



**Deputy Group General Counsel & Company Secretary**  
Australia and New Zealand Banking Group Limited  
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7 July 2004

Company Announcements  
Australian Stock Exchange  
Level 10, 20 Bond Street  
SYDNEY NSW 2000

**CEO John McFarlane increases ANZ shareholding by 103,650 shares**

The attached Appendix 3Y covers transactions in ANZ shares undertaken on 1 and 2 July 2004 by Mr. John McFarlane, Chief Executive Officer of ANZ.

The net result has been to increase Mr. McFarlane's total holdings in ANZ by 103,650 shares from 1,582,353 to 1,686,003 shares.

The transactions were:

- The exercise of 750,000 options at \$14.06 granted on 31 December 2000 pursuant to approval at ANZ's 1999 Annual General Meeting and
  - The retention of 100,000 shares
  - The sale of 650,000 shares at \$18.2108
- The purchase of 23,650 shares in Mr. McFarlane's personal superannuation fund at an average price of \$18.2999
- The sale of 20,000 shares from Mr. McFarlane personal holdings at an average price of \$18.30

The net proceeds from these transactions have been fully used by Mr. McFarlane to fund the exercise of options, to cover tax obligations related to an earlier exercise of options, and to reduce debt associated with former stock purchases.

Tim Paine  
**Company Secretary**

## Appendix 3Y

### Change of Director's Interest Notice

|                       |                                                 |
|-----------------------|-------------------------------------------------|
| <b>Name of entity</b> | Australia and New Zealand Banking Group Limited |
| <b>ABN</b>            | 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.

|                            |                   |
|----------------------------|-------------------|
| <b>Name of Director</b>    | Mr John McFarlane |
| <b>Date of last Notice</b> | 7 May 2004        |

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

##### Ordinary Shares:

|                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct interest</b>                                                                                                                                                                                                                                                                                         | 685,362                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Indirect interest</b>                                                                                                                                                                                                                                                                                       | 896,991                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Nature of indirect interest</b>                                                                                                                                                                                                                                                                             | <b>Number &amp; Class of Securities</b>                                                                                                                                                                                                                                                                                                                                                           |
| <ul style="list-style-type: none"> <li>• HSBC Custody Nominees (Australia) Limited (as nominee for – Self Invested personal Pension Scheme)</li> <li>• ANZEST Pty Ltd <ul style="list-style-type: none"> <li>- ANZ Employee Share Acquisition Plan</li> <li>- ANZ Directors' Share Plan</li> </ul> </li> </ul> | ordinary shares 279,445<br><br>ordinary shares 87,190<br>ordinary shares <u>530,356</u><br>Total <u>896,991</u>                                                                                                                                                                                                                                                                                   |
| <b>No of securities held prior to change</b>                                                                                                                                                                                                                                                                   | <b>1,582,353</b>                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Date of change</b>                                                                                                                                                                                                                                                                                          | 1-2 July 2004                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Class</b>                                                                                                                                                                                                                                                                                                   | ordinary shares                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Number acquired (Direct)</b>                                                                                                                                                                                                                                                                                | 1 July 2004 100,000<br>2 July 2004 650,000                                                                                                                                                                                                                                                                                                                                                        |
| <b>Number acquired (Indirect)</b> <ul style="list-style-type: none"> <li>• Ballimore Pty Ltd (a/c Superannuation Fund)</li> </ul>                                                                                                                                                                              | 1 July 2004 23,650                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Number disposed of (Direct)</b>                                                                                                                                                                                                                                                                             | 1 July 2004 (650,000)<br>1 July 2004 (20,000)                                                                                                                                                                                                                                                                                                                                                     |
| <b>Nature of Change</b>                                                                                                                                                                                                                                                                                        | <ul style="list-style-type: none"> <li>- Subscription for 100,000 shares upon exercise of options on 1 July 2004</li> <li>- Subscription for 650,000 shares upon exercise of options on 2 July 2004</li> <li>- On-market purchase of 23,650 shares on 1 July 2004</li> <li>- On-market sale of 650,000 shares on 1 July 2004</li> <li>- On-market sale of 20,000 shares on 1 July 2004</li> </ul> |

|                                                |                                                                                                                                                                                                                                                                                                                                                                         |
|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Value / Consideration</b>                   | <ul style="list-style-type: none"> <li>- 100,000 options exercised at \$14.06 on 1 July 2004</li> <li>- 650,000 options exercised at \$14.06 on 2 July 2004</li> <li>- 23,650 shares acquired at 18.2999 on 1 July 2004</li> <li>- 650,000 shares sold at an average price of \$18.2108 on 1 July 2004</li> <li>- 20,000 shares sold at 18.30 on 1 July 2004</li> </ul> |
| <b>Number of securities held after change</b>  |                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Direct Interest (Increased by 80,000)</b>   | 80,000                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Indirect Interest (Increased by 23,650)</b> | 23,650                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Total of Interest</b>                       | <b>1,686,003</b>                                                                                                                                                                                                                                                                                                                                                        |

**Options over unissued ordinary shares:**

|                                               |                                                    |
|-----------------------------------------------|----------------------------------------------------|
| <b>Direct Interest</b>                        | 3,750,000                                          |
| <b>Indirect Interest</b>                      | Nil                                                |
| <b>No of securities held prior to change</b>  | <b>3,750,000</b>                                   |
| <b>Date of change</b>                         | 1-2 July 2004                                      |
| <b>Class</b>                                  | options over unissued ordinary shares              |
| <b>Number acquired</b>                        | (unchanged)                                        |
| <b>Number disposed of – Direct Interest</b>   | 1 July 2004 - (100,000)<br>2 July 2004 – (650,000) |
| <b>Nature of Change</b>                       | Exercised 750,000 options issued 31/12/00          |
| <b>Value/Consideration</b>                    | \$14.06 exercise price                             |
| <b>Number of securities held after change</b> |                                                    |
| <b>Direct Interest</b>                        | 3,000,000                                          |
| <b>Indirect Interest</b>                      | Nil                                                |
| <b>Total of Interest</b>                      | <b><u>3,000,000</u></b>                            |

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

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 Tim Paine  
 Company Secretary  
 Australia and New Zealand Banking Group Limited  
 7 July 2004