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	Alison Mary Watkins
Date of last notice	19 December 2012

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 – Nil Indirect – 20,111 Ordinary Shares
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. • RJ & AM Watkins Superannuation Fund Pty Ltd as trustee for the RJ & AM Watkins Superannuation Fund	Ordinary Shares 20,111
Date of change	07 August 2013
No. of securities held prior to change	**20,111**
Class	ANZ Capital Notes issued on 07 August 2013
Number acquired (indirect) • RJ & AM Watkins Superannuation Fund Pty Ltd as trustee for the RJ & AM Watkins Superannuation Fund	ANZ Capital Notes 300

+ See chapter 19 for defined terms.

Number disposed (direct)	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	300 ANZ Capital Notes acquired at an issue price of $100 per ANZ Capital Note pursuant to the ANZ Capital Notes Offer ("the Offer")
No. of securities held after change Ordinary Shares Direct – Unchanged Indirect – Unchanged Total of interest ANZ Capital Notes Direct – Unchanged Indirect – Increased (by 300) Total of interest	 Ordinary Shares Nil Ordinary Shares 20,111 **20,111** ANZ Capital Notes Nil ANZ Capital Notes 300 **300**
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	ANZ Capital Notes acquired pursuant to the Offer

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?	Refer note below
If so, was prior written clearance provided to allow the trade to proceed during this period?	Refer note below
If prior written clearance was provided, on what date was this provided?	Refer note below

Note:
The ANZ Capital Notes Prospectus confirmed that ANZ Directors and their associates were permitted to acquire ANZ Capital Notes pursuant to the Offer. This was the subject of a waiver from the ASX which permitted ANZ Directors and their associates to acquire ANZ Capital Notes under the Offer subject to a maximum aggregate limit of 0.20% of the total number of ANZ Capital Notes issued. A closed period commenced on 02 August 2013 and the relevant ANZ Capital Notes were issued to applicants under the Offer on 07 August 2013 (i.e. during the closed period).

Prior written clearance was provided under the Trading in ANZ Securities Policy on 4 July 2013 to permit ANZ Directors (and their associates) to apply for and acquire ANZ Capital Notes under the Offer. The number of ANZ Capital Notes acquired by ANZ Directors (and their associates) under the Offer was less than 0.20% of the total number of Notes issued.

+ See chapter 19 for defined terms.

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John Priestley
Company Secretary
Australia and New Zealand Banking Group Limited
08 August 2013

+ See chapter 19 for defined terms.