealth Investments Limited as custodian for the Macfarlane Family Trust	AN3 Capital Notes 6 2,140
Date of change	24 March 2023
No. of securities held prior to change	19,042 ANZ Ordinary Shares 5,000 AN3 Capital Notes 3 2,140 AN3 Capital Notes 6 2,000 AN3 Capital Notes 7

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Class	(a) AN3 Capital Notes 8 (b) AN3 Capital Notes 3	
Number acquired (indirect) J & M Macfarlane Pty Ltd <J & M Super Fund A/C>	(a) AN3 Capital Notes 8	5,000
Number disposed (indirect) J & M Macfarlane Pty Ltd <J & M Super Fund A/C>	(b) AN3 Capital Notes 3	5,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) 5,000 AN3 Capital Notes 8 acquired at an issue price of \$100 per AN3 Capital Notes 8 pursuant to the AN3 Capital Notes 3 Reinvestment Offer (“the Offer”) announced to ASX on 15 February 2023. The AN3 Capital Notes 8 are indirectly held by the J & M Macfarlane Pty Ltd <J & M Super Fund A/C> (b) 5,000 AN3 Capital Notes 3 redeemed for \$100 each with the proceeds used to apply for AN3 Capital Notes 8 under the Offer	
No. of securities held after change		
<u>ANZ Ordinary Shares</u>		
Direct – Unchanged	ANZ Ordinary Shares	0
Indirect – Unchanged	ANZ Ordinary Shares	19,042
Total of interest		<u>19,042</u>
<u>AN3 Capital Notes 3</u>		
Direct – Unchanged	AN3 Capital Notes 3	0
Indirect – Decreased (by 5,000)	AN3 Capital Notes 3	0
Total of interest		<u>0</u>
<u>AN3 Capital Notes 6</u>		
Direct – Unchanged	AN3 Capital Notes 6	0
Indirect – Unchanged	AN3 Capital Notes 6	2,140
Total of interest		<u>2,140</u>
<u>AN3 Capital Notes 7</u>		
Direct – Unchanged	AN3 Capital Notes 7	0
Indirect – Unchanged	AN3 Capital Notes 7	2,000
Total of interest		<u>2,000</u>
<u>AN3 Capital Notes 8</u>		
Direct – Unchanged	AN3 Capital Notes 8	0
Indirect – Increased (by 5,000)	AN3 Capital Notes 8	5,000
Total of interest		<u>5,000</u>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	5,000 AN3 Capital Notes 8 acquired pursuant to the Offer
---	--

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

Note:

The initial prospectus in relation to the issue of Capital Notes 8 was lodged with ASX on 15 February 2023. This document, which had been approved by the AN3 Board, confirmed that ANZ and AN3 Directors (and their associates) may acquire AN3 Capital Notes 8, including pursuant to the Offer. This was subject to a waiver from ASX pursuant to which ASX permitted the ANZ and AN3 Directors (and their associates) to acquire AN3 Capital Notes 8 subject to a maximum aggregate limit of 0.2% of the total number of AN3 Capital Notes 8 issued under the Offer. A replacement prospectus was lodged with ASX on 23 February 2023 which included reference to the same details.

.....
Simon Pordage
Company Secretary
ANZ Group Holdings Limited and Australia and New Zealand Banking Group Limited
29 March 2023

+ See chapter 19 for defined terms.