

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	14 December 2020

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 – 0 Indirect – 331,431	
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.		
• ANZEST Pty Ltd <ul style="list-style-type: none">• ANZ Employee Share Acquisition Plan	Ordinary Shares	43,779
• Elliott Pty Ltd as trustee for Elliott Family Trust	Ordinary Shares	0
• Elliott No 3 Pty Ltd <S & N Elliott S/F A/C>	Ordinary Shares	0
• Netwealth Investments Limited <ul style="list-style-type: none">• Elliott Pty Ltd as trustee for Elliott Family Trust (229,165 shares)• Elliott No 3 Pty Ltd <S & N Elliott S/F A/C> (58,487 shares)	Ordinary Shares	287,652

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Date of change	(a) 15 December 2020 (b) 16 December 2020
No. of securities held prior to change	<u>331,431</u>
Class	Ordinary Shares
Number acquired (indirect)	(a) 27,103
Number acquired (direct)	(b) 1,260
Number disposed (indirect)	N/A
Number disposed (direct)	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) No amount is payable by Mr Elliott in relation to these ordinary shares. (b) 1,260 Ordinary Shares allotted pursuant to the ANZ Dividend Reinvestment Plan ("DRP") at \$22.19 per Share.
No. of securities held after change	
Direct – (b) increased (by 1,260)	1,260
Indirect	
• ANZEST Pty Ltd	70,882
• ANZ Employee Share Acquisition Plan (a) increased (by 27,103)	
• Elliott Pty Ltd as trustee for Elliott Family Trust	0
• Elliott No 3 Pty Ltd <S & N Elliott S/F A/C>	0
• Netwealth Investments Limited	
• Elliott Pty Ltd as trustee for Elliott Family Trust	229,165
• Elliott No 3 Pty Ltd <S & N Elliott S/F A/C>	58,487
	<u>359,794</u>

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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	(a) Shares purchased on-market and physically allocated on 15 December 2020 in accordance with the ANZ Employee Share Acquisition Plan as part of Annual Variable Remuneration arrangements for 2019/2020. Shares are to be restricted and held in trust pursuant to the rules of the Plan, with 10,843 shares to be restricted to 22 November 2021, 8,130 shares to be restricted to 22 November 2022, 5,420 shares to be restricted to 22 November 2023 and 2,710 shares to be restricted to 22 November 2024. (b) 1,260 Ordinary Shares allotted pursuant to the DRP.
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Options over unissued ordinary shares:

Direct or indirect interest	Direct – 421,725 Indirect – Nil
Date of change	16 December 2020
No. of options held prior to change	421,725
Class	Options over unissued Ordinary Shares
Number of options acquired (direct)	159,308
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 159,308) Indirect – unchanged	 581,033 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	Grant of Performance Rights in accordance with a resolution of shareholders at the 2020 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
17 December 2020

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