Media Release

For Release: 7 November 2014

ANZ announces buy-back of Euro 500 million hybrid securities

Following the buy-back approval given at the December 2013 Annual General Meeting of shareholders, ANZ has given irrevocable notice that it will buy-back all of the issued Euro 500 million hybrid trust securities on 15 December 2014 in accordance with the terms of that instrument. Attached is the form of buy-back notice.

For media enquiries contact:

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Australia and New Zealand Banking Group Limited
ABN 11 005 357 522
Level 9
833 Collins Street
Docklands Vic 3008 Australia
("**ANZ**")

7 November 2014

The Bank of New York Mellon
(formerly known as The Bank of New York)
101 Barclay Street
2nd Floor West
New York, New York 10286 United States of America
Attention: Corporate Trust Administration
("**BNY Mellon**")

Copy:

The Bank of New York Mellon
(formerly known as The Bank of New York)
#02-01 Millenia Tower
One Temasek Avenue
Singapore 039192
Attention: Global Trust Services

Dear Sir/Madam

ANZ – Euro 500,000,000 December 2004 Preference Shares
Notice of Redemption

We refer to the Euro 500,000,000 December 2004 Preference Shares issued by ANZ on 13 December 2004 ("**Preference Shares**") pursuant to the preference share terms ("**Preference Share Terms**") and registered in the name of BNY Mellon in its capacity as Property Trustee of ANZ Capital Trust III, as the Holder of all of the Preference Shares.

In accordance with Clauses 5.4 and 11.1 of the Preference Share Terms, ANZ gives notice that it will Redeem for cash all of the Preference Shares on issue on the following terms:

1. The Redemption Date is 15 December 2014;

2. The Redemption Price per Preference Share is Euro 1,000;

3. All and not some only of the Preference Shares on issue will be Redeemed on the Redemption Date;

4. As from the Redemption Date, Dividends will cease to accrue and the only rights Holders will have will be to obtain the Redemption Price payable in accordance with the Preference Share Terms;

5. The certificates for the Preference Shares may be submitted to the above address of ANZ for the attention of the Company Secretary and the Redemption Price will be paid to BNY Mellon in its capacity as Property Trustee of ANZ Capital Trust III.

6. The Redemption Price is payable by way of a buy-back of the Preference Shares;

7. The amount paid-up on each Preference Share immediately before the Redemption is Euro 1,000;

8. The Redemption Date will also constitute a Conversion Event. The Conversion Event will be a Cash Conversion Event with the consequence that the Preference Shares will be redeemed for cash, the Notes automatically will be transferred to the Frankfurt branch of ANZ and the ANZ Capital Trust III will distribute the Redemption Price to holders of the Trust Securities; and

9. ANZ has obtained all consents and approvals to the buy-back from ANZ's shareholders and APRA so far as is required pursuant to applicable law and the Preference Share Terms.

Capitalised terms that are undefined shall have the meaning given to them in the Preference Share Terms unless the context otherwise requires.

This notice is governed by the law in force in Victoria, Australia and parties submit to the non-exclusive jurisdiction of the courts of that place.

SIGNED by R B SANTAMARIA)
and S C ELLIOTT)
as attorney for **AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED**)
under power of attorney dated)
24 September 2014)
in the presence of:)

....)
Signature of witness)

VICCI ALCOCK ....)
Name of witness (block letters))

....)
Signature of witness)

VICCI ALCOCK ....)
Name of witness (block letters))

....
By executing this notice the attorney states that the attorney has received no notice of revocation of the power of attorney

....
By executing this notice the attorney states that the attorney has received no notice of revocation of the power of attorney

Australia and New Zealand Banking Group Limited
ABN 11 005 357 522
Level 9
833 Collins Street
Docklands Vic 3008 Australia
("**ANZ**")

7 November 2014

The Bank of New York Mellon
(formerly known as The Bank of New York)
101 Barclay Street
2nd Floor West
New York, New York 10286 United States of America
Attention: Corporate Trust Administration
("**BNY Mellon**", "**Property Trustee**")

Copy:

The Bank of New York Mellon
(formerly known as The Bank of New York)
#02-01 Millenia Tower
One Temasek Avenue
Singapore 039192
Attention: Global Trust Services

Dear Sir/Madam

ANZ Capital Trust III
Euro 500,000,000 Floating Rate Non-Cumulative Trust Securities
Notice to Property Trustee

We refer to the Euro 500,000,000 Floating Rate Non-Cumulative Trust Securities issued by ANZ Capital Trust III on 13 December 2004 ("**Trust Securities**") pursuant to the Amended and Restated Declaration of Trust of ANZ Capital Trust III dated as of 13 December 2004 ("**Declaration of Trust**") each representing a unit consisting of Euro 1,000 principal amount of subordinated floating rate notes due 2053 issued by ANZ Jackson Funding plc ("**Notes**") fully and unconditionally guaranteed on a subordinated basis by the London Branch of, and a preference share, liquidation preference of Euro 1,000 issued by ANZ ("**ANZ Preference Shares**").

Pursuant to Section 5.02 of the Declaration of Trust, the Trust Securities shall be redeemed only upon the occurrence of a Conversion Event in respect of the corresponding ANZ Preference Shares subject to, and accordance with, the terms and conditions of the Declaration of Trust.

Pursuant to Sections 5.02(b), 5.02(f) and 8.04 of the Declaration of Trust, ANZ gives notice to the Property Trustee that:

1. It has given notice to redeem the ANZ Preference Shares on the Redemption Date specified in it, in the form attached to this notice; and

2. A Cash Conversion Event will occur on the Redemption Date as a result of the Redemption for cash of the ANZ Preference Shares. Accordingly, the Trust shall be obliged to distribute the Redemption Price payable in respect of such ANZ Preference Shares to the Holders of the Trust Securities to be redeemed with the cash Redemption Price in respect of one ANZ Preference Share being distributed for each Trust Security being redeemed subject to, and in accordance with, the terms and conditions of the Declaration of Trust and Trust Securities.

Capitalised terms that are undefined shall have the meaning given to them in the Declaration of Trust unless the context otherwise requires.

This notice is governed by the law of the State of Delaware and parties submit to the non-exclusive jurisdiction of the courts of that place.

SIGNED by R.B. SANTAMARIA
and S.C. ELLIOTT
as attorney for **AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED**
under power of attorney dated
24 September 2014
in the presence of:

....
Signature of witness

VICCI ALCOCK
Name of witness (block letters)

....
Signature of witness

VICCI ALCOCK
Name of witness (block letters)

....
By executing this notice the attorney states that the attorney has received no notice of revocation of the power of attorney

....
By executing this notice the attorney states that the attorney has received no notice of revocation of the power of attorney

Notice to Holders of ANZ Capital Trust III
Floating Rate Non-cumulative Trust Securities due 2053
Redemption Notice to Redeem all Trust Securities
Common Code: 020751312**, ISIN:** XS0207513127

Dear Holders

On 13 December 2004, Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) (**"Preference Share Issuer**") issued 500,000 preference shares, liquidation preference Euro 1,000 each ("**Preference Shares**") which were stapled to Euro 500,000,000 aggregate principal amount of floating rate notes due 2053 issued by ANZ Jackson Funding plc for form units. These units were deposited with ANZ Capital Trust III ("**Trust**") and on 13 December 2004, the Trust issued 500,000 trust securities ("**Trust Securities**") representing these units.

BNY Mellon Trust of Delaware (formerly known as The Bank of New York (Delaware)) is the trustee of the Trust ("**Trustee**") and The Bank of New York Mellon (formerly known as The Bank of New York) is the property trustee ("**Property Trustee**") under and Amended and Restated Declaration of Trust dated as of 13 December 2004 ("**Declaration of Trust**").

In accordance with clauses 5.4 and 11 of the Preference Shares, the Preference Share Issuer has on 7 November 2014 issued notice to the Property Trustee to redeem all Preference Shares on issue on 15 December 2014.

The terms and conditions of the Declaration of Trust state that on the redemption of the Preference Shares, the Trust Securities are redeemed.

Pursuant to Section 5.02(f) and Section 8.04 of the Declaration of Trust, Holders of the Trust Securities are given notice that:

1. The Redemption Date is 15 December 2014, which is the redemption date of the Preference Shares;

2. The redemption price per Trust Security at which the Trust Securities are to be redeemed is Euro 1,000, which is the redemption price payable for each Preference Share;

3. All Trust Securities (and not some only) will be redeemed on the Redemption Date; and

4. On the Redemption Date, subject to and in accordance with the terms and conditions of the Declaration of Trust, if the Preference Share Issuer has paid to the Paying Agent the aggregate amount of funds payable upon redemption of the Trust Securities, the Paying Agent shall irrevocably pay to Euroclear and Clearstream, Luxembourg ("**Clearing System**")such funds and shall give the Clearing System irrevocable instructions and authority to pay the same to the Holders of the Trust Securities to be redeemed. For so long as the Trust Securities are represented by Global Certificates, the Paying Agent will mark down the Global Certificates in the Clearing System once payment is made, and it is not necessary for the Trust Securities to be surrendered for redemption at the office of the Paying Agent. If the Trust Securities are no longer represented by Global Certificates, they may be surrendered to the Paying Agent at the

office of the The Bank of New York Mellon as Paying Agent at 101 Barclay Street, 21st Floor West, New York New York 10286, United States of America.

Holders also should note that pursuant to the terms of the Trust Securities, the final Distribution Payment Date will be 15 December 2014.

Capitalised terms that are undefined shall have the meaning given to them in the Declaration of Trust unless the context otherwise requires.

This notice is governed by the law in force in the State of Delaware, United States of America and parties submit to the non-exclusive jurisdiction of the courts of that place.

This notice is given by
The Bank of New York Mellon
as Property Trustee of ANZ Capital Trust III

Date: