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-----*Rule 2.7, 3.10.3, 3.10.4, 3.10.5*

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	1. Options to subscribe for ordinary shares 2. Fully paid ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	1. 9,954 Options 2. 402,786 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)	1. <u>9,954 Options</u> 9,954 Deferred Share Rights (options) exercisable in two tranches, at a zero exercise price. The first tranche (8,329 options) is exercisable from 10 May 2012 and before the close of business on 10 May 2013 and the second tranche (1,625 options) from 10 May 2013 and before the close of business on 10 May 2014.

+ See chapter 19 for defined terms.

		2. <u>402,786 fully paid ordinary shares</u> Terms of the shares will be the same as the terms of existing ordinary shares
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	1. <u>9,954 Options</u> Inapplicable, as no ANZ options are currently listed save that in the event of exercise the resulting ordinary shares issued will rank equally in all respects from the date of allotment with the existing class of quoted securities. 2. <u>402,786 fully paid ordinary shares</u> Yes.
5	Issue price or consideration	1. 9,954 Options – zero exercise price 2. Fully Paid Ordinary shares: 3,174 Shares at $17.18 1,461 Shares at $17.55 338,354 Shares at $18.22 52,367 Shares at $20.68 7,430 Shares at $22.80
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1. 9,954 Options issued as sign on equity grants. 2. 402,786 fully paid ordinary shares issued on exercise of options

+ See chapter 19 for defined terms.

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7	Dates of entering +securities into uncertificated holdings or despatch of certificates	1. 9,954 Options – 10 May 2011 2. Fully paid ordinary shares: 204,214 Shares 09/05/2011 192,862 Shares 10/05/2011 932 Shares 13/05/2011 466 Shares 17/05/2011 950 Shares 18/05/2011 369 Shares 19/05/2011 1,461 Shares 23/05/2011 1,532 Shares 01/06/2011

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the securities in clause 2 if applicable)	2,597,231,242*	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)

* Please note that the Appendix 3B lodged on 9 May 2011 was overstated by one share due to a processing error at the share registry.

+ See chapter 19 for defined terms.

	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 AUD1,700m Floating Rate TCD due February 2014 AUD600m 6.25% TCD due February 2014 AUD2,000 Floating Rate TCD due November 2014 AUD1,375m 6.75% TCD due November 2014 AUD1,450m Floating Rate TCD due May 2016 AUD550m 6.75% TCD 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

9	Number and +class of all +securities not quoted on ASX (*including* the securities in clause 2 if applicable)	9,333,877 750,000 500,000 9,000	Options on issue (there are no options approved for grant but not yet granted) 2003 Redeemable Preference Shares (Series 2) December 2004 Euro Preference Shares June 2007 Sterling Preference Shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	1. Not applicable 2. 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
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 *in full* through a broker?	N/A
31	How do +security holders sell *part* 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	N/A
39	Class of +securities for which quotation is sought	N/A

+ 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

		Number	+Class
42	Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)	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: 03 June 2011
Company Secretary

Print name: John Priestley

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+ See chapter 19 for defined terms.