

# Proxy Form

2008 Annual General Meeting



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

## For all enquiries call:

Australia: 1800 11 33 99

New Zealand: 0800 174 007

United Kingdom: (0870) 702 0000

Outside Australia: (61 3) 9415 4010

## Lodge your proxy:

Online: [www.investorvote.com.au](http://www.investorvote.com.au)

By Mail to: Computershare Investor Services Pty Limited

GPO Box 242  
Melbourne  
Victoria 3001  
Australia

Yarra Falls  
452 Johnston Street  
Abbotsford  
Victoria 3067  
Australia

PO Box 82  
The Pavilions  
Bridgwater Road  
Bristol BS99 7NH  
United Kingdom

Private Bag 92119  
Auckland 1020  
New Zealand

Alternatively you can fax your Proxy Form to:

(within Australia) 1800 783 447

(outside Australia) (61 3) 9473 2555



Appoint your proxy online or view the 2008 Annual Report, 24 hours a day, 7 days a week:

[www.investorvote.com.au](http://www.investorvote.com.au)

- Appoint your proxy
- Access the 2008 Annual Report
- Review and update your shareholding

Your secure access information is:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your Proxy Form to be effective, it must be received by 11.00am (Melbourne time) Tuesday, 16 December 2008

## HOW TO DIRECT YOUR PROXY TO VOTE

### Appointment of Proxy

The below details are subject to the specific rules applying to items 2, 4, 5 and 6 referred to overleaf.

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box in respect of an item, your proxy may vote as they choose on that item. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast on an item of business must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. When appointing a second proxy write both names and the percentage of votes or number of shares for each in Step 1 overleaf.

**A proxy need not be a shareholder of the Company.**

### 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. Any Proxy Form, authority or certified copy of an authority received after that time will not be valid for the scheduled Meeting.

Proxy Forms (and any authorities under which they are signed or certified copies of those authorities) may be sent by mail or by fax

using any of the address details or the facsimile numbers shown above. Shareholders may record their proxy voting instructions electronically at [www.investorvote.com.au](http://www.investorvote.com.au).

## SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the shareholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.

**Power of Attorney:** If this Form is signed on behalf of the shareholder under Power of Attorney and you have not already lodged the Power of Attorney with the Share Registrar, please attach a certified photocopy 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, this Form must be signed by that person. 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 should be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

## ATTENDING THE MEETING

If a representative of a corporate shareholder or a corporate proxy is to attend the Meeting you will need to provide the appropriate Corporate Representative Form prior to admission. A Corporate Representative Form may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

GO ONLINE TO APPOINT YOUR PROXY,  
OR TURN OVER TO COMPLETE THE FORM



**Change of address.**

If your address details are incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form



Where applicable, please mark 'X' to indicate your directions

## STEP 1 Appoint a proxy to vote on your behalf

I/We being a shareholder/s of Australia and New Zealand Banking Group Limited (ANZ) and entitled to attend and vote at the 2008 Annual General Meeting of ANZ hereby appoint

the Chairman of the Meeting **OR**

If you are not appointing the Chairman of the Meeting as your proxy, please write the full name of the individual or body corporate you are appointing as your proxy. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting in respect of each item of business 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 2008 Annual General Meeting of ANZ to be held at the Sofitel Brisbane Grand Central, Ballroom Le Grand, 249 Turbot Street, Brisbane, Queensland on Thursday, 18 December 2008 at 10.00am (Brisbane time) and at any adjournment of that Meeting.

**Important for items 4 and 5:** If the Chairman of the Meeting in respect of items 4 and 5 is your proxy, or may be appointed as your proxy, and you have not directed your proxy how to vote on items 4 or 5 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting in respect of each item of business will not be able to cast your votes on items 4 or 5 and your votes will not be counted in computing the required majority if a poll is called on these items. Where he/she is able to cast your votes, the Chairman of the Meeting in respect of each item of business intends to vote undirected proxies in favour of items 4 and 5.

I/We acknowledge that the Chairman of the Meeting in respect of items 4 and 5 may exercise my proxy even if he/she has an interest in the outcome of the applicable item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

## STEP 2 Items of Business

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

	For	Against	Abstain		For	Against	Abstain
<b>2 Approval of Securities Issues</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>5 Increase in Non-Executive Directors' Fee Cap</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Note on item 2 - Approval of Securities Issues:</b> Please refer to the Notice of Meeting for details on voting restrictions for item 2. If you are a fiduciary, nominee or custodian who is subject to these voting restrictions, and you are directing your proxy to vote in relation to item 2, then by signing and returning this Proxy Form you are representing and confirming to ANZ that you have complied with the conditions of the ASX waiver referred to in the Notice of Meeting.				<b>6 Election of Directors*</b> <small>Only 3 out of the 4 candidates may be elected/re-elected.</small>			
<b>3 Adoption of the Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(a) To elect Mr R. J. Reeves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4 Grant of Options to Mr Michael Smith</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	(b) To elect Mr P. A. F. Hay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				(c) To re-elect Mr C. B. Goode	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				(d) To elect Ms A. M. Watkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*Election of Directors - to be successfully elected or re-elected as a Director, a candidate must receive more votes FOR than AGAINST. If the number of candidates who receive more votes FOR than AGAINST exceeds the 3 vacancies, the candidates elected will be those 3 who receive the highest number of FOR votes. If you wish to direct your proxy to vote FOR a candidate, you should mark the FOR box for that candidate. You may mark the FOR box for a maximum of 3 candidates (as long as you do not also mark the AGAINST or ABSTAIN box for those candidates). If you mark the FOR box for more than 3 candidates, your proxy's votes will not be counted for any candidates. You may also mark the FOR box for fewer than 3 candidates. If you wish to direct your proxy to vote AGAINST any candidate, you should mark the AGAINST box for that candidate. You may mark the AGAINST box for as many candidates as you wish (as long as you do not also mark the FOR or ABSTAIN box for those candidates). If you leave all boxes for all candidates unmarked, your proxy will be free to vote your shares as he or she sees fit. If you direct your proxy how to vote for some candidates (by marking a box), but not others, your proxy will not be able to vote your shares in respect of the candidates with unmarked boxes. Shareholders wishing to direct the proxy for item 6 to vote a number or percentage of your shares in a particular way for a candidate or candidates, and the remaining number or percentage in another way for the candidate or candidates, should contact ANZ's Share Registrar for more information.

**Board Recommendation and Undirected Proxies:** The Board recommends shareholders vote in favour of all items except the election of Mr Reeves. Where permitted, the Chairman of the Meeting intends to vote undirected proxies in favour of all items except item 6(a), where he/she intends to vote against that item.

## SIGN Signature of Shareholder(s) This section must be completed.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone ( ) \_\_\_\_\_ Date / / 2008