

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Australia and New Zealand Banking Group Limited (ANZ)

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|---|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 91,139 fully paid ordinary shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Terms of the shares will be the same as the terms of existing ordinary shares |

+ See chapter 19 for defined terms.

4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.						
5 Issue price or consideration	Fully Paid Ordinary shares: <table style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: right;">50,189 Shares</td><td style="text-align: right;">at \$18.22</td></tr> <tr> <td style="text-align: right;">36,616 Shares</td><td style="text-align: right;">at \$20.68</td></tr> <tr> <td style="text-align: right;">4,334 Shares</td><td style="text-align: right;">at \$23.49</td></tr> </table>	50,189 Shares	at \$18.22	36,616 Shares	at \$20.68	4,334 Shares	at \$23.49
50,189 Shares	at \$18.22						
36,616 Shares	at \$20.68						
4,334 Shares	at \$23.49						
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	91,139 fully paid ordinary shares issued on exercise of options.						

⁺ See chapter 19 for defined terms.

7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	Fully paid ordinary shares:	
		1,535 Shares	18/01/2011
		369 Shares	19/01/2011
		2,163 Shares	20/01/2011
		573 Shares	21/01/2011
		2,858 Shares	24/01/2011
		7,722 Shares	25/01/2011
		29,178 Shares	27/01/2011
		5,479 Shares	28/01/2011
		6,180 Shares	31/01/2011
		4,536 Shares	01/02/2011
		11,666 Shares	02/02/2011
		15,284 Shares	03/02/2011
		3,596 Shares	04/02/2011

8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	⁺ Class
		2,596,003,708	Fully paid ordinary shares
		10,812,124	Fully paid convertible preference shares issued in 2008 (CPS1)
		19,687,224	Fully paid Convertible Preference Shares issued in 2009 (CPS2)

⁺ See chapter 19 for defined terms.

AUD457m 6.00% TCD due March 2011
AUD624m Floating Rate TCD due March 2011
AUD1,025m 6.50% TCD due November 2011
AUD1,450m Floating Rate TCD due November 2011
AUD1,000m Floating Rate TCD due January 2012
AUD450m Floating Rate TCD due May 2012
AUD600m 5.25% TCD due May 2012
AUD340m 7.25% TCD due September 2012
AUD635m Floating Rate TCD due September 2012
AUD1,230m 8.5% TCD due April 2013
AUD1,150m Floating Rate TCD due April 2013
AUD2,350m Floating Rate TCD due July 2013
AUD250m 5.75% TCD due July 2013
AUD1,100m Floating Rate TCD due January 2014
AUD2,410m 5.25% TCD due January 2014
AUD1,200m Floating Rate TCD due February 2014
AUD600m 6.25% TCD due February 2014
AUD1,875m Floating Rate TCD due November 2014
AUD1,375m 6.75% TCD due November 2014
AUD300m 6.25% Subordinated Notes due May 2016
AUD300m Floating Rate Subordinated Notes due May 2016
AUD350m 6.50% Subordinated Notes due March 2017
AUD350m Floating Rate Subordinated Notes due March 2017
AUD100m 7.30% Subordinated Notes due August 2017
AUD100m Floating Rate Subordinated Notes due August 2017
AUD290m 7.75% Subordinated Notes due October 2017
AUD310m Floating Rate Subordinated Notes due October 2017
AUD365m Floating Rate Subordinated Notes due January 2018

+ See chapter 19 for defined terms.

9 Number and ⁺class of all ⁺securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <tr> <td data-bbox="766 190 1069 246"></td><td data-bbox="1069 190 1359 246"></td></tr> <tr> <td data-bbox="766 246 1069 313">10,900,798</td><td data-bbox="1069 246 1359 313">Options on issue</td></tr> <tr> <td data-bbox="766 313 1069 380">750,000</td><td data-bbox="1069 313 1359 380">2003 Redeemable Preference Shares (Series 2)</td></tr> <tr> <td data-bbox="766 380 1069 448">500,000</td><td data-bbox="1069 380 1359 448">December 2004 Euro Preference Shares</td></tr> <tr> <td data-bbox="766 448 1069 515">9,000</td><td data-bbox="1069 448 1359 515">June 2007 Sterling Preference Shares</td></tr> </table>			10,900,798	Options on issue	750,000	2003 Redeemable Preference Shares (Series 2)	500,000	December 2004 Euro Preference Shares	9,000	June 2007 Sterling Preference Shares
10,900,798	Options on issue										
750,000	2003 Redeemable Preference Shares (Series 2)										
500,000	December 2004 Euro Preference Shares										
9,000	June 2007 Sterling Preference Shares										
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing fully paid ordinary shares										

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the ⁺securities will be offered	N/A
14 ⁺Class of ⁺securities to which the offer relates	N/A
15 ⁺Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19 Closing date for receipt of acceptances or renunciations	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

+ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☒ Fully paid ordinary shares described in Part 1

(b) ☐ All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A	
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class
		N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 07 February 2011
Company Secretary

Print name: John Priestley

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