

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 (the entity) 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	Shayne Cary Elliott
Date of last notice	9 December 2016

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 – 43,686 Indirect – 138,553
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. <ul style="list-style-type: none">• ANZEST Pty Ltd<ul style="list-style-type: none">• ANZ Employee Share Acquisition Plan• Elliott Pty Ltd as trustee for Elliott Family Trust	Ordinary shares 50,560 Ordinary shares 87,993
Date of change	16 December 2016
No. of securities held prior to change	<u>182,239</u>
Class	Ordinary shares

+ See chapter 19 for defined terms.

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Number acquired <ul style="list-style-type: none"> ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan 	Ordinary shares 1,889
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	1,889 Ordinary Shares issued pursuant to the ANZ Dividend Reinvestment Plan ("DRP") at an issue price of \$28.16 per Share
No. of securities held after change Direct – Unchanged Indirect – Increased (by 1,889) Total of interest	<div style="text-align: right;"> 43,686 140,442 <u>184,128</u> </div>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Ordinary Shares issued pursuant to DRP

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 213,518 Indirect - Nil
Date of change	16 December 2016
No. of options held prior to change	213,518
Class	Options over unissued Ordinary shares
Number of options acquired	150,482
Number of options disposed (direct)	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	No amount was payable by Mr Elliott
No. of options held after change Direct – Increased (by 150,482) Indirect – unchanged	<div style="text-align: right;"> 364,000 Nil </div>

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Grant of Performance Rights in accordance with resolution of shareholders at 2016 Annual General Meeting on the terms and conditions described in the Notice of Annual General Meeting and the Explanatory Notes which accompanied the Notice.
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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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Simon Pordage
Company Secretary
Australia and New Zealand Banking Group Limited
20 December 2016

⁺ See chapter 19 for defined terms.