



17 December 2010

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

Dear Sir

**Annual General Meeting on 17 December 2010
Australia and New Zealand Banking Group Limited**

The outcome of the poll conducted on the Items of Business set out in the Notice of 2010 Annual General Meeting held on 17 December 2010 is:

Item	Resolution	Result of the poll
Item 2	Modification of the Constitution	Passed as a special resolution
Item 3	Adoption of the Remuneration Report	Passed as an ordinary resolution (advisory only)
Item 4	Grant of Performance Rights to Mr Michael Smith	Passed as an ordinary resolution
Item 5	Election of Directors	The following candidates were re-elected as Directors: <ul style="list-style-type: none">• Dr G. J. Clark• Mr D. E. Meiklejohn• Mr I. J. Macfarlane

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 – Modification of 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 **1,200,628,628**
- Votes where the proxy was directed to vote 'against' the motion **4,875,528**
- Votes where the proxy may exercise a discretion how to vote **32,016,077**

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 **6,201,971**

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 **1,234,786,637**
- The number of votes cast 'against' the motion was **4,875,654**

In addition, the number of votes which abstained from voting was **6,240,364**

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 **1,169,150,570**
- Votes where the proxy was directed to vote 'against' the motion **34,571,725**
- Votes where the proxy may exercise a discretion how to vote **30,338,233**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **9,657,706**

The result of voting on the motion is as follows:

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

- The number of votes cast 'for' the motion was **1,192,543,577**
- The number of votes cast 'against' the motion was **43,467,366**

In addition, the number of votes which abstained from voting was **9,795,900**

Item 4 – 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 **1,149,652,299**
- Votes where the proxy was directed to vote 'against' the motion **55,688,667**
- Votes where the proxy may exercise a discretion how to vote **19,290,369**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **8,917,690**

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 **1,161,425,510**
- The number of votes cast 'against' the motion was **64,573,378**

In addition, the number of votes which abstained from voting was **9,030,082**

Item 5 – Election of Directors

To re-elect Dr G. J. Clark

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

- Votes where the proxy was directed to vote 'for' the motion **1,197,065,181**
- Votes where the proxy was directed to vote 'against' the motion **10,443,243**
- Votes where the proxy may exercise a discretion how to vote **31,629,045**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **4,601,131**

Dr Clark was re-elected as a Director.

The details of the poll in relation to the re-election of Dr Clark are:

- The number of votes cast 'for' the motion was **1,230,531,077**
- The number of votes cast 'against' the motion was **10,475,688**

In addition, the number of votes which abstained from voting was **4,603,905**

To re-elect Mr D. E. Meiklejohn

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

- Votes where the proxy was directed to vote 'for' the motion **1,195,266,769**
- Votes where the proxy was directed to vote 'against' the motion **12,203,447**
- Votes where the proxy may exercise a discretion how to vote **31,590,435**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **4,668,468**

Mr Meiklejohn was re-elected as a Director.

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

- The number of votes cast 'for' the motion was **1,228,629,758**
- The number of votes cast 'against' the motion was **12,267,381**

In addition, the number of votes which abstained from voting was **4,667,930**

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 **70,952,304**
- Votes where the proxy was directed to vote 'against' the motion **1,134,744,959**
- Votes where the proxy may exercise a discretion how to vote **32,120,642**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **5,855,613**

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 **71,012,596**
- The number of votes cast 'against' the motion was **1,168,558,359**

In addition, the number of votes which abstained from voting was **5,961,183**

To re-elect Mr I. J. Macfarlane

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

- Votes where the proxy was directed to vote 'for' the motion **1,202,769,546**
- Votes where the proxy was directed to vote 'against' the motion **4,898,561**
- Votes where the proxy may exercise a discretion how to vote **31,553,627**

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was **4,515,132**

Mr Macfarlane was re-elected as a Director.

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

- The number of votes cast 'for' the motion was **1,236,180,728**
- The number of votes cast 'against' the motion was **4,914,238**

In addition, the number of votes which abstained from voting was **4,514,464**

Dated this 17th day of December 2010.

John Priestley
Company Secretary