

**Company Secretary's Office**  
Level 6, 100 Queen Street  
Melbourne VIC 3000  
Phone 03 9273 6141  
Fax 03 9605 3495  
www.anz.com

# Fax

<b>To</b>	Attention: Company Announcements Australian Stock Exchange	<b>Fax</b>	1300 300 021
<b>From</b>	Tim Paine	<b>Total pages</b>	<b>3</b> (Including Cover sheet)
<b>Subject</b>	Annual General Meeting	<b>Date</b>	13 December 2002

We enclose an announcement for immediate release.



Tim Paine  
Company Secretary

13 December 2002

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

Dear Sir

**Annual General Meeting**  
**AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED**

As required by section 251AA(2) of the Corporations Act the following statistics are provided in respect to each motion on the agenda. In respect to each motion the total number of votes exercisable by all validly appointed proxies was:

***To re-elect a director: Dr B W Scott***

<input type="checkbox"/> Votes where the proxy directed to vote 'for' the motion	569,515,355
<input type="checkbox"/> Votes where the proxy was directed to vote 'against' the motion	1,851,842
<input type="checkbox"/> Votes where the proxy may exercise a discretion how to vote	62,324,171

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 5,509,118

The results of voting on each motion is as follows:

The motion was carried on a show of hands as an ordinary resolution.

***To re-elect a director: Dr R S Deane***

<input type="checkbox"/> Votes where the proxy directed to vote 'for' the motion	569,883,058
<input type="checkbox"/> Votes where the proxy was directed to vote 'against' the motion	1,545,818
<input type="checkbox"/> Votes where the proxy may exercise a discretion how to vote	62,295,928

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 5,475,682

The results of voting on each motion is as follows:

The motion was carried on a show of hands as an ordinary resolution.

**To elect a director: Mr D M Gonski**

<input type="checkbox"/> Votes where the proxy directed to vote 'for' the motion	569,763,670
<input type="checkbox"/> Votes where the proxy was directed to vote 'against' the motion	1,397,137
<input type="checkbox"/> Votes where the proxy may exercise a discretion how to vote	62,324,778

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 5,655,746

The results of voting on each motion is as follows:

The motion was carried on a show of hands as an ordinary resolution.

**Non-Executive Directors' Fee Cap**

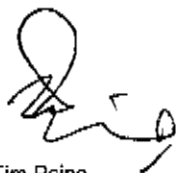
<input type="checkbox"/> Votes where the proxy directed to vote 'for' the motion	551,774,212
<input type="checkbox"/> Votes where the proxy was directed to vote 'against' the motion	14,018,316
<input type="checkbox"/> Votes where the proxy may exercise a discretion how to vote	58,153,816

In addition, the number of votes where the proxy was directed to abstain from voting on the motion was 7,372,087

The results of voting on each motion is as follows:

The motion was carried on a show of hands as an ordinary resolution.

Dated this 13th day of December 2002



Tim Paine  
Company Secretary