

AUSTRALIA & NEW ZEALAND BANKING GROUP LTD

Form 6-K

February 03, 2005

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the Month of January 2005

Australian and New Zealand Banking Group Limited

(Translation of registrant's name into English)

Level 6,100 Queen Street Melbourne Victoria Australia

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

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If ☐ Yes ☐ is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Australia and New Zealand
Banking Group Limited

(Registrant)

By: /s/ John Priestly
Company Secretary

Date 03 February 2005

Media Release

Corporate Affairs

100 Queen Street

Melbourne Vic 3000

Facsimile 03 9273 4899

www.anz.com

For Release: 3 February 2005

John Dahlsen retires from the ANZ Board after 20 years

ANZ today announced Mr John Dahlsen's retirement from the ANZ Board after having served as a director for 20 years.

Mr Dahlsen has served on the ANZ Board since 1985 and having reached the age of 70, is required to retire in accordance with ANZ's Constitution.

ANZ Chairman Mr Charles Goode said: "John Dahlsen has made a very substantial contribution to ANZ over an unusually long period as a director, which demonstrates the importance of continuity and the retention of governance perspectives across business cycles.

John's contribution to ANZ has not only been over an extended period, but has been of a very high quality reflecting his keen legal and analytical mind and his considerable business knowledge and expertise. His contribution to the Board has always been enquiring and insightful. Recently, John made a special contribution to the repositioning of ANZ's Australian personal banking business and the rollout of the Restoring Customer Faith program," Mr Goode said.

During 2004 three Directors were added to the ANZ Board to provide for the transitioning associated with the planned retirement of Mr John Dahlsen and Dr Brian Scott during 2005.

For media enquiries contact:

Paul Edwards

Head of Group Media Relations

Tel: 03-9273 6955 or 0409-655 550

email: paul.edwards@anz.com

Australia and New Zealand Banking Group Limited ABN 11 005 357 522

Lodged elect 3/2/03.

ASIC

Australian Securities and Investments Commission

	Change to company details		
	Form 484 - Corporations Act 2001		
	If there is insufficient space in any section of the form, you may photocopy		
	the relevant page(s) and submit as part of this lodgement.		
	Section B		
	Section B may be lodged independently if no changes are to be notified via Sections A or C.		
	Use this form to notify ASIC of:		
	B1 Appoint company officeholder		
	B2 Cease company officeholder		
	B3 Change to special purpose company status		
	Related Forms		
	484 A	change of address, name (officeholders or members), details (ultimate holding company)	
	484 C	issue/cancel shares, change share structure and members register	
Company details	Company name		
	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED		
	ACN / ABN		Corporate Key
	005 357 522		

B1 Appoint company officeholder

Use this section to notify appointment of a company officeholder. You need to notify details separately for each new officeholder.

	o Director	
Role of appointed officer	o Secretary	
	o Alternate director	
Date of appointment	Date	
	/ /	
Name	The name of the appointed officerholder is	
	Family name	Given names
	Place of birth	
	Date of birth	
	/ /	
Former name	Their previous name was	
	Family name	Given names
Residential address	The residential address of the appointed officeholder is	
If an Alternate director , for whom	The person Alternate director is alternate for	
	Family name	Given names

	Expiry date	
	/ /	
	Has the role been extended?	
	o Yes	
	o No	
	Terms of appointment	

B1 Continued... Appoint another company officeholder

Use this section to notify appointment of a company officeholder. You need to notify details separately for each new officeholder.

Role of appointed officer	☐ Director ☐ Secretary ☐ Alternate director	
Date of appointment	Date / /	
Name	The name of the appointed officeholder is Family Name Given names Place of birth Date of birth / /	
Former name	Their previous name was Family name Given names	
Residential address	The residential address of the appointed officeholder is	
If an Alternate director , for whom	The person Alternate director is alternate for Family name Given names Expiry date / / Has the role been extended?	

o Yes

o No

Terms of appointment

B2 Cease company officeholder

Use this section to notify if a company officeholder has ceased to be a company officeholder. You need to notify details separately for each ceased officeholder.

Role of ceased officeholder	☒ Director ☐ Secretary ☐ Alternate director							
Date officeholder ceased	Date 03/02/2005							
Name	The name of the ceased officeholder is <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;"> Family Name DAHLSSEN </td> <td style="width: 50%;"> Given names JOHN CHRISTIAN </td> </tr> <tr> <td colspan="2"> Place of birth BAIRNSDALE, VIC </td> </tr> <tr> <td colspan="2"> Date of birth 3/02/1935 </td> </tr> </table>		Family Name DAHLSSEN	Given names JOHN CHRISTIAN	Place of birth BAIRNSDALE, VIC		Date of birth 3/02/1935	
Family Name DAHLSSEN	Given names JOHN CHRISTIAN							
Place of birth BAIRNSDALE, VIC								
Date of birth 3/02/1935								

B2 Continued... Cease another company officeholder

Role of ceased officeholder	☐ Director ☐ Secretary ☐ Alternate director			
Date officeholder ceased	Date / /			
Name	The name of the ceased officeholder is <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;"> Family Name </td> <td style="width: 50%;"> Given names </td> </tr> </table>		Family Name	Given names
Family Name	Given names			

Place of birth

Date of birth
/ /

B3 Change to special purpose company status

Use this section to notify if the company has commenced or ceased status as one of the special purpose company designations below.

The change is	Commence	
	☐	Home unit company
	☐	Superannuation trustee company
	☐	For charitable purposes only
	☐	Cease
Date of change / /		

Signature

This form must be signed by a current director or secretary of the company

I certify that the information in this form is true and correct.

Name
PRIESTLEY, JOHN WILLIAM

Capacity
o Director

ý Company secretary

Signature
/s/ John William Priestley

Date signed
03/02/2005

Lodging Party Details

Please notify the registered agent details (if applicable) and who queries about this form should be directed to

Registered Agent details	ASIC registered agent name
If this form is being lodged by an ASIC	COMPANY SECRETARY S OFFICE FOR ANZ BANK
registered agent, please complete	ASIC registered agent number
agent name and number	7159

Queries about this form

If there is a query regarding this form, ASIC should contact

	o	Signatory above
You can nominate an officeholder	ý	ASIC registered agent above
Lodging party or ASIC registered agent	o	Name of lodging party
		Address

DX Number

DX City/suburb

Telephone Number

* **Mail**

Send completed and signed forms to:

Australian Securities and Investments Commission

Locked Bag 4000, Gippsland Mall Centre, VIC, 3841

Australian Securities & Investments Commission	
	Form 484
	Corporations Act 2001

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- | | | |
|--|---------------------------------|---------------------------------------|
| A1 Change of address | B1 Cease company officeholder | C1 Cancellation of shares |
| A2 Change of name - officeholders or members | B2 Appoint company officeholder | C2 Issue of shares |
| A3 Change - ultimate holding company | B3 Special purpose company | C3 Change to share structure |
| | | C4 Changes to the register of members |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Company name

Australia and New Zealand Banking Group Limited

Refer to guide for information
about corporate key

ACN/ABN

Corporate key

11 005 357 522

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Minas Frangoulis

ASIC registered agent number (if applicable)

7159

Telephone number

(03) 9273-4636

Postal address

Level 6/100 Queen Street

Melbourne Victoria 3000

Total number of pages including this cover sheet Please provide an estimate of the time taken to complete this form.

6 0 hrs 15 mins

Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

John William Priestley

Capacity

☐ Director

☐ Company secretary

Signature

Date signed

0

2

/

0

2

/

0

5

[D

D]

[M

M]

[Y

Y]

Lodgement

Send completed and signed forms to:

Australian Securities and Investments Commission,

PO Box 4000, Gippsland Mail Centre VIC 3841.

For help or more information

Telephone 03 5177 3988

Email info.enquiries@asic.gov.au

Web www.asic.gov.au

Or lodge the form electronically by visiting the ASIC website

www.asic.gov.au

Section C completion guide

Standard share codes

Share class code

Full title

Share class code

Full title

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

A	A	PRF	preference
B	B etc	CUMP	cumulative preference
EMP	employee s	NCP	non-cumulative preference
FOU	founder s	REDP	redeemable preference
LG	life governor s	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title

Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1- Cancellation of shares	C2 Issue of shares	C3 Change to share structure table	C4 Change to members register
Issue of shares				

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o	Proprietary company	Not required	ý	ý	ý
	Public company				
o	if in response to the Annual	Not required			
	company statement		ý	ý	ý
o	if not in response to the Annual	Not required	ý	Not required	Not required
	company statement				
	Cancellation of shares				

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o	Proprietary company	ý	Not required	ý	ý
	Public company				
o	if in response to the Annual				
	company statement	ý	Not required	ý	ý
ý	if not in response to the Annual	ý	Not required	Not required	Not required
	company statement				
	Transfer of shares				

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o	Proprietary company	Not required	Not required	Not required	ý
	Public company				
	if in response to the Annual				
o	company statement	Not required	Not required	Not required	ý
o	if not in response to the Annual				
	company statement	Not required	Not required	Not required	Not required
	Changes to amounts paid				

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o	Proprietary company	Not required	Not required	ý	ý
	Public company				
o	if in response to the Annual				
	company statement	Not required	Not required	ý	ý
o	if not in response to the Annual				
	company statement	Not required	Not required	Not required	Not required
	Changes to beneficial ownership				

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o	Proprietary company	Not required	Not required	Not required	ý
	Public company				
o	if in response to the Annual				
	company statement	Not required	Not required	Not required	ý
o	if not in response to the Annual				
	company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a form 2205B within 28 days of the change occurring.

C1 Cancellation of shares**Reason for cancellation**

Please indicate the reason that shares have been cancelled (select one or more boxes)

Redeemable preference shares **S.254J**

- ☐ Redeemed out of profits
- ☐ Redeemed out of proceeds of a fresh issue of shares

Capital reduction **S.256A S.256E**

- ☐ Single shareholder company
- ☐ Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

Share buy-back. **ss.257H(3)**

- ☐ Minimum holding buy-back by listed company
- ☐ Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

☐ Forfeited shares **S.258D**

Shares returned to a public company **ss.258E(2) & (3)**

- ☐ Under section 651C, 724(2), 737 or 738
- ☐ Under section 1325A (court order)

☐ Other

Description

Give section reference

Details of cancelled shares**List the details of shares cancelled in the following table**

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)
ORD	10,000	\$206,000
ORD	170,000	\$3,534,300

ORD	175,000	\$3,616,305
ORD	500,000	\$10,323,050
ORD	319,512	\$6,508,874.80

Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

1 **3** / **0** **1** / **0** **5**
 [D D] [M M] [Y Y]

C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share
------------------	-------------------------	-----------------------	-------------------------

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/
 [D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐ **Yes**

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐ **No**

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares
------------------	----------------------------	--	-----------------------------------	-------------------------------------

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

$$\frac{[D \quad D]}{[M \quad M]} \quad \frac{[Y \quad Y]}{[M \quad M]}$$

Lodgement details

Is this document being lodged to update the Annual Company Statement that was sent to you?

0 Yes

0 No

C4 Changes to the register of members

Use this section to notify changes to the register of members for your company (changes to the shareholdings of members):

If there are 20 members or less in a share class, all changes need to be notified

If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)

If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

The changes apply to

Please indicate the name and address of the member whose shareholding has changed

☐ Family name

Given names

OR

☐ Company name

ACN/ARBN/ABN

Office, unit, level or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Earliest date of change

Date of change

/ /

Please indicate the earliest date that any of the following changes occurred

[D

D]

[M

M]

[Y

Y]

The changes are

Share class code	Shares increased by (number)	Shares decreased by (number)	Total number now held	*Total \$paid on these shares	*Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member(y/n)

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* Public companies are not required to provide these details

Date of entry of member's name in register Date of entry

/ /

(New members only)

[D D] [M M] [Y Y]

C4 Continued **Further changes to the register of members**

Use this section to notify changes to the register of members for your company (changes to the shareholdings of members):

If there are 20 members or less in a share class, all changes need to be notified

If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)

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The changes apply to
Please indicate the name and address
of the member whose shareholding has
changed

☐ Family name

Given names

OR

☐ Company name

ACN/ARBN/ABN

Office, unit, level or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Earliest date of change

Date of change

/

/

Please indicate the earliest date that any of the
following changes occurred

[D

D]

[M

M]

[Y

Y]

The changes are

Share class code	Shares increased by (number)	Shares decreased by (number)	Total number now held	*Total \$paid on these shares	*Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member(y/n)

* Public companies are not required to provide these details

Date of entry of member's name in register Date of entry

(New members only)

/
 [D D] [M M] [Y Y]

Australian Securities & Investments Commission	
	Form 484
	Corporations Act 2001

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- | | | |
|---|--------------------------------|---------------------------------------|
| A1 Change of address | B1 Cease company of?ceholder | C1 Cancellation of shares |
| A2 Change of name of?ceholders or members | B2 Appoint company of?ceholder | C2 Issue of shares |
| A3 Change - ultimate holding company | B3 Special purpose company | C3 Change to share structure |
| | | C4 Changes to the register of members |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Company name
Australia and New Zealand Banking Group Limited

Refer to guide for information about corporate key

ACN/ABN
11 005 357 522

Corporate key

Lodgement details

Who should ASIC contact if there is a query about this form?

Name
Minas Frangoulis
ASIC registered agent number (if applicable)
7159
Telephone number
(03) 9273-4636
Postal address
Level 6/100 Queen Street

Melbourne Victoria 3000

Total number of pages including this cover sheet Please provide an estimate of the time taken to complete this form.

6 **0** hrs **5** mins

Signature

This form must be signed by a current of?ceholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

John William Priestley

Capacity

☒ Director

☐ Company secretary

Signature

Date signed

0 **2** / **0** **2** / **0** **5**
[D D] [M M] [Y Y]

Lodgement

Send completed and signed forms to:

For help or more information

Australian Securities and Investments Commission,

Telephone 03 5177 3988

PO Box 4000, Gippsland Mail Centre VIC 3841.

Email info.enquiries@asic.gov.au

Web www.asic.gov.au

Or lodge the form electronically by visiting the ASIC website

www.asic.gov.au

Section C completion guide

Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

<u>Share class code</u>	<u>Full title</u>	<u>Share class code</u>	<u>Full title</u>
A	A	PRF	preference
B	B etc	CUMP	cumulative preference
EMP	employee s	NCP	non-cumulative preference
FOU	founder s	REDP	redeemable preference
LG	life governor s	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title

Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1- Cancellation of shares	C2 Issue of shares	C3 Change to share structure table	C4 Change to members register
Issue of shares				

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o	Proprietary company	Not required	ý	ý	ý
	Public company				
o	if in response to the Annual				
	company statement	Not required	ý	ý	ý
o	if not in response to the Annual				
	company statement	Not required	ý	Not required	Not required
	Cancellation of shares				

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o	Proprietary company	ý	Not required	ý	ý
	Public company				
	if in response to the Annual				
o	company statement	ý	Not required	ý	ý
ý	if not in response to the Annual company statement	ý	Not required	Not required	Not required
	Transfer of shares				

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o	Proprietary company	Not required	Not required	Not required	ý
	Public company				
o	if in response to the Annual				
	company statement	Not required	Not required	Not required	ý
o	if not in response to the Annual				
	company statement	Not required	Not required	Not required	Not required
	Changes to amounts paid				

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o	Proprietary company	Not required	Not required	ý	ý
	Public company				
o	if in response to the Annual				
	company statement	Not required	Not required	ý	ý
o	if not in response to the Annual				
	company statement	Not required	Not required	Not required	Not required
	Changes to beneficial ownership				

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o	Proprietary company	Not required	Not required	Not required	ý
	Public company				
o	if in response to the Annual				
	company statement	Not required	Not required	Not required	ý
o	if not in response to the Annual				
	company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a form 2205B within 28 days of the change occurring.

C1 Cancellation of shares

Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

Redeemable preference shares **S.254J**

☐ Redeemed out of profits

☐ Redeemed out of proceeds of a fresh issue of shares

Capital reduction **S.256A S.256E**

☐ Single shareholder company

☐ Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

Share buy-back. **ss.257H(3)**

☐ Minimum holding buy-back by listed company

☒ Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

☐ Forfeited shares **S.258D**

Shares returned to a public company **ss.258E(2) & (3)**

☐ Under section 651C, 724(2), 737 or 738

☐ Under section 1325A (court order)

☐ Other

Description

Give section reference

Details of cancelled shares

List the details of shares cancelled in the following table

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)
ORD	350,000	\$7,132,125

Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

2 0 / 0 1 / 0 5
[D D] [M M] [Y Y]

C2 Issue of shares

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share
------------------	-------------------------	-----------------------	-------------------------

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

/		/	
[D	D]	[M	M]
[Y		Y]	

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

☐ **Yes**

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

☐ **No**

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

C3 Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current	Total amount paid on these	Total amount unpaid on these
------------------	----------------------------	---------------------------------	----------------------------	------------------------------

Changes to beneficial ownership

after changes) shares shares

Earliest date of change

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]
/ /

Lodgement details	Is this document being lodged to update the Annual Company Statement that was sent to you?
☐	Yes
☐	No

C4 Changes to the register of members

Use this section to notify changes to the register of members for your company (changes to the shareholdings of members):

If there are 20 members or less in a share class, all changes need to be notified

If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)

If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

The changes apply to

Please indicate the name and address of the member whose shareholding has changed

☐ Family name

Given names

OR

☐ Company name

ACN/ARBN/ABN

Office, unit, level or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Earliest date of change

Date of change

/ /

Please indicate the earliest date that any of the following changes occurred

[D D] [M M] [Y Y]

The changes are

Share class code	Shares increased by (number)	Shares decreased by (number)	Total number now held	*Total \$paid on these shares	*Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member(y/n)

* Public companies are not required to provide these details

Date of entry of member's name in register Date of entry
 (New members only) / /
 [D D] [M M] [Y Y]

C4 Continued Further changes to the register of members

Use this section to notify changes to the register of members for your company (changes to the shareholdings of members):

If there are 20 members or less in a share class, all changes need to be notified

If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)

If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

The changes apply to

Please indicate the name and address of the member whose shareholding has changed

☐ Family name

Given names

OR

☐ Company name

ACN/ARBN/ABN

Office, unit, level or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Earliest date of change

Date of change

/

/

Please indicate the earliest date that any of the following changes occurred

[D

D]

[M

M]

[Y

Y]

The changes are

Share class code	Shares increased by (number)	Shares decreased by (number)	Total number now held	*Total \$paid on these shares	*Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member(y/n)

* Public companies are not required to provide these details

Date of entry of member's name in register Date of entry
 (New members only) / /
 [D D] [M M] [Y Y]

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	206,591
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if	206,591 Fully Paid Shares

Changes to beneficial ownership

partly paid +securities, the amount
outstanding and due dates for payment; if
+convertible securities, the conversion
price and dates for conversion)

- 4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? Yes, pari passu with existing ordinary shares

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

+ See chapter 19 for defined terms.

5	Issue price or consideration	32,325 shares	at \$12.98 each	
		27,750 shares	at \$13.91 each	
		53,750 shares	at \$14.20 each	
		13,750 shares	at \$14.61 each	
		57,340 shares	at \$16.33 each	
		2,978 shares	at \$17.34 each	
		4,321 shares	at \$17.55 each	
		5,514 shares	at \$17.60 each	
		5,332 shares	at \$18.03 each	
		2,794 shares	at \$18.22 each	
		737 shares	at \$20.68 each	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	206,591 shares issued on exercise of options.		
7	Dates of entering + securities into uncertificated holdings or despatch of certificates	32,242 shares	05 January 2005	
		16,540 shares	06 January 2005	
		12,023 shares	07 January 2005	
		22,398 shares	11 January 2005	
		34,303 shares	12 January 2005	
		7,175 shares	13 January 2005	
		7,644 shares	14 January 2005	
		20,510 shares	17 January 2005	
		6,375 shares	18 January 2005	
		16,004 shares	19 January 2005	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	31,377 shares	20 January 2005	
		Number		+Class
		1,825,917,829		Ordinary fully paid
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	10,000,000		2003 ANZ Stapled Exchangeable Preferred Securities
		Number		+Class
		39,163,250		Options on issue
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	350,000		2003 Redeemable Preference Shares.
		750,000		2003 Redeemable Preference Shares (Series 2).
		500,000		December 2004 Euro Preference Shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing fully paid ordinary shares.		

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
- 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
- 20 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

+ See chapter 19 for defined terms.

- 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)
- 30 How do *security holders sell their entitlements *in full* through a broker?
- 31 How do *security holders sell *part* 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

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)

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

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.

+ See chapter 19 for defined terms.

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.

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: 24 January 2005

Print name:

John Priestley
