

If undeliverable please return to
ANZ Share Registry
GPO BOX 2848
Melbourne Victoria 3001

New Zealand
No. 173029



If undelivered return to:
PO BOX 91980
Auckland Mail Centre

2006 proxy form



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

Charles Goode
Chairman
15 November 2006



Dear Shareholder

On behalf of the Board of Directors, I have pleasure in enclosing notice of the thirty eighth Annual General Meeting of Australia and New Zealand Banking Group Limited.

The Meeting will be held at the Sydney Convention and Exhibition Centre, Bayside Auditorium B, Darling Drive, Darling Harbour, Sydney, New South Wales on Friday, 15 December 2006 at 10:00am (Sydney time).

Our choice of Sydney for this year's Meeting reflects a policy of rotating shareholder meetings among the major cities where our shareholders are located. This gives as many shareholders as possible the opportunity to directly participate in meetings of the Company. In recent years we have held shareholder meetings in Adelaide, Melbourne, Perth, and Brisbane.

If you are able to attend, would you please bring this letter with you to facilitate your admission into the Meeting.

ANZ staff will be available outside the meeting room should you wish to discuss banking services, investment products or shareholder matters.

If you are unable to attend the Meeting, I encourage you to vote using the attached Proxy Form. Alternatively, you can submit your proxy instructions electronically by visiting www.anz.com and clicking on the following links: shareholders (top of page) > Annual General Meeting (left hand side) > Electronic Proxy Form (body of text). In addition, you will be able to access our webcast on www.anz.com and listen live to the addresses made at the Meeting.

Also attached is a form to enable you to nominate questions in advance of the Annual General Meeting. We will attempt to ensure that as many as possible of the more frequently asked questions are addressed at the Meeting.

Yours faithfully

Chairman



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

ANZ SHARE REGISTRY
GPO Box 242
Melbourne Victoria 3001
Australia

Australia: 1800 11 33 99
New Zealand: 0800 174 007
United Kingdom: (0870) 702 0000
Outside Australia: (61 3) 9415 4010
Facsimile: (61 3) 9473 2555

Mark this box with an X if you have made any changes to your address details (see reverse)



www.anz.com

Appointment of Proxy

I/We being a member/s of Australia and New Zealand Banking Group Limited (ANZ) and entitled to attend and vote at the 2006 Annual General Meeting of ANZ hereby appoint



The Chairman
of the Meeting
(mark with an X)

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the 2006 Annual General Meeting of ANZ to be held at the Sydney Convention and Exhibition Centre, Bayside Auditorium B, Darling Drive, Darling Harbour, Sydney, New South Wales on Friday, 15 December 2006 at 10.00am (Sydney time) and at any adjournment of that Meeting.

Voting directions to your proxy – please mark X to indicate your directions

		For	Against	Abstain*
2	Re-election of Directors			
	a) To re-elect a director: Mr J.K. Ellis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) To re-elect a director: Ms M.A. Jackson, AC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Adoption of the Remuneration Report (this resolution is advisory only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Authorised Signature/s

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and
Sole Company Secretary

Director

Director/ Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/2006



how to complete the proxy form

1 YOUR ADDRESS

This is your address as it appears on ANZ's share register. If this information is incorrect, please mark the box and make the correction on the form. Members sponsored by a broker or other Controlling Participant (in which case, if your holding is on ANZ's Australian register, your reference number overleaf will commence with an 'X') should advise their broker or other Controlling Participant of any changes. **Please note, you cannot change ownership of your shares using this form.**

2 APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of ANZ. **Do not** write the name of ANZ or the registered securityholder in the space.

3 VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote all your shares, or abstain from voting all your shares, on an item of business by placing a mark in the appropriate box opposite the item. Alternatively, you may direct your proxy to vote a number or percentage of your shares in a particular way, and the remaining number or percentage in another way. This can be done by inserting the number or percentage in the appropriate box or boxes next to the item. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item, or the number or percentage of shares specified in the FOR, AGAINST and ABSTAIN boxes for an item exceeds your total shareholding, your vote on that item will be invalid.

4 APPOINTMENT OF A SECOND PROXY

A member who is entitled to cast two or more votes may appoint up to two persons (including bodies corporate) as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning ANZ's Share Registry or you may copy this form.

To appoint a second proxy you must:

a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

b) return both forms together in the same envelope.

5 SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the member must sign.

Joint Holding: where the holding is in more than one name, all of the members should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power with the Share Registry for notation. If you have not previously done so, please attach a certified copy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, that person must sign this form. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate securityholder or a corporate proxy is

to attend the Meeting, the appropriate "Corporate Representative Form" should be produced prior to admission. This form may be obtained from ANZ's Share Registry.

LODGEMENT OF A PROXY

This Proxy Form (and any authority under which it is signed or a certified copy of that authority) must be received by ANZ not later than 48 hours before the commencement of the Meeting at 10.00am (Sydney time) on Friday, 15 December 2006. Any Proxy Form, authority or certified copy of an authority received after that time will not be valid for the scheduled Meeting. The following addresses are specified for the purposes of receipt of Proxy Forms and any authorities under which Proxy Forms are signed or certified copies of those authorities:

ANZ Share Registry
GPO Box 242
Melbourne Victoria 3001
Australia

ANZ Share Registry
Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067
Australia

ANZ Share Registry
PO Box 82, The Pavilions
Bridgewater Road
Bristol BS99 7NH
United Kingdom

ANZ Share Registry
Private Bag 92119
Auckland 1020
New Zealand

Members may record their proxy voting instructions electronically on ANZ's website at www.anz.com. You will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). Your HIN or SRN is shown on the top right hand corner of the Proxy Form.

Proxy Forms (and any authorities under which they are signed (or certified copies of those authorities)) may be sent by fax to facsimile number (61 3) 9473 2555.