18 December 2014

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

Dear Sir

Annual General Meeting on 18 December 2014
Australia and New Zealand Banking Group Limited

The outcome of the poll conducted on the Items of Business set out in the Notice of 2014 Annual General Meeting held on 18 December 2014 is:

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| Item 4 | Election of Board Endorsed Candidates –  
(a) To elect Mr D. M. Gonski  
(b) To elect Mr J. T. Macfarlane  
(c) To elect Ms I. R. Atlas |  
| | Mr Gonski was elected as a Director  
| | Mr Macfarlane was elected as a Director  
| | Ms Atlas was elected as a Director |
| Item 5 | Resolution requisitioned to amend the Constitution | Not passed as a special resolution |

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 2014 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 1,292,020,561
- Votes where the proxy was directed to vote ‘against’ the motion 41,819,160
- Votes where the proxy may exercise a discretion how to vote 29,158,786
In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 7,838,160

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 1,313,807,813
- The number of votes cast ‘against’ the motion was 50,419,146

In addition, the number of votes which abstained from voting was 7,917,837

**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 1,283,926,968
- Votes where the proxy was directed to vote ‘against’ the motion 52,474,674
- Votes where the proxy may exercise a discretion how to vote 28,654,080

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was: 5,776,944

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 1,305,525,330
- The number of votes cast ‘against’ the motion was 60,909,243

In addition, the number of votes which abstained from voting was 6,051,799

**Item 4 – Election of Board Endorsed Candidates**

**To elect Mr D. M. Gonski**

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

- Votes where the proxy was directed to vote ‘for’ the motion 1,329,739,413
- Votes where the proxy was directed to vote ‘against’ the motion 6,738,014
- Votes where the proxy may exercise a discretion how to vote 29,727,488

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 4,642,656

Mr Gonski was elected as a Director.

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

- The number of votes cast ‘for’ the motion was 1,361,765,120
- The number of votes cast ‘against’ the motion was 6,831,736
In addition, the number of votes which abstained from voting was **4,780,140**

**To elect Mr J. T. Macfarlane**

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

- Votes where the proxy was directed to vote ‘for’ the motion **1,332,125,870**
- Votes where the proxy was directed to vote ‘against’ the motion **4,273,276**
- Votes where the proxy may exercise a discretion how to vote **29,774,456**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **4,673,816**

Mr Macfarlane was elected as a Director.

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

- The number of votes cast ‘for’ the motion was **1,363,529,369**
- The number of votes cast ‘against’ the motion was **4,288,779**

In addition, the number of votes which abstained from voting was **4,710,899**

**To elect Ms I. R. Atlas**

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

- Votes where the proxy was directed to vote ‘for’ the motion **1,331,072,570**
- Votes where the proxy was directed to vote ‘against’ the motion **4,770,812**
- Votes where the proxy may exercise a discretion how to vote **29,979,109**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **5,009,363**

Ms Atlas was elected as a Director.

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

- The number of votes cast ‘for’ the motion was **1,362,555,948**
- The number of votes cast ‘against’ the motion was **4,902,230**

In addition, the number of votes which abstained from voting was **5,047,604**

**Item 5 – Resolution requisitioned to amend the Constitution**

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

- Votes where the proxy was directed to vote ‘for’ the motion **38,903,475**
- Votes where the proxy was directed to vote ‘against’ the motion **1,251,172,712**
- Votes where the proxy may exercise a discretion how to vote **32,427,684**
In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **48,334,870**

The special resolution requisitioned to amend the Constitution was not passed.

The details of the poll in relation to the special resolution requisitioned to amend the Constitution are:

- The number of votes cast ‘for’ the motion was **39,036,860**
- The number of votes cast ‘against’ the motion was **1,284,578,649**

In addition, the number of votes which abstained from voting was **48,426,265**

Yours faithfully

**John Priestley**
Company Secretary

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