



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:

Item	Resolution	Result of the poll
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	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	<ul style="list-style-type: none">• 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**

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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

Company Secretary's Office

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