

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Australia and New Zealand Banking Group Limited (the <i>Company</i> )	11 005 357 522

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	On-market buy-back
2	+Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Convertible preference shares issued by ANZ in September 2011 (CPS <sub>3</sub> ) (ANZPC)
3	Voting rights (eg, one for one)	No right to vote at general meetings of holders of ordinary shares except in limited circumstances. See clause 10.2 of the CPS <sub>3</sub> terms, as amended effective as of 16 August 2017.
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the +class on issue	13,400,000
6	Whether shareholder/unitholder approval is required for buy-back	No

+ See chapter 19 for defined terms.

7	Reason for buy-back	As part of the Company's capital management program
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)	See the announcements to the ASX and the ANZ Capital Notes 5 prospectus dated 16 August 2017.

### On-market buy-back

9	Name of broker who will act on the company's behalf	UBS AG, Australia Branch
10	Deleted 30/9/2001.	
11	If the company/trust intends to buy back a maximum number of shares - that number  Note: This requires a figure to be included, not a percentage.	N/A - the maximum number of CPS <sub>3</sub> that can be bought back is the number on issue, being 13,400,000 (see 5 above)
12	If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	26 September 2017
13	If the company/trust intends to buy back shares/units if conditions are met - those conditions	N/A

### Employee share scheme buy-back

14	Number of shares proposed to be bought back	N/A
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15 Price to be offered for shares

### Selective buy-back

16 Name of person or description of class of person whose shares are proposed to be bought back

17 Number of shares proposed to be bought back

18 Price to be offered for shares

### Equal access scheme

19 Percentage of shares proposed to be bought back

20 Total number of shares proposed to be bought back if all offers are accepted

21 Price to be offered for shares

22 <sup>+</sup>Record date for participation in offer   
Cross reference: Appendix 7A, clause 9.

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

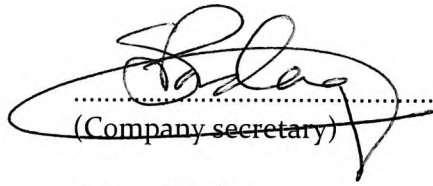
1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

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<sup>+</sup> See chapter 19 for defined terms.

Sign here:

  
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(Company secretary)

Date: 16 August 2017

Print name:

Simon Pordage