11 May 2012

Company Announcements
Australian Securities Exchange
Level 4
20 Bridge Street
Sydney NSW 2000

We attach an Appendix 3Y notice on behalf of Mr Peter Hay.

The notice refers to the divestment of 19,855 ANZ ordinary shares held by WJM Pty Ltd. Whilst Mr Hay has never had any beneficial interest in the ANZ shares in question, the relevant WJM Pty Ltd holding was referred to in Mr Hay's previous Appendix 3Y notice because he is a director of WJM Pty Ltd and a trustee controlling the majority of the shares in WJM Pty Ltd.

WJM Pty Ltd is in the process of being wound up as it is no longer serving the purpose for which it was established many years ago, and the ANZ shares have been divested by WJM Pty Ltd in connection with that winding up process. Having regard to his position as an ANZ Director, Mr Hay did not participate in the decision by the board of WJM Pty Ltd to divest the ANZ shares and first became aware of the transaction on 9 May 2012.

Yours faithfully

John Priestley
Company Secretary

**Company Secretary's Office**
Australia and New Zealand Banking Group Limited ABN 11 005 357 522
Level 9, 833 Collins Street
DOCKLANDS VIC 3008
www.anz.com

*Rule 3.19A.2*

# 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 Australia and New Zealand Banking Group Limited 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 | Peter Algernon Franc Hay |
| Date of last notice | 16 December 2011 |

### 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.

| | |
|---|---|
| Direct or indirect interest | Direct - 285<br>Indirect – 35,933 |
| Nature of indirect interest<br>(including registered holder)<br>Note: Provide details of the circumstances giving rise to the relevant interest.<br><br>• Mr John Blanch & Mr John Emerson & Mr Peter Hay as co-trustees for a deceased estate in which Mr Hay has no beneficial interest<br><br>• Auxesis Investments Pty Ltd <Auxesis Super Fund A/C><br><br>• WJM Pty Ltd – Mr Hay is a director of this company and a trustee controlling the majority of the shares in this company, but has no beneficial interest in the shares held by it | <br><br><br><br>Ordinary Shares 4,255<br><br>Ordinary Shares 8,714<br><br>Ordinary Shares 19,855 |

| | |
|---|---|
| • ANZEST Pty Ltd<br>- Directors' Share Plan | Ordinary Shares 3,109<br><br>Total 35,933 |
| Date of change | 07 May 2012 |
| No. of securities held prior to change | **36,218** |
| Class | Ordinary Shares |
| Number acquired | N/A |
| Number disposed (indirect) | Ordinary Shares 19,855<br>(This sale relates to the WJM Pty Ltd holding - Mr Hay is a director of WJM Pty Ltd and a trustee controlling the majority of the shares in that company, but has not had any beneficial interest in the ANZ shares held by it.) |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation | 19,855 Ordinary Shares disposed of at an average price of $23.07 |
| No. of securities held after change<br>Direct - Unchanged<br>Indirect - Decreased (by 19,855)<br>Total of interest | <br>285<br>16,078<br>**16,363** |
| Nature of change<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On-market trade |

## 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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John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited
11 May 2012

+ See chapter 19 for defined terms.