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	Mr Michael Roger Pearson Smith
Date of last notice	28 November 2014

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.

Ordinary Shares:

Direct or indirect interest	Direct – 713,476 Indirect – 283,013
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. • ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan • Michael & Maria Smith Superannuation Fund Pty Ltd as trustee for Michael & Maria Smith Superannuation Fund	 Ordinary shares 164,621 Ordinary shares 118,392
Date of change	16 December 2014
No. of securities held prior to change	**<u>996,489</u>**
Class	Ordinary shares

Number acquired (direct) ANZEST Pty Ltd - ANZ Employee Share Acquisition Plan	Ordinary shares 3,070
Number disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	3,070 ordinary shares issued pursuant to the ANZ Dividend Reinvestment Plan ("DRP") at an issue price of $32.02 per share.
No. of securities held after change Direct – Unchanged Indirect – Increased (by 3,070) Total of interest	 713,476 286,083 **999,559**
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Ordinary shares issued pursuant to DRP.

Options over unissued ordinary shares:

Direct or indirect interest	Direct – 856,320 Indirect - Nil
Date of change	(a) 18 December 2014 (b) 16 December 2014
No. of options held prior to change	**856,320**
Class	Options over unissued Ordinary shares
Number of options acquired (direct)	(a) 229,272
Number of options disposed (direct)	(b) 326,424
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	(a) and (b) No amount was payable by Mr Smith
No. of options held after change Direct – Decreased (by 97,152) Indirect - Unchanged	 759,168 Nil

Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	(a) Grant of Performance Rights in accordance with resolution of shareholders at 2014 Annual General Meeting on the terms and conditions described in the Notice of Annual General Meeting and the Explanatory Notes which accompanied the Notice. (b) The Performance Rights granted to Mr Smith on 16 December 2011 lapsed on 16 December 2014 not having vested.

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
19 December 2014