

12 March 2020

Market Announcements Office ASX Limited Level 4 20 Bridge Street SYDNEY NSW 2000

Notice Corporations Act Subsection 259C(2)

Attached is a notice given in accordance with a Corporations Act Subsection 259C(2) exemption. It has been approved for distribution by ANZ's Company Secretary.

Yours faithfully

Simon Pordage Company Secretary Australia and New Zealand Banking Group Limited

| | Notice given in accordance with Corporations Act Subsection 259C(2) Exemption | | | |
|--------------------|---|--|--|--|
| То | Market Announcements Office | | | |
| | ASX Limited | | | |
| | Level 4 | | | |
| | 20 Bridge Street | | | |
| | SYDNEY NSW 2000 | | | |
| 1. Name of Company | Australia and New Zealand Banking Group Limited ABN 11 005 357 522 ("ANZ") gives | | | |
| 1. Name of Company | notice of the aggregated percentage of voting shares in ANZ, in respect of which its associated entities have (1) the power to control voting or disposal and voting shares underlying derivatives and (2) a net economic exposure, in accordance with the term | | | |

Date of present notice: 12 March 2020

The previous notice was given to the ASX on: 28 February 2020

The previous notice was dated: 28 February 2020

2. Issued Share Capital 2,836,177,422 fully paid Ordinary Shares in the capital of ANZ have been issued as at 11 March 2020.

pursuant to subsection 259C(2) of the Corporations Act.

3(a). Previous and present aggregated % of Voting Shares

The aggregated number and percentage of shares in each class of voting shares in ANZ in respect of which its controlled entities have power to control voting or disposal and voting shares underlying derivatives, when last required, and when now required, to give a notice to the ASX are:

of an exemption granted by the Australian Securities and Investments Commission

| Class of Shares | Previous Notice Total Number % of Total Shares | | Present Notice | | |
|---------------------|---|-------|----------------|-------------------|--|
| | | | Total Number | % of Total Shares | |
| Ordinary Fully Paid | 3,830,076 | 0.14% | 3,629,092 | 0.13% | |

3(b). Previous and present net economic exposure % of Voting Shares

The aggregated number and percentage of shares in each class of voting shares in ANZ in respect of which its controlled entities have a net economic exposure, when last required, and when now required, to give a notice to the ASX are:

| Class of Shares | Previou | ıs Notice | Prese | nt Notice |
|---------------------|--------------|-------------------|--------------|-------------------|
| | Total Number | % of Total Shares | Total Number | % of Total Shares |
| Ordinary Fully Paid | 3,830,076 | 0.14% | 3,629,092 | 0.13% |

| 4. Details of Controlled | The following controlled entities are the holders in the Voting Shares referred to in |
|--------------------------|---|
| Entity Holdings | paragraph 3 above. |

| Registered Holder | Controlled Entity entitled to be registered | Number of Shares | % of Total Shares |
|---|---|------------------|-------------------|
| ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan | ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan | 24,746 | 0.00% |
| Reserve Bank of NZ | ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios | 23,134 | 0.00% |
| JP Morgan Chase Bank | ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios | 2,246,460 | 0.08% |

| JP Morgan Chase Bank / Reserve Bank of NZ | ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios | 230,223 | 0.01% |
|--|---|-----------|-------|
| JP Morgan Nominees Australia Limited | ANZ Custodial Services New Zealand Limited as trustee for various private clients | 1,104,529 | 0.04% |
| A | ggregation | 3,629,092 | 0.13% |

5. Changes in Voting
Shares

Particulars of change in voting shares in ANZ in respect of which its controlled entities are or were entitled since ANZ was last required to give a notice to the ASX are:

| Date of Change | Controlled Entity entitled whose shareholding changed | Nature of Change | Consideration given in relation to change (\$) | Class of Share | Number of Shares |
|-------------------|--|---|--|------------------------|---------------------|
| 28/02/2020 | ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "Plan") | The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and / or shares being allocated under the Plan | Not applicable | Ordinary fully paid | 1,657 |
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 426.99 | Ordinary fully paid | -16 |
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,467.76 | Ordinary fully paid | -55 |
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,441.08 | Ordinary fully paid | -54 |
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 133.43 | Ordinary fully paid | -5 |
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,014.09 | Ordinary fully paid | -38 |

| | | | | 1 | |
|------------|--|---|----------------|------------------------|---------|
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,094.15 | Ordinary fully paid | -41 |
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,974.81 | Ordinary fully paid | -74 |
| 28/02/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 2,668.66 | Ordinary fully paid | -100 |
| 2/03/2020 | ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "Plan") | The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and / or shares being allocated under the Plan | Not applicable | Ordinary fully paid | 85 |
| 3/03/2020 | ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "Plan") | The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and / or shares being allocated under the Plan | Not applicable | Ordinary fully paid | -11,215 |
| 3/03/2020 | ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios | On-market sale | 508,956.00 | Ordinary fully paid | -20,000 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 180.62 | Ordinary fully paid | -7 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 3,483.46 | Ordinary fully paid | -135 |

| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,135.35 | Ordinary fully paid | -44 |
|-----------|--|-----------------------|----------|------------------------|------|
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,296.50 | Ordinary fully paid | 89 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 4,609.07 | Ordinary fully paid | 178 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 361.25 | Ordinary fully paid | -14 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 3,535.06 | Ordinary fully paid | -137 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,161.15 | Ordinary fully paid | -45 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 954.73 | Ordinary fully paid | 37 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,916.14 | Ordinary fully paid | 74 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,090.07 | Ordinary fully paid | 81 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 4,194.78 | Ordinary fully paid | 162 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,290.17 | Ordinary fully paid | -50 |

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|-----------|--|-----------------------|-----------|------------------------|-----|
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 387.05 | Ordinary fully paid | -15 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 619.28 | Ordinary fully paid | -24 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 877.32 | Ordinary fully paid | -34 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,141.68 | Ordinary fully paid | 83 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 4,272.46 | Ordinary fully paid | 165 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,935.25 | Ordinary fully paid | -75 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 77.41 | Ordinary fully paid | -3 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,625.61 | Ordinary fully paid | -63 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 645.09 | Ordinary fully paid | -25 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 5,728.35 | Ordinary fully paid | 222 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 11,522.69 | Ordinary fully paid | 445 |

| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,548.20 | Ordinary fully paid | 60 |
|-----------|--|-----------------------|----------|------------------------|-----|
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 3,107.24 | Ordinary fully paid | 120 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,212.76 | Ordinary fully paid | 47 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,408.12 | Ordinary fully paid | 93 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 696.69 | Ordinary fully paid | 27 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,372.37 | Ordinary fully paid | 53 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 180.62 | Ordinary fully paid | 7 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 440.20 | Ordinary fully paid | 17 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 464.46 | Ordinary fully paid | 18 |
| 4/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,009.85 | Ordinary fully paid | 39 |

| 5/03/2020 | ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "Plan") | The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and / or shares being allocated under the Plan | Not applicable | Ordinary fully paid | 122 |
|------------|--|---|----------------|------------------------|---------|
| 6/03/2020 | ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "Plan") | The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and / or shares being allocated under the Plan | Not applicable | Ordinary fully paid | 53 |
| 6/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 24,867.36 | Ordinary fully paid | 1,000 |
| 10/03/2020 | ANZEST Pty Ltd as Trustee for ANZ Employee Share Acquisition Plan (the "Plan") | The change in holding occurred as a result of shares under the Plan being forfeited due to cessation of an individual's employment or vesting conditions not being met and / or shares being allocated under the Plan | Not applicable | Ordinary fully paid | 395 |
| 10/03/2020 | ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios | On-market sale | 491,899.73 | Ordinary fully paid | -23,289 |
| 10/03/2020 | ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios | On-market sale | 1,111,124.89 | Ordinary fully paid | -53,231 |

| 10/03/2020 | ANZ New Zealand Investments Limited on behalf of various investment funds and client portfolios | On-market sale | 2,056,648.16 | Ordinary fully paid | -101,023 |
|------------|--|-----------------------|--------------|------------------------|----------|
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 658.24 | Ordinary fully paid | -31 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,061.68 | Ordinary fully paid | -50 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 637.01 | Ordinary fully paid | -30 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 424.67 | Ordinary fully paid | 20 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,576.79 | Ordinary fully paid | 74 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 764.41 | Ordinary fully paid | -36 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 5,350.88 | Ordinary fully paid | -252 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 106.17 | Ordinary fully paid | -5 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 467.14 | Ordinary fully paid | -22 |

| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 2,951.48 | Ordinary fully paid | -139 |
|------------|--|-----------------------|-----------|------------------------|------|
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 4,055.63 | Ordinary fully paid | -191 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,993.95 | Ordinary fully paid | 141 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 10,760.53 | Ordinary fully paid | 505 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 21.23 | Ordinary fully paid | -1 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,210.32 | Ordinary fully paid | -57 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 382.21 | Ordinary fully paid | 18 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,427.63 | Ordinary fully paid | 67 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 785.65 | Ordinary fully paid | -37 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 1,528.82 | Ordinary fully paid | -72 |

| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 4,013.16 | Ordinary fully paid | 189 |
|------------|--|-----------------------|-----------|------------------------|-----|
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 14,446.81 | Ordinary fully paid | 678 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 785.65 | Ordinary fully paid | 37 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,940.50 | Ordinary fully paid | 138 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 339.74 | Ordinary fully paid | 16 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,257.17 | Ordinary fully paid | 59 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 615.77 | Ordinary fully paid | -29 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market sale | 382.21 | Ordinary fully paid | -18 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,611.74 | Ordinary fully paid | 123 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 9,439.44 | Ordinary fully paid | 443 |

| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 3,779.59 | Ordinary fully paid | 178 |
|------------|--|-----------------------|-----------|------------------------|-----|
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 13,615.80 | Ordinary fully paid | 639 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 488.37 | Ordinary fully paid | 23 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,768.57 | Ordinary fully paid | 83 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 552.08 | Ordinary fully paid | 26 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,066.88 | Ordinary fully paid | 97 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 1,528.82 | Ordinary fully paid | 72 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 5,561.38 | Ordinary fully paid | 261 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 2,696.68 | Ordinary fully paid | 127 |
| 11/03/2020 | ANZ Custodial Services New Zealand Limited as trustee for various private clients | On-market purchase | 9,695.13 | Ordinary fully paid | 455 |

| Addresses | The addresses of entities named in this form are as follows: | | | |
|--|--|--|--|--|
| | T | | | |
| Name | Address | | | |
| ANZ | Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008 | | | |
| ANZEST Pty Ltd | Level 9A, ANZ Centre Melbourne, 833 Collins Street, Docklands Vic 3008 | | | |
| ANZ New Zealand Investments Limited | ANZ Centre, 23-29 Albert Street, Auckland, New Zealand | | | |
| JP Morgan Chase Bank | 85 Castlereagh Street, Sydney NSW 2000 | | | |
| JP Morgan Nominees Australia Limited | 85 Castlereagh Street, Sydney NSW 2000 | | | |
| Reserve Bank of NZ | 2 The Terrace, PO Box 2498 Wellington 6011, New Zealand | | | |
| ANZ Custodial Services New Zealand Limited ANZ Centre, 23-29 Albert Street, Auckland, New Zealand | | | | |

| print name | Simon Pordage | Capacity | Company Secretary |
|------------|---------------|----------|-------------------|
| | | | |
| Sign here | | Date | 12 March 2020 |