

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

*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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001,
11/3/2002.

Name of entity

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

ABN

11 005 357 522

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|-------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 5,300,834 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, pari passu with existing ordinary shares.</p>																										
<p>5 Issue price or consideration</p>	<table border="1"> <tr><td>1,817,214 shares</td><td>At Nil consideration</td></tr> <tr><td>50,000 shares</td><td>at \$8.97 each</td></tr> <tr><td>100,000 shares</td><td>at \$9.51 each</td></tr> <tr><td>100,000 shares</td><td>at \$11.20 each</td></tr> <tr><td>19,325 shares</td><td>at \$13.70 each</td></tr> <tr><td>3,000 shares</td><td>at \$14.63 each</td></tr> <tr><td>5,000 shares</td><td>at \$14.92 each</td></tr> <tr><td>50,000 shares</td><td>at \$15.66 each</td></tr> <tr><td>13,625 shares</td><td>at \$17.05 each</td></tr> <tr><td>3,142,629 shares</td><td>at \$18.32 each</td></tr> <tr><td>41 shares</td><td>at \$18.75 each</td></tr> <tr><td>Total 5,300,834</td><td></td></tr> </table>	1,817,214 shares	At Nil consideration	50,000 shares	at \$8.97 each	100,000 shares	at \$9.51 each	100,000 shares	at \$11.20 each	19,325 shares	at \$13.70 each	3,000 shares	at \$14.63 each	5,000 shares	at \$14.92 each	50,000 shares	at \$15.66 each	13,625 shares	at \$17.05 each	3,142,629 shares	at \$18.32 each	41 shares	at \$18.75 each	Total 5,300,834			
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<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>342,247 shares issued on exercise of options. 1,028,623 shares issued to the trustee of the ANZ Employee Share Acquisition Plan to hold in trust for 3 years from the date of issue. 3,142,629 shares issued under Dividend Re-investment Plan 787,335 shares issued under Bonus Option Plan</p>																										
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<table border="1"> <tr><td>625 shares</td><td>02 December 2002</td></tr> <tr><td>73,750 shares</td><td>03 December 2002</td></tr> <tr><td>1,625 shares</td><td>04 December 2002</td></tr> <tr><td>1,000 shares</td><td>09 December 2002</td></tr> <tr><td>1,170 shares</td><td>10 December 2002</td></tr> <tr><td>1,278,664 shares</td><td>11 December 2002</td></tr> <tr><td>3,700 shares</td><td>12 December 2002</td></tr> <tr><td>3,929,964 shares</td><td>13 December 2002</td></tr> <tr><td>2,375 shares</td><td>16 December 2002</td></tr> <tr><td>4,144 shares</td><td>18 December 2002</td></tr> <tr><td>3,250 shares</td><td>20 December 2002</td></tr> <tr><td>173 shares</td><td>23 December 2002</td></tr> <tr><td>394 shares</td><td>24 December 2002</td></tr> </table>	625 shares	02 December 2002	73,750 shares	03 December 2002	1,625 shares	04 December 2002	1,000 shares	09 December 2002	1,170 shares	10 December 2002	1,278,664 shares	11 December 2002	3,700 shares	12 December 2002	3,929,964 shares	13 December 2002	2,375 shares	16 December 2002	4,144 shares	18 December 2002	3,250 shares	20 December 2002	173 shares	23 December 2002	394 shares	24 December 2002
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⁺ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	1,512,540,397	Ordinary fully paid
	34,666,641	Options on issue
	64,016,000	1998 Redeemable Preference Shares.
	60,016,000	1998 Redeemable Preference Shares (Series 2).

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing fully paid ordinary shares.
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Part 2 - Bonus issue or pro rata issue

- | | |
|---|--|
| 11 Is security holder approval required? | |
| 12 Is the issue renounceable or non-renounceable? | |
| 13 Ratio in which the +securities will be offered | |
| 14 +Class of +securities to which the offer relates | |
| 15 +Record date to determine entitlements | |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 Policy for deciding entitlements in relation to fractions | |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | | |
|----|---|--|
| 18 | Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7. | |
| 19 | Closing date for receipt of acceptances or renunciations

Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders | |
| 25 | If the issue is contingent on ⁺ security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |

⁺ See chapter 19 for defined terms.

30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 A copy of any trust deed for the additional ⁺securities
(now go to 43)

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought

39 Class of ⁺securities for which quotation is sought

40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42	Number and ⁺ class of all ⁺ securities quoted on ASX <i>(including the securities in clause 38)</i>	Number	⁺ Class
	<i>(now go to 43)</i>		

⁺ See chapter 19 for defined terms.

All entities
Fees

43 Payment method (tick one)

- Cheque attached
- Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

- Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the ⁺securities to be quoted, it has been provided at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

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Appendix 3B
New issue announcement

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

Secretary

Date: 09 January 2003

Print name:

Tim Paine

⁺ See chapter 19 for defined terms.