17 December 2015

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

Dear Sir

**Annual General Meeting on 17 December 2015**
**Australia and New Zealand Banking Group Limited**

The outcome of the poll conducted on the Items of Business set out in the Notice of 2015 Annual General Meeting held on 17 December 2015 is:

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<td>Approval of CPS2 Second Buy-Back Scheme</td>
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| Items 5(a) and 5(b) | Re-election of Board Endorsed Candidates  
(a) To re-elect Ms P. J. Dwyer  
(b) To re-elect Mr Lee Hsien Yang | • Ms Dwyer was re-elected as a Director  
• Mr Lee was re-elected as a Director |
| Item 6(a) | Special resolution - Amendment to Constitution | Not passed as a special resolution |
| Item 6(b) | Ordinary resolution – Climate change issues | As Item 6(a) was not passed, item 6(b) was not put to the Meeting |

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 Item of Business in the Notice of 2015 Annual General Meeting.

**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 \(1,110,922,740\)
Votes where the proxy was directed to vote ‘against’ the motion 208,097,699
Votes where the proxy may exercise a discretion how to vote 26,490,517

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 52,694,586

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 1,137,549,157
- The number of votes cast ‘against’ the motion was 208,295,418

In addition, the number of votes which abstained from voting was 52,792,323

**Item 3 – Grant of Performance Rights to Mr Shayne Elliott**

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

- Votes where the proxy was directed to vote ‘for’ the motion 1,322,117,469
- Votes where the proxy was directed to vote ‘against’ the motion 36,594,817
- Votes where the proxy may exercise a discretion how to vote 26,209,957

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 13,300,157

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 1,348,584,201
- The number of votes cast ‘against’ the motion was 36,814,953

In addition, the number of votes which abstained from voting was 13,428,717

**Item 4(a) – Approval of CPS2 First Buy-Back Scheme**

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

- Votes where the proxy was directed to vote ‘for’ the motion 1,351,579,997
- Votes where the proxy was directed to vote ‘against’ the motion 5,409,654
- Votes where the proxy may exercise a discretion how to vote 26,852,352

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 14,143,137

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 1,372,205,116
• The number of votes cast ‘against’ the motion was 5,425,989
In addition, the number of votes which abstained from voting was 15,822,455

**Item 4(b) – Approval of CPS2 Second Buy-Back Scheme**

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

- Votes where the proxy was directed to vote ‘for’ the motion 1,352,247,075
- Votes where the proxy was directed to vote ‘against’ the motion 5,359,894
- Votes where the proxy may exercise a discretion how to vote 26,772,838

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 14,162,699

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 1,372,098,290
- The number of votes cast ‘against’ the motion was 5,425,994
- The number of votes which abstained from voting was 15,747,161

**Items 5(a) and 5(b) – Re-election of Board Endorsed Candidates**

**To re-elect Ms P. J. Dwyer**

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

- Votes where the proxy was directed to vote ‘for’ the motion 1,331,220,175
- Votes where the proxy was directed to vote ‘against’ the motion 9,783,535
- Votes where the proxy may exercise a discretion how to vote 27,225,236

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 29,998,309

Ms Dwyer was re-elected as a Director.

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

- The number of votes cast ‘for’ the motion was 1,359,853,651
- The number of votes cast ‘against’ the motion was 9,828,545

In addition, the number of votes which abstained from voting was 30,029,502

**To re-elect Mr Lee Hsien Yang**

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

- Votes where the proxy was directed to vote ‘for’ the motion 1,347,782,141
• Votes where the proxy was directed to vote ‘against’ the motion 10,626,624
• Votes where the proxy may exercise a discretion how to vote 27,263,471

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 12,563,024

Mr Lee was re-elected as a Director.

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

• The number of votes cast ‘for’ the motion was 1,376,475,628
• The number of votes cast ‘against’ the motion was 10,655,176

In addition, the number of votes which abstained from voting was 12,597,115

Item 6(a) – Special resolution – Amendment to Constitution

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

• Votes where the proxy was directed to vote ‘for’ the motion 143,106,486
• Votes where the proxy was directed to vote ‘against’ the motion 1,189,068,748
• Votes where the proxy may exercise a discretion how to vote 27,656,446

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 38,391,570

This item was not passed as a special resolution.

The details of the poll in relation to the Amendment to the Constitution are:

• The number of votes cast ‘for’ the motion was 143,226,445
• The number of votes cast ‘against’ the motion was 1,218,018,186

In addition, the number of votes which abstained from voting was 38,414,433

Item 6(b) – Ordinary resolution – Climate change issues

As Item 6(a) was not passed, item 6(b) was not put to the Meeting.

Yours faithfully

John Priestley  
Company Secretary

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