

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 | Options to subscribe for ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,241,034 options |
| 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><u>3,241,034 options</u></p> <p>(A) 32,667 Vested Rights (options) automatically exercised on 22 May 2017, unless further deferred (following a 6 month retention period) at a zero exercise price; and</p> <p>(B) 7,728 1 Year Deferred Share Rights (options) automatically exercised on 22 May 2018, unless further deferred (following a 6 month retention period) at a zero exercise price; and</p> <p>(C) 8,229 2 Year Deferred Share Rights (options) automatically exercised on 22 May 2019, unless further deferred (following a 6 month retention period) at a zero exercise price; and</p> <p>(D) 8,767 3 Year Deferred Share Rights</p> |

+ See chapter 19 for defined terms.

(options) automatically exercised on 22 May 2020, unless further deferred (following a 6 month retention period) at a zero exercise price; and

(E) 93,940 1 Year Deferred Share Rights (options) exercisable from 22 November 2017 and before the close of business on 21 November 2019 (after which date the Rights will lapse), unless further deferred, at a zero exercise price; and

(F) 100,056 2 Year Deferred Share Rights (options) exercisable from 22 November 2018 and before the close of business on 21 November 2020 (after which date the Rights will lapse), unless further deferred, at a zero exercise price; and

(G) 79,479 3 Year Deferred Share Rights (options) exercisable from 22 November 2019 and before the close of business on 21 November 2021 (after which date the Rights will lapse), unless further deferred, at a zero exercise price; and

(H) 8,379 4 Year Deferred Share Rights (options) exercisable from 22 November 2020 and before the close of business on 21 November 2022 (after which date the Rights will lapse), unless further deferred, at a zero exercise price; and

(I) 616,313 1 Year Deferred Share Rights (options) automatically exercised on 22 November 2017, unless further deferred, at a zero exercise price; and

(J) 656,449 2 Year Deferred Share Rights (options) automatically exercised on 22 November 2018, unless further deferred, at a zero exercise price; and

(K) 806,631 3 Year Deferred Share Rights (options) automatically exercised on 22 November 2019, unless further deferred, at a zero exercise price; and

(L) 23,556 4 Year Deferred Share Rights (options) automatically exercised on 22 November 2020, unless further deferred, at a zero exercise price; and

(M) 6,449 Vested Rights (options) automatically exercised on 22 November 2016, unless further deferred, (the relating shares will be Restricted in trust for a 6 month retention period); and

(N) 1,528 1 Year Deferred Share Rights (options) automatically exercised on 22 November 2017, unless further deferred, (the relating shares will be restricted in Trust for a 6 month retention period)

(O) 1,628 2 Year Deferred Share Rights (options) automatically exercised on 22 November 2018, unless further deferred, (the relating shares will be restricted in Trust for a 6 month retention period)

(P) 1,733 3 Year Deferred Share Rights (options) automatically exercised on 22 November 2019, unless further deferred, (the

relating shares will be restricted in Trust for a 6 month retention period)

(Q) 457,500 Performance Rights (options) exercisable from 22 November 2019 and before the close of business on 21 November 2021 (after which date the Rights will lapse), unless further deferred, at a zero exercise price and subject to the following performance conditions:

- The Performance Rights will be granted in a single tranche subject to a relative TSR performance condition with a Select Financial Services comparator group; and
 - The proportion of Performance Rights that become exercisable will depend upon the TSR achieved by ANZ relative to the companies in the comparator group, measured over the period from the date of grant to, and calculated as at, the end of the three year performance period.
 - Performance equal to the median TSR of the comparator group will result in half of the Performance Rights becoming exercisable.
 - Performance above median will result in further Performance Rights becoming exercisable, increasing on a straight-line basis until all of the Performance Rights become exercisable where ANZ's TSR is at or above the 75th percentile of TSR in the relevant comparator group. Where ANZ's performance falls between two of the comparators TSR is measured on a pro-rata basis. The actual relative level of TSR, rather than simple ranking, will determine the level of vesting. An averaging calculation will be used for TSR over a 90 trading day period for start and end values in order to reduce share price volatility.

The TSR performance hurdle will only be tested once at the end of the three year performance period. The percentage of Performance Rights that vest as a result of the TSR calculation will be fixed for the duration of the exercise period. If the Performance Rights do not pass the performance hurdle on the testing date, or they are not exercised by the end of the exercise period (generally 5 years from the date of grant, unless further deferred), they will lapse.

+ See chapter 19 for defined terms.

(R) 4,481 Performance Rights (options) exercisable from 22 May 2020 (following a 6 month retention period) and before the close of business on 21 November 2021 (after which date the Rights will lapse), unless further deferred, at a zero exercise price and subject to the following performance conditions:

- The Performance Rights will be granted in a single tranche subject to a relative TSR performance condition with a Select Financial Services comparator group; and
 - The proportion of Performance Rights that become exercisable will depend upon the TSR achieved by ANZ relative to the companies in the comparator group, measured over the period from the date of grant to, and calculated as at, the end of the three year performance period.
 - Performance equal to the median TSR of the comparator group will result in half of the Performance Rights becoming exercisable (following a 6 month retention period).
 - Performance above median will result in further Performance Rights becoming exercisable (following a 6 month retention period), increasing on a straight-line basis until all of the Performance Rights become exercisable (following a 6 month retention period) where ANZ's TSR is at or above the 75th percentile of TSR in the comparator group. Where ANZ's performance falls between two of the comparators TSR is measured on a pro-rata basis. The actual relative level of TSR, rather than simple ranking, will determine the level of vesting. An averaging calculation will be used for TSR over a 90 trading day period for start and end values in order to reduce share price volatility.

The TSR performance hurdle will only be tested once at the end of the three year performance period. The percentage of Performance Rights that vest as a result of the TSR calculation will be fixed for the duration of the exercise period. If the Performance Rights do not pass the performance hurdle on the testing date, or they are not exercised by the end of the exercise period (generally 5 years from the date of grant, unless further deferred), they will lapse.

(S) 2,828 Performance Rights (options) automatically exercised on 22 November 2019, unless further deferred, at a zero exercise price and subject to the following performance conditions:

- The Performance Rights will be granted in a single tranche subject to a relative TSR performance condition with a Select Financial Services comparator group; and
 - The proportion of Performance Rights that become exercisable will depend upon the TSR achieved by ANZ relative to the companies in the comparator group, measured over the period from the date of grant to, and calculated as at, the end of the three year performance period.
 - Performance equal to the median TSR of the comparator group will result in half of the Performance Rights becoming exercisable.
 - Performance above median will result in further Performance Rights becoming exercisable, increasing on a straight-line basis until all of the Performance Rights tranche become exercisable where ANZ's TSR is at or above the 75th percentile of TSR in the relevant comparator group. Where ANZ's performance falls between two of the comparators TSR is measured on a pro-rata basis. The actual relative level of TSR, rather than simple ranking, will determine the level of vesting. An averaging calculation will be used for TSR over a 90 trading day period for start and end values in order to reduce share price volatility.

The TSR performance hurdle will only be tested once at the end of the three year performance period. The percentage of Performance Rights that vest as a result of the TSR calculation will be automatically exercised, unless further deferred, with the relating shares restricted in Trust for a 6 month retention period. If the Performance Rights do not pass the performance hurdle on the testing date they will lapse.

(T) 322,693 Performance Rights (options) exercisable from 22 November 2019 and before the close of business on 21 November 2021 (after which date the Rights will lapse), unless

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further deferred, at a zero exercise price and subject to the following performance conditions:

- The Performance Rights will be granted in two tranches:
 - Tranche 1 (75% of the grant) will be subject to a relative TSR performance condition with a Select Financial Services comparator group; and
 - Tranche 2 (25% of the grant) will be subject to an Absolute Compound Annual Growth Rate Total Shareholder Return (CAGR TSR) performance condition.

Tranche 1

- The proportion of Performance Rights that become exercisable in tranche 1 will depend upon the TSR achieved by ANZ relative to the companies in the comparator group, measured over the period from the date of grant to, and calculated as at, the end of the three year performance period.
- Performance equal to the median TSR of the comparator group will result in half of the Performance Rights becoming exercisable.
- Performance above median will result in further Performance Rights for tranche 1 becoming exercisable, increasing on a straight-line basis until all of the Performance Rights for that tranche become exercisable where ANZ's TSR is at or above the 75th percentile of TSR in the comparator group. Where ANZ's performance falls between two of the comparators TSR is measured on a pro-rata basis. The actual relative level of TSR, rather than simple ranking, will determine the level of vesting.

Tranche 2

- The proportion of Performance Rights that become exercisable in tranche 2 will depend upon the Absolute Compound Annual Growth Rate (CAGR) TSR achieved by ANZ relative to the CAGR TSR targets set by the Board of ANZBGL for this award measured over the three year performance period (commencing 22 November 2016).
- Performance equal to 9% CAGR TSR will result in half the Performance Rights becoming exercisable (50% vesting).
- Performance above 9% CAGR TSR will result in further Performance Rights becoming exercisable, increasing on a straight-line basis until all of the Performance Rights become exercisable where ANZ's CAGR TSR is 13.5% (100% vesting).
- Where ANZ's performance falls between 9% and 13.5%, Absolute CAGR TSR is

measured on a pro-rata basis.

- The Board retains discretion to adjust the Absolute CAGR TSR hurdle in exceptional circumstances to ensure that employees are neither advantaged nor disadvantaged by matters outside management's control that materially affect achievement of the ATSR performance condition.

Tranches 1 and 2

- An averaging calculation is used for TSR over a 90 trading day period for start and end values in order to reduce share price volatility.
- Each TSR performance hurdle for the two tranches of Performance Rights will only be tested once at the end of the three year performance period. The percentage of Performance Rights in a tranche that vest as a result of the TSR calculation will be fixed for the duration of the exercise period. If the Performance Rights do not pass the performance hurdle on the testing date, or they are not exercised by the end of the exercise period (generally 5 years from the date of grant, unless further deferred,), they will lapse.
- Each tranche is measured independently.

***Disclaimer – please note ‘automatic exercise’ on vest includes a small window of 5 business days for administrative purposes to allow the Share Plan Administrator processing time**

+ 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><u>3,241,034 options</u></p> <p>Inapplicable, as no ANZ options are currently listed save that in the event of exercise the resulting ordinary shares issued will rank equally in all respects from the date of allotment with the existing class of quoted securities.</p>
5	Issue price or consideration	3,241,034 options – zero exercise price
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	3,241,034 options issued to employees for retention/incentive purposes.
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 in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
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.	N/A
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	N/A
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	N/A
7	<p>+Issue dates</p> <p>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.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	3,241,034 options – 22/11/2016

+ See chapter 19 for defined terms.

- 8 Number and ⁺class of all ⁺securities quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
2,927,476,660	Fully paid ordinary shares
10,683,282	Fully paid Convertible Preference Shares issued in 2009 (CPS2)
13,400,000	Fully paid Convertible Preference Shares issued in 2011 (CPS3)
15,086,520	ANZ Subordinated Notes
11,200,000	ANZ Capital Notes 1
16,100,000	ANZ Capital Notes 2
9,701,791	ANZ Capital Notes 3
16,220,000	ANZ Capital Notes 4

USD 1,250,000,000 2.05% Covered Bond due May 2020

CNY 2,500,000,000 4.75% Fixed Rate Subordinated Notes due January 2025

SGD 500,000,000 3.75% Fixed Rate Subordinated Notes due Mar 2027

AUD 200,000,000 4.75% Fixed Rate Subordinated Notes due May 2027

USD 1,000,000,000 Perpetual Subordinated Contingent Convertible Securities

- 9 Number and ⁺class of all ⁺securities not quoted on ASX (including the ⁺securities in section 2 if applicable)

Number	⁺ Class
7,744,380	Options on issue

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not applicable

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

⁺ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

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 (NB: this relates only to the fully paid ordinary shares 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

Entities that have ticked box 34(b)

38 Number of ⁺securities for which ⁺quotation is sought

N/A

39 ⁺Class of ⁺securities for which quotation is sought

N/A

+ See chapter 19 for defined terms.

40	<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 dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A					
42	<p>Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table><tr><th>Number</th><th>+Class</th></tr><tr><td>N/A</td><td>N/A</td></tr></table>	Number	+Class	N/A	N/A	
Number	+Class						
N/A	N/A						

Quotation agreement

- +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 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.

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.

- 3 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.
- 4 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:
Company Secretary

Date: 6 December 2016

Print name: Simon Pordage

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
Add the following: <ul style="list-style-type: none">• Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2• Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval• Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none">• <i>Include only ordinary securities here – other classes of equity securities cannot be added</i>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i>• <i>It may be useful to set out issues of securities on different dates as separate line items</i>	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
“A”	

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	
Total [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none">• <i>This applies to equity securities – not just ordinary securities</i>• <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i>• <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i>• <i>It may be useful to set out issues of securities on different dates as separate line items</i>	
“E”	

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.