

Appendix 3Y

Change of Director's Interest Notice

Name of entity	Australia and New Zealand Banking Group Limited
ABN	11 005 357 522

Australia and New Zealand Banking Group Limited gives 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	Mr John McFarlane
Date of last Notice	23 June 2003

Part 1 – Change of director's relevant interest in securities

Ordinary Shares:

Direct interest	557,000
Indirect interest	695,839
Nature of indirect interest	Number & Class of Securities
• HSBC Custody Nominees (Australia) Limited (as nominee for – Self Invested personal Pension Scheme) • ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan - ANZ Directors' Share Plan	ordinary shares 245,000 ordinary shares 87,190 ordinary shares <u>363,649</u> Total <u>695,839</u>
No of securities held prior to change	1,252,839
Date of change	15 August 2003
Class	Ordinary Shares
Number acquired – Indirect Interest	11,720
Number disposed of	N/a
Nature of Change	On-market trade
Value/Consideration	\$209,701.20
Number of securities held after change	
Direct Interest – Unchanged	N/a
Indirect Interest – Increased	11,720
Total of Interest	<u>1,264,559</u>

Options over unissued ordinary shares:

Direct Interest	2,750,000
Indirect Interest	N/a
No of securities held prior to change	N/a
Date of change	N/a
Class	N/a
Number acquired – Direct Interest	N/a
Number disposed of	N/a
Nature of Change	N/a

Value/Consideration	N/a
Number of securities held after change	N/a
Direct Interest – Increased	N/a
Indirect Interest – Unchanged	N/a
Total of Interest	<u>2,750,000</u>

Part 2 – Change of director's interests in contracts - Nil

.....
 Tim Paine
 Company Secretary
 Australia and New Zealand Banking Group Limited
 22 August 2003