



16 December 2011

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

Dear Sir

**Annual General Meeting on 16 December 2011  
Australia and New Zealand Banking Group Limited**

The outcome of the poll conducted on the Items of Business set out in the Notice of 2011 Annual General Meeting held on 16 December 2011 is:

<b>Item</b>	<b>Resolution</b>	<b>Result of the poll</b>
Item 2	Adoption of the Remuneration Report	Passed as an ordinary resolution
Item 3	Grant of Performance Rights to Mr Michael Smith	Passed as an ordinary resolution
Item 4	Approval of Buy-Back Schemes relating to the Preference Shares which form part of the UK Stapled Securities	Passed as a special resolution
Item 5	Approval of Securities Issued	Passed as a special resolution
Item 6	Election of Directors	The following candidates were re-elected as Directors: <ul style="list-style-type: none"><li>• Mr P. A. F. Hay</li><li>• Ms A. M. Watkins</li></ul>

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 – 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 **1,173,150,709**
- Votes where the proxy was directed to vote 'against' the motion **79,159,735**
- Votes where the proxy may exercise a discretion how to vote **12,512,498**

**Company Secretary's Office**

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

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **10,797,447**

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 **1,177,593,138**
- The number of votes cast 'against' the motion was **87,747,003**

In addition, the number of votes which abstained from voting was **10,850,995**

### ***Item 3 – Grant of Performance Rights 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 **1,207,679,175**
- Votes where the proxy was directed to vote 'against' the motion **46,594,126**
- Votes where the proxy may exercise a discretion how to vote **12,628,564**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was: **8,722,535**

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 **1,212,739,469**
- The number of votes cast 'against' the motion was **55,259,814**

In addition, the number of votes which abstained from voting was **8,778,027**

### ***Item 4 – Approval of Buy-Back Schemes relating to the Preference Shares which form part of the UK Stapled Securities***

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

- Votes where the proxy was directed to vote 'for' the motion **1,247,934,759**
- Votes where the proxy was directed to vote 'against' the motion **6,018,788**
- Votes where the proxy may exercise a discretion how to vote **25,895,570**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **10,795,250**

The result of voting on the motion is as follows:

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

- The number of votes cast 'for' the motion was **1,275,923,173**
- The number of votes cast 'against' the motion was **6,055,807**

In addition, the number of votes which abstained from voting was **10,828,070**

### ***Item 5 – Approval of Securities Issued***

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

- Votes where the proxy was directed to vote 'for' the motion **1,206,726,658**
- Votes where the proxy was directed to vote 'against' the motion **44,632,940**
- Votes where the proxy may exercise a discretion how to vote **24,354,969**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **9,696,179**

The result of voting on the motion is as follows:

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

- The number of votes cast 'for' the motion was **1,233,116,353**
- The number of votes cast 'against' the motion was **44,667,287**

In addition, the number of votes which abstained from voting was **9,721,095**

### ***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 **46,020,963**
- Votes where the proxy was directed to vote 'against' the motion **1,207,275,899**
- Votes where the proxy may exercise a discretion how to vote **24,679,338**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **8,706,556**

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 **46,061,418**
- The number of votes cast 'against' the motion was **1,234,010,883**

In addition, the number of votes which abstained from voting was **8,727,760**

#### **To re-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 **1,244,215,163**
- Votes where the proxy was directed to vote 'against' the motion **11,116,139**

- Votes where the proxy may exercise a discretion how to vote **25,109,399**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **6,463,869**

Mr Hay was re-elected as a Director.

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

- The number of votes cast 'for' the motion was **1,271,405,162**
- The number of votes cast 'against' the motion was **11,135,249**

In addition, the number of votes which abstained from voting was **6,477,534**

### **To re-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 **1,234,043,318**
- Votes where the proxy was directed to vote 'against' the motion **22,095,445**
- Votes where the proxy may exercise a discretion how to vote **25,188,532**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **5,576,765**

Ms Watkins was re-elected as a Director.

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

- The number of votes cast 'for' the motion was **1,252,419,468**
- The number of votes cast 'against' the motion was **30,967,690**

In addition, the number of votes which abstained from voting was **5,614,235**

Dated this 16<sup>th</sup> day of December 2011.

**John Priestley**  
Company Secretary