

Company Secretary's Office

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16 December 2005

Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

**ANNUAL GENERAL MEETING ON 16 DECEMBER 2005
AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED**

As required by section 251AA(2) of the Corporations Act and ASX Listing Rule 3.13.2, the following details are provided in respect of each motion on the agenda.

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 | 839,193,584 |
| • Votes where the proxy was directed to vote 'against' the motion | 16,314,328 |
| • Votes where the proxy may exercise a discretion how to vote | 23,008,870 |

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was	2,990,137
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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 | 869,784,107 |
| • The number of votes cast 'against' the motion was | 16,501,129 |

In addition the number of votes which abstained from voting was	3,187,152
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To re-elect a director – Dr R S Deane

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

- Votes where the proxy was directed to vote 'for' the motion 849,945,514
- Votes where the proxy was directed to vote 'against' the motion 8,218,033
- Votes where the proxy may exercise a discretion how to vote 22,047,218

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 1,155,873

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 875,932,589
- The number of votes cast 'against' the motion was 12,261,159

In addition the number of votes which abstained from voting was 1,216,588

To re-elect a director – Mr D M Gonski AO

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

- Votes where the proxy was directed to vote 'for' the motion 851,264,816
- Votes where the proxy was directed to vote 'against' the motion 6,796,160
- Votes where the proxy may exercise a discretion how to vote 22,307,822

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 1,139,659

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 881,488,012
- The number of votes cast 'against' the motion was 6,866,708

In addition the number of votes which abstained from voting was 1,199,824

To re-elect a director – Mr C B Goode AC

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

- Votes where the proxy was directed to vote 'for' the motion 849,148,218
- Votes where the proxy was directed to vote 'against' the motion 8,594,419
- Votes where the proxy may exercise a discretion how to vote 22,102,532

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 1,663,288

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 879,155,541
- The number of votes cast 'against' the motion was 8,644,625

In addition the number of votes which abstained from voting was 1,754,378

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 772,875,144
- Votes where the proxy was directed to vote 'against' the motion 83,346,311
- Votes where the proxy may exercise a discretion how to vote 22,706,464

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 2,577,665

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 803,116,122
- The number of votes cast 'against' the motion was 83,527,910

In addition the number of votes which abstained from voting was 2,827,530

Amendments to the Director's Access, Insurance and Indemnity Deed

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

- Votes where the proxy was directed to vote 'for' the motion 850,290,371
- Votes where the proxy was directed to vote 'against' the motion 6,051,928
- Votes where the proxy may exercise a discretion how to vote 22,214,574

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 2,949,222

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 880,026,611
- The number of votes cast 'against' the motion was 6,302,366

In addition the number of votes which abstained from voting was 3,144,852

Changes to Non-Executive Directors' Retirement Scheme

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

- Votes where the proxy was directed to vote 'for' the motion 842,175,915
- Votes where the proxy was directed to vote 'against' the motion 14,791,675
- Votes where the proxy may exercise a discretion how to vote 13,041,460

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 3,305,509

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 861,469,638
- The number of votes cast 'against' the motion was 15,213,163

In addition the number of votes which abstained from voting was 3,560,624

Increase in Non-Executive Directors' Fee Cap

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

- Votes where the proxy was directed to vote 'for' the motion 827,778,901
- Votes where the proxy was directed to vote 'against' the motion 30,166,795
- Votes where the proxy may exercise a discretion how to vote 12,953,684

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 2,801,083

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 846,835,395

• The number of votes cast 'against' the motion was 30,792,478

In addition the number of votes which abstained from voting was 3,005,493

Dated this 16th day of December 2005

John Priestley
Company Secretary