



**PROXY FORM**

I/We appoint  or failing the person named, or if no person is named, the **Chairman of the Meeting**, as my/our proxy and to act generally 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 the Company to be held on Friday, 13 December 2002, and at any adjournment of the meeting.

**IMPORTANT: For Item 3 Below**

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Item 3 below, please place a mark in this box. 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 Item 3.

**Appointing a second proxy:** If you wish to appoint two proxies, state here the proportion or number of securities applicable to this form.

	For	Against	Abstain
2 Election of Directors			
(a) To re-elect a director: Dr B W Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect a director: Dr R S Deane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To elect a director: Mr D M Gonski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Non-Executive Directors' Fee Cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Signature of Holders**

**Individuals Only**

Signature

Signature

Contact Telephone Number

*Company Seal  
if applicable*

/ /2002  
Date

**Companies Only**

Sole Director and Sole Company Secretary

Director Attorney

Director Secretary



## Voting by Proxy

- > A member entitled to attend and vote has a right to appoint a proxy.
  - > A proxy need not be a member.
  - > A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
  - > The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).
  - > If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as that person thinks fit.
  - > If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the member's behalf on a poll and the shares which are the subject of the proxy appointment will not be counted in computing the required majority.
  - > Members who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions or, if none, as the Chairman of the Meeting decides.
  - > Completed proxy forms should be sent to the ANZ Share Registry using the pre-addressed envelope provided with this proxy.
  - > To be effective, proxy forms must be received at one of the following addresses:
- Australia**
- |                    |                      |
|--------------------|----------------------|
| ANZ Share Registry | ANZ Share Registry   |
| GPO Box 242        | 12/565 Bourke Street |
| Melbourne          | Melbourne            |
| Victoria 3001      | Victoria 3000        |
| Australia          | Australia            |
- United Kingdom**
- |                    |                    |
|--------------------|--------------------|
| ANZ Share Registry | ANZ Share Registry |
| PO Box 82          | Private Bag 92119  |
| The Pavilions      | Auckland 1020      |
| Bridgewater Road   | New Zealand        |
| Bristol BS99 7NH   |                    |
| United Kingdom     |                    |
- New Zealand**
- |                    |                    |
|--------------------|--------------------|
| ANZ Share Registry | ANZ Share Registry |
| Private Bag 92119  |                    |
| Auckland 1020      |                    |
| New Zealand        |                    |
- > Alternatively, proxy forms may be lodged by facsimile if received by the same time. The facsimile number is (61 3) 9473 2456.
  - > 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.
  - > The member or the member's attorney must sign the proxy form. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the ANZ Share Registry at one of the above addresses or by facsimile and by 1.00pm (Melbourne time) on Wednesday, 11 December 2002. If facsimile transmission is used, the power of attorney must be certified. The facsimile number is (61 3) 9473 2456.
  - > A reply paid envelope is enclosed for the return of the completed proxy form. (You will need to affix a stamp if you are sending it from outside Australia.)
  - > If you require further information on how to complete the proxy form, please telephone:

<b>Australia</b>	<b>1800 11 33 99</b>
<b>New Zealand</b>	<b>0800 174 007</b>
<b>United Kingdom</b>	<b>(0870) 702 0000</b>
<b>Any other country</b>	<b>(61 3) 9615 5989</b>

or at the company's registered office by **1.00pm (Melbourne time) on Wednesday, 11 December 2002**. proxy forms received after this time will be invalid.