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GPO BOX 2848  
Melbourne, Victoria 3001

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PROXY FORM 2004





Australia and New Zealand  
Banking Group Limited  
ABN 11 005 357 522

**Charles Goode**  
Chairman  
18 November 2004



*Dear Shareholder*

On behalf of the Board of Directors, I have pleasure in enclosing notice that the thirty sixth Annual General Meeting of Australia and New Zealand Banking Group Limited will be held at the John Batman Theatre, Melbourne Convention Centre, cnr Spencer and Flinders Streets, Melbourne, Victoria on Friday, 17 December 2004 at 10:00am Melbourne time.

**If you are able to attend, would you please bring this letter with you to facilitate your admission into the Meeting.**

ANZ staff will be available outside the meeting room should you wish to discuss banking services, investment products or shareholder matters.

As a foundation member of eTree, which provides an environmental incentive to shareholders of Australian companies to elect to receive shareholder communications electronically, we will also have an eTree stand near the registration area.

I commend the eTree initiative to all shareholders and encourage you to register your e-mail address at the eTree stand to receive your future shareholder communications electronically.

**If you are unable to attend the Meeting, I encourage you to vote using the attached Proxy Form. Alternatively, you can submit your proxy instructions electronically by visiting [www.anz.com](http://www.anz.com) and clicking on the following links *shareholders (top of page) > Annual General Meeting (left hand link) > Electronic Proxy Form (body of text)*.**

Yours faithfully

*Charles Goode*

Chairman



# Proxy Form

Australia and New Zealand  
Banking Group Limited  
ABN 11 005 357 522

ANZ SHARE REGISTRY  
GPO Box 242  
Melbourne Victoria 3001  
Australia

Australia: 1800 11 33 99  
New Zealand: 0800 174 007  
United Kingdom: (0870) 702 0000  
Facsimile: (61 3) 9473 2555

www.anz.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



## Appointment of Proxy

I/We being a member/s of Australia and New Zealand Banking Group Limited and entitled to attend and vote hereby appoint



The Chairman  
of the Meeting  
(mark with an X)

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Australia and New Zealand Banking Group Limited to be held at the John Batman Theatre, Melbourne Convention Centre, corner Spencer and Flinders Streets, Melbourne, Victoria on Friday, 17 December 2004 at 10.00am Melbourne time and at any adjournment of that meeting.



### IMPORTANT: FOR ITEM 3 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 3 below, please mark this box with an X. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on item 3 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of all Items including Item 3.

## Voting directions to your proxy -- please mark **X** to indicate your directions

		For	Against	Abstain*
2	Election of Directors			
	a) To re-elect a director: Mr J. K. Ellis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) To re-elect a director: Ms M. A. Jackson AC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) To elect a director: Dr G. J. Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	d) To elect a director: Mr D. E. Meiklejohn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	e) To elect a director: Mr J. P. Morschel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Grant of performance shares to Mr McFarlane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

## Authorised Signature/s

**PLEASE SIGN HERE** This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_



# HOW TO COMPLETE THE PROXY FORM

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## 1 YOUR ADDRESS

This is your address as it appears on ANZ's share register. If this information is incorrect, please mark the box and make the correction on the form. Members sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

## 2 APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. This person may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of ANZ.

## 3 VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote all your shares, or abstain from voting all your shares, on an item of business by placing a mark in the appropriate box opposite the item. Alternatively, you may direct your proxy to vote a number or percentage of your shares in a particular way, and the remaining number or percentage in another way. This can be done by inserting the number or percentage in the appropriate box or boxes next to the item. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item, or the number or percentage of shares specified in the FOR, AGAINST and ABSTAIN boxes for an item exceeds your total shareholding your vote on that item will be invalid.

## 4 APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons (including bodies corporate) as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning ANZ's share registry or you may copy this form.

To appoint a second proxy you must:

- a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- a) return both forms together in the same envelope.

## 5 SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

*Individual:* where the holding is in one name, the member must sign.

*Joint Holding:* where the holding is in more than one name, all of the members should sign.

*Power of Attorney:* to sign under Power of Attorney, you must have already lodged the Power with the registry for notation. If you have not previously done so, please attach a certified photocopy of the Power of Attorney to this form when you return it.

*Companies:* where the company has a Sole Director who is also the Sole Company Secretary, that person must sign this form. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the company is to attend the meeting the appropriate "Corporate Representative Form" should be produced prior to admission. This form may be obtained from ANZ's share registry.

## LODGEMENT OF A PROXY

This Proxy Form (and any authority under which it is signed or a certified copy of that authority) must be received by ANZ not later than 48 hours before the commencement of the meeting at 10.00am (Melbourne time) on Friday, 17 December 2004. Any Proxy Form, authority or certified copy of an authority received after that time will not be valid for the scheduled meeting. The following addresses are specified for the purposes of receipt of Proxy Forms and any authorities under which Proxy Forms are signed or certified copies of those authorities:

ANZ Share Registry  
GPO Box 242  
Melbourne Victoria 3001  
Australia

ANZ Share Registry  
Yarra Falls  
452 Johnston Street  
Abbotsford Victoria 3067  
Australia

ANZ Share Registry  
PO Box 82, The Pavilions  
Bridgewater Road  
Bristol BS99 7NH  
United Kingdom

ANZ Share Registry  
Private Bag 92119  
Auckland 1020  
New Zealand

Members may record their proxy voting instructions on ANZ's website at [www.anz.com](http://www.anz.com). You will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN). Your HIN or SRN is shown on the top right hand corner of the Proxy Form.

Proxy Forms (and any authorities under which they are signed (or certified copies of those authorities)) may be sent by fax to facsimile number (61 3) 9473 2555