

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	5 December 2019

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 – 2,129 Indirect – 291,099						
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 • Elliott No 3 Pty Ltd <S & N Elliott S/F A/C> 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Ordinary Shares</td> <td style="width: 50%; text-align: right;">103,970</td> </tr> <tr> <td>Ordinary Shares</td> <td style="text-align: right;">152,735</td> </tr> <tr> <td>Ordinary Shares</td> <td style="text-align: right;">34,394</td> </tr> </table>	Ordinary Shares	103,970	Ordinary Shares	152,735	Ordinary Shares	34,394
Ordinary Shares	103,970						
Ordinary Shares	152,735						
Ordinary Shares	34,394						
Date of change	18 December 2019						
No. of securities held prior to change	<u>293,228</u>						

+ See chapter 19 for defined terms.

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Class	Ordinary Shares
Number acquired (direct) Shayne Elliott	Ordinary Shares 2,364
Number disposed (direct)	N/A
Number acquired (indirect)	N/A
Number disposed (indirect)	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	2,364 Ordinary Shares allocated pursuant to the ANZ Dividend Reinvestment Plan ("DRP") at \$25.03 per Share.
No. of securities held after change	
Direct – increased (by 2,364)	4,493
Indirect – unchanged	
• ANZEST Pty Ltd	103,970
• ANZ Employee Share Acquisition Plan	
• Elliott Pty Ltd as trustee for Elliott Family Trust	152,735
• Elliott No 3 Pty Ltd <S & N Elliott S/F A/C>	34,394
Total of interest	<u>295,592</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	2,364 Ordinary Shares allocated pursuant to the DRP.

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 438,874 Indirect – Nil
Date of change	(a) 17 December 2019 (b) 16 December 2019
No. of options held prior to change	438,874
Class	Options over unissued Ordinary Shares
Number of options acquired (direct)	168,066
Number of options disposed (direct)	150,482
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) and (b) no amount was payable by Mr Elliott

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No. of options held after change	
Direct – increased (by 17,584)	456,458
Indirect – unchanged	Nil
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>(a) Grant of Performance Rights in accordance with a resolution of shareholders at the 2019 Annual General Meeting on the terms and conditions described in the Notice of Annual General Meeting and the Explanatory Notes which accompanied the Notice.</p> <p>(b) 150,482 Performance Rights granted to Mr Elliott on 16 December 2016 lapsed on 16 December 2019 not having vested.</p>

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
19 December 2019

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