

## HOW TO COMPLETE THE PROXY FORM

### 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 or other Controlling Participant (in which case, if your holding is on ANZ's Australian register, your reference number overleaf will commence with an 'X') should advise their broker or other Controlling Participant of any changes. **Please note, you cannot change ownership of your shares 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 individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that individual or 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. **Do not** write the name of ANZ or the registered securityholder in the space.

### 3 VOTES ON ITEMS OF BUSINESS

To direct your proxy how to vote on any Items other than Item 7, you should clearly mark the boxes on the Proxy Form in accordance with the following instructions.

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 VOTES ON ITEM 7 – ELECTION OF DIRECTORS

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 4 vacancies, the candidates elected will be those 4 who receive the highest number of FOR votes.

Voting all of your shares FOR or AGAINST one or more candidates

If you wish to direct your proxy to vote FOR a candidate, you should mark the FOR box for

that candidate. You may mark the FOR box for a maximum of 4 candidates (as long as you do not also mark the AGAINST or ABSTAIN box for those candidates). If you mark the FOR box for more than 4 candidates, your proxy's votes will not be counted for any candidates. You may also mark the FOR box for fewer than 4 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 do not also mark the FOR or ABSTAIN box 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 direct your proxy how to vote for some candidates (by marking a box), but not others, your proxy will not be able to vote your shares in respect of the candidates with unmarked boxes.

Voting a number or percentage of shares/ Custodians and Nominees

Shareholders wishing to direct your proxy for Item 7 to vote a number or percentage of your shares in a particular way for a candidate or candidates, and the remaining number or percentage in another way for the candidate or candidates, should contact ANZ's Share Registrar for more information.

### 5 APPOINTMENT OF A SECOND PROXY

A member who is entitled to cast two or more votes may 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 Registrar 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 shares 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.

### 6 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 ANZ's Share Registrar for notation. If you have not previously done so, please attach a certified copy 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 a corporate securityholder or a corporate proxy 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 Registrar.

### 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 (Perth time) on Tuesday, 18 December 2007. 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:

<b>ANZ Share Registrar</b> GPO Box 242 Melbourne Victoria 3001 Australia	<b>ANZ Share Registrar</b> Yarra Falls 452 Johnston Street Abbotsford Victoria 3067 Australia
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<b>ANZ Share Registrar</b> PO Box 82 The Pavilions Bridgwater Road Bristol BS99 7NH United Kingdom	<b>ANZ Share Registrar</b> Private Bag 92119 Auckland 1020 New Zealand
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Members may record their proxy voting instructions electronically 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.

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

POSTAGE  
PAID  
AUSTRALIA

## 2007 PROXY FORM

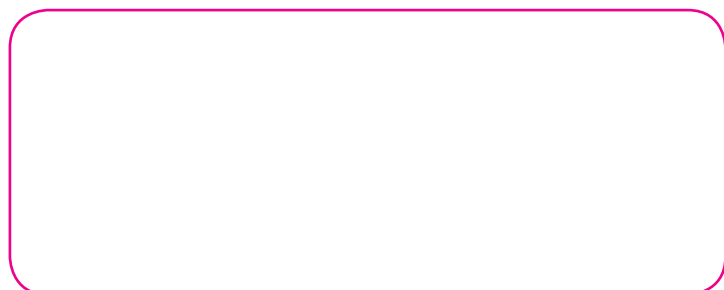


Australia and New Zealand Banking Group Limited ABN 11 005 357 522



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

Charles Goode  
Chairman  
16 November 2007



*Dear Shareholders*

On behalf of the Board of Directors, I have pleasure in enclosing notice of the thirty ninth Annual General Meeting of Australia and New Zealand Banking Group Limited.

The Meeting will be held at the Perth Convention Exhibition Centre, Riverside Theatre, 21 Mounts Bay Road, Perth, Western Australia on Tuesday, 18 December 2007 at 10:00am (Perth time).

Our choice of Perth for this year's Meeting reflects a policy of rotating shareholder meetings among the major cities where our shareholders are located. This gives as many shareholders as possible the opportunity to directly participate in meetings of the Company. In recent years we have held shareholder meetings in Sydney, Adelaide, Melbourne and Brisbane.

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 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 side) > Electronic Proxy Form (body of text). In addition, you will be able to access our webcast on [www.anz.com](http://www.anz.com) and listen live to the addresses made at the Meeting.

Finally, ANZ's 2007 Annual Report and Shareholder Review can be accessed on our website by visiting [www.anz.com](http://www.anz.com) and clicking on the following links: shareholders (top of page) > Financial Information (left hand side) > Annual Reports (left hand side).

Yours faithfully

*Charles Goode*

Chairman



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

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



## Proxy Form

ANZ SHARE REGISTRAR

GPO Box 242  
Melbourne Victoria 3001  
Australia

Australia: 1800 11 33 99  
New Zealand: 0800 174 007  
United Kingdom: (0870) 702 0000  
Outside Australia: (61 3) 9415 4010  
Facsimile: (61 3) 9473 2555

[www.anz.com](http://www.anz.com)

### Appointment of Proxy

I/We being a member/s of Australia and New Zealand Banking Group Limited (ANZ) and entitled to attend and vote at the 2007 Annual General Meeting of ANZ 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 2007 Annual General Meeting of ANZ to be held at the Perth Convention Exhibition Centre, Riverside Theatre, 21 Mounts Bay Road, Perth, Western Australia on Tuesday, 18 December 2007 at 10.00am (Perth time) and at any adjournment of that Meeting.

### IMPORTANT: FOR ITEMS 4 and 5 BELOW



If you appoint the Chairman of the Meeting as your proxy, or he may be appointed as your proxy by default, and you do not wish to direct the Chairman of the Meeting how to vote as your proxy in relation to Items 4 or 5, please mark X in the box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of Items 4 or 5 and that votes cast by him for the Items other than as a proxy will be disregarded because of that interest. If you do not mark this box and you have not directed the Chairman of the Meeting how to vote, he will not cast any votes as your proxy in relation to Items 4 or 5 and your votes will not be counted in calculating the required majority if a poll is called on those Items.

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

(Board Recommendations and Undirected Proxies: The Board recommends shareholders vote in favour of all Items except the election of Mr Reeves. Where permitted, the Chairman of the Meeting intends to vote undirected proxies in favour of all Items except Item 7(a), where he intends to vote against that Item.)

\* If you mark the Abstain box for a particular Item of Business, you are directing your proxy not to vote on that Item on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

	For	Against	Abstain*
2 (a) Approval for ANZ StEPS selective buy back agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Approval for ANZ StEPS selective reduction of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Modification of the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of Deferred Shares to Mr Michael Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Grant of Performance Rights to Mr Michael Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Election of Directors			
(a) To elect Mr R.J. Reeves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Mr D.E. Meiklejohn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Mr J.P. Morschel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To elect Mr I.J. Macfarlane, AC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Dr G.J. Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Note on Items 2(a) and 2(b) – Approval for ANZ StEPS buy back/reduction of capital:** Please refer to the Notice of Meeting for details on voting restrictions for Items 2(a) and 2(b). If you are a nominee or custodian who is subject to these voting restrictions, and you are directing your proxy to vote in favour of Item 2(a), then by signing and returning this Proxy Form you are representing and confirming to ANZ that you are entitled to rely on the ASIC exemption referred to in the Notice of Meeting.

**Note on Item 7 – Election of Directors:** You may only mark the FOR box for up to 4 candidates otherwise your vote will be invalid. If you direct your proxy how to vote in relation to some candidates but not others, you will be taken to have instructed your proxy to abstain from voting in respect of the candidates for whom you have not provided a direction. (See the reverse of this form for further details on voting on Item 7.)

### 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 / /2007



ANZ

3PX

