

If undeliverable please return to  
ANZ Share Registry  
GPO BOX 2848  
Melbourne, Victoria 3001

# Proxy Form 2003

*Dear Shareholder*

On behalf of the Board of Directors, I have pleasure in enclosing notice that the thirty fifth Annual General Meeting of Australia and New Zealand Banking Group Limited will be held at the Brisbane Convention and Exhibition Centre Cnr Merivale and Glenelg Streets, Southbank, Brisbane Queensland, on Friday 19 December 2003 at 10:00am Brisbane time.

This year two of your serving directors, Mr John Dahlsen and myself are retiring by rotation and standing for re-election. Your Board (with the directors standing for re-election absent and not voting) has resolved to endorse the re-election of these directors. The Board aims to seek out Directors for the consideration of shareholders who have a depth and breadth of experience relevant for ANZ, that complement the other Directors and who are, apart from the Chief Executive Officer, considered to be independent. External consultants are used to assist in identifying appropriate candidates. The Board does not endorse the election of Ms Buckland as a director.

**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.

**If you are unable to attend, I encourage you to vote using the attached Proxy Form.**

Yours faithfully

*Charles Goode*

Chairman



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

# Proxy Form

ANZ Share Registry  
GPO Box 242  
Melbourne Victoria 3001  
Australia  
Australia 1800 11 33 99  
New Zealand 0800 174 007  
United Kingdom (0870) 702 000  
Facsimile 613 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

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

or failing the person named, or if no person 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 Brisbane Convention & Exhibition Centre, Cnr Merivale and Glenelg Streets, Southbank Brisbane, Queensland on Friday 19 December 2003 at 10.00am Brisbane time and at any adjournment of that meeting.

## Voting directions to your proxy – please mark to indicate your directions

2 Election of Directors

- (a) To re-elect a director: Mr J C Dahlsen
- (b) To re-elect a director: Mr C B Goode
- (c) To elect a director: Ms J I Buckland

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(You may only mark the 'For' box in respect of all your shares for up to two candidates otherwise your votes will be invalid. If you wish to direct your proxy how to vote, please read the instructions on how to complete the Proxy Form before marking any boxes.)

\* 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.

**Please sign here** This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Individual/Sole Director and  
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

ANZ

2PR





## How to complete the Proxy Form

### 1 Your Address

This is your address as it appears on the company'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 the 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 a 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. 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 the company.

### 3 Votes on Items of Business

To direct your proxy how to vote on any items you should clearly mark the boxes on the proxy form, following these instructions.

#### How Votes are to be Counted

To be successfully elected or re-elected as a director, a candidate must receive more votes "For" than "Against". If the number of candidates who receive more votes "For" than "Against" exceeds the number of positions available, the candidates elected will be those who receive the highest number of "For" votes.

#### Voting All of Your Shares "For" One or More Candidates

If you wish to direct your proxy to vote "For" any candidates, you should mark the "For" box for that candidate. You may mark the "For" box for a maximum of 2 candidates (as long as you don't also mark the "Against" or "Abstain" box for those candidates). If you mark the "For" box for more than 2 candidates, your proxy's vote will not be counted for any candidates. You may also mark the "For" box for fewer than 2 candidates.

#### Voting All of Your Shares "Against" One or More Candidates

If you wish to direct your proxy to vote "Against" any candidate, you should mark the "Against" box for that candidate. You may mark the "Against" box for as many candidates as you wish (as long as you don't also mark the "For" or "Abstain" boxes for those candidates).

#### Leaving Boxes Unmarked

If you leave all boxes for all candidates unmarked, your proxy will be free to vote your shares as he or she sees fit. If you leave boxes unmarked for some candidates but not all candidates, your proxy will not be able to vote your shares in respect of the unmarked candidates.

#### Abstaining

If you mark the "Abstain" box for any candidates, you are directing your proxy not to vote in relation to that candidate and your shares will not be counted in computing the required majority on a poll. You may mark the "Abstain" box for as many candidates in item 2 as you wish (as long as you don't also mark the "For" or "Against" box for those candidates).

#### Custodians & Nominees

Custodians and nominees may, with the Share Registrar's consent, identify on the proxy form either the number of shares or the percentage of their total shareholding they wish to vote in each of the categories "For", "Against", "Open" and "Abstain" and their votes will be valid.

### 4 Appointment of a Second Proxy

You are entitled to appoint up to two persons 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 the company'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.
- (b) 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 this document with the registry. If you have not previously lodged this document for notation, 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 corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

#### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting (ie by 10.00am Brisbane time on Wednesday 17 December 2003). Any Proxy Form received after that time will not be valid for the scheduled meeting.

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.