



Company Secretary's Office
Australia and New Zealand Banking Group Limited
Level 14, 100 Queen Street
Melbourne VIC 3000
www.anz.com

18 December 2008

Company Announcements Office
Australian Securities Exchange
Exchange Centre
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

**Annual General Meeting on 18 December 2008
Australia and New Zealand Banking Group Limited**

The outcome of the poll conducted on the Items of Business set out in the Notice of 2008 Annual General Meeting held on 18 December 2008 is:

Item	Resolution	Result of the poll
Item 2	Approval of Securities Issues	Passed as an ordinary resolution
Item 3	Adoption of the Remuneration Report	Passed as an ordinary resolution
Item 4	Grant of Options to Mr Michael Smith	Passed as an ordinary resolution
Item 5	Increase in Non-Executive Directors' Fee Cap	Passed as an ordinary resolution
Item 6	Election of Directors	The following candidates were elected as Directors: <ul style="list-style-type: none">• Mr P.A.F. Hay• Mr C.B. Goode• Ms A.M. Watkins

As required by section 251AA of the *Corporations Act* and ASX Listing Rule 3.13.2, the following details are provided in respect of each motion on the agenda.

Item 2 – Approval of Securities Issues

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote 'for' the motion 846,615,699
- Votes where the proxy was directed to vote 'against' the motion 26,117,373
- Votes where the proxy may exercise a discretion how to vote 28,852,404

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 39,027,639

The result of voting on the motion is as follows:

The motion was carried as an ordinary resolution on a poll the details of which are:

- The number of votes cast 'for' the motion was 877,367,860
- The number of votes cast 'against' the motion was 26,242,454
- In addition, the number of votes which abstained from voting was 39,036,451

Item 3 – Adoption of the Remuneration Report

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote 'for' the motion 862,889,081
- Votes where the proxy was directed to vote 'against' the motion 41,356,457
- Votes where the proxy may exercise a discretion how to vote 29,076,603

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 9,087,063

The result of voting on the motion is as follows:

The motion was carried as an ordinary resolution on a poll the details of which are:

- The number of votes cast 'for' the motion was 893,807,495
- The number of votes cast 'against' the motion was 41,511,547

In addition, the number of votes which abstained from voting was 9,101,929

Item 4 – Grant of Options to Mr Michael Smith

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote 'for' the motion 764,910,075
- Votes where the proxy was directed to vote 'against' the motion 105,418,697
- Votes where the proxy may exercise a discretion how to vote 17,280,535

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 44,343,534

The result of voting on the motion is as follows:

The motion was carried as an ordinary resolution on a poll the details of which are:

- The number of votes cast 'for' the motion was 775,586,240
- The number of votes cast 'against' the motion was 113,231,647

In addition, the number of votes which abstained from voting was 44,340,088

Item 5 – Increase in Non-Executive Directors’ Fee Cap

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote ‘for’ the motion 860,937,398
- Votes where the proxy was directed to vote ‘against’ the motion 51,651,055
- Votes where the proxy may exercise a discretion how to vote 17,102,673

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 3,059,911

The result of voting on the motion is as follows:

The motion was carried as an ordinary resolution on a poll the details of which are:

- The number of votes cast ‘for’ the motion was 879,048,459
- The number of votes cast ‘against’ the motion was 51,825,109

In addition, the number of votes which abstained from voting was 3,059,894

Item 6 – Election of Directors

To elect Mr R J Reeves

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote ‘for’ the motion 47,575,098
- Votes where the proxy was directed to vote ‘against’ the motion 663,900,553
- Votes where the proxy may exercise a discretion how to vote 28,775,600

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 185,125,158

Mr Reeves was not elected as a Director.

The details of the poll in relation to the election of Mr Reeves are:

- The number of votes cast ‘for’ the motion was 47,664,979
- The number of votes cast ‘against’ the motion was 694,393,971

In addition, the number of votes which abstained from voting was 185,112,110

To elect Mr P A F Hay

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote 'for' the motion 885,551,030
- Votes where the proxy was directed to vote 'against' the motion 7,491,176
- Votes where the proxy may exercise a discretion how to vote 28,775,600

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 8,194,067

Mr Hay was elected as a Director.

The details of the poll in relation to the election of Mr Hay are:

- The number of votes cast 'for' the motion was 916,069,005
- The number of votes cast 'against' the motion was 7,535,097

In addition, the number of votes which abstained from voting was 8,200,657

To re-elect Mr C B Goode

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote 'for' the motion 832,536,265
- Votes where the proxy was directed to vote 'against' the motion 43,552,893
- Votes where the proxy may exercise a discretion how to vote 28,775,600

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 25,312,915

Mr Goode was re-elected as a Director.

The details of the poll in relation to the re-election of Mr Goode are:

- The number of votes cast 'for' the motion was 855,287,617
- The number of votes cast 'against' the motion was 51,443,596

In addition, the number of votes which abstained from voting was 25,348,632

To elect Ms A M Watkins

The total number of votes exercisable by all validly appointed proxies was:

- Votes where the proxy was directed to vote 'for' the motion 883,646,128
- Votes where the proxy was directed to vote 'against' the motion 8,685,221
- Votes where the proxy may exercise a discretion how to vote 28,775,600

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 9,084,050

Ms Watkins was elected as a Director.

The details of the poll in relation to the election of Ms Watkins are:

- The number of votes cast 'for' the motion was 914,192,671
 - The number of votes cast 'against' the motion was 8,708,907
- In addition, the number of votes which abstained from voting was 9,077,050

Dated this 18th day of December 2008

John Priestley
Company Secretary