PROXY FORM

2012 Annual General Meeting

ANZ

For all enquiries call:

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

Lodge your proxy:

Online: www.investorvote.com.au

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

By Mail to: Computershare Investor Services Pty Limited

GPO Box 242 Melbourne Victoria 3001 Australia	Yarra Falls 452 Johnston Street Abbotsford Victoria 3067 Australia	The Pavilions Bridgwater Road Bristol BS99 6ZZ United Kingdom	Private Bag 92119 Auckland 1142 New Zealand

Alternatively you can fax your Proxy Form to:
(within Australia) 1800 783 447 | (outside Australia) (61 3) 9473 2555

Appoint your proxy online or view the 2012 Annual Report, 24 hours a day, 7 days a week:
www.investorvote.com.au

- ☑ Appoint your proxy
- ☑ Access the 2012 Annual Report
- ☑ Review and update your shareholding

Your secure access information is:

Control Number:

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your Proxy Form to be effective, it must be received by 10:00am (Perth time) Monday, 17 December 2012

HOW TO DIRECT YOUR PROXY TO VOTE

Appointment of Proxy

The details set out below are subject to the additional details set out in Steps 1 and 2 overleaf.

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box in respect of an item, your proxy may vote as they choose on that item. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number or percentage of shares you wish your proxy to vote in the For, Against or Abstain box or boxes. The sum of the votes to be cast by your proxy on an item of business must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the number or percentage of shares you wish each proxy to vote, otherwise each proxy may vote half of the shares. Fractions of votes will be disregarded. When appointing a second proxy write both names and the number or percentage of shares for each in Step 1 overleaf.

A proxy need not be a shareholder of the Company.

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. Any Proxy Form, authority or certified copy of an authority received after that time will not be valid for the scheduled Meeting. Proxy Forms (and any authorities under which they are signed or certified copies of those authorities) may be sent by mail or by fax using any of the address details or the facsimile numbers shown above. Shareholders may record their proxy voting instructions electronically at **www.investorvote.com.au**

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If this Form is signed on behalf of the shareholder under Power of Attorney and you have not already lodged the Power of Attorney with the Share Registrar, 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, this Form must be signed by that person. 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 should be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

ATTENDING THE MEETING

If a representative of a corporate shareholder or a corporate proxy is to attend the Meeting, it will be necessary to provide the appropriate Corporate Representative Form prior to admission. A Corporate Representative Form may be obtained from Computershare or online at **www.computershare.com**

GO ONLINE TO APPOINT YOUR PROXY,
or turn over to complete the form ➜

Change of address.
If your address details are incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

PROXY FORM

X Where applicable below, please mark 'X' to indicate your directions

STEP 1 Appoint a proxy to vote on your behalf

I/We being a shareholder/s of Australia and New Zealand Banking Group Limited (ANZ) and entitled to attend and vote at the 2012 Annual General Meeting of ANZ hereby appoint

☐ **the Chairman of the Meeting*** **OR** ________________

If you are not appointing the Chairman of the Meeting as your proxy, please write the full name of the individual or body corporate you are appointing as your proxy. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting in respect of each item of business 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 2012 Annual General Meeting of ANZ to be held at the Perth Convention and Exhibition Centre, Riverside Theatre, 21 Mounts Bay Road, Perth, Western Australia on Wednesday, 19 December 2012 at 10:00am (Perth time) and at any adjournment of that Meeting.

*If you wish to direct your proxy how to vote on any or all items of business – see Step 2 below.

Important note for items 2, 3 and 4:
Where authorised to do so, the Chairman of the Meeting intends to vote undirected proxies in favour of items 2, 3 and 4.

☐ If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, place a mark in this box.

By marking this box, you authorise the Chairman of the Meeting to exercise your proxy as an undirected proxy:
– notwithstanding that items 2, 3 and 4 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel; and
– even if the Chairman of the Meeting has an interest in the outcome of the vote on items 2, 3 or 4 and that any votes cast by the Chairman of the Meeting, other than as proxy holder, will be disregarded because of that interest.

If the Chairman of the Meeting has been appointed as your proxy and you do not mark this box, and you have not directed your proxy how to vote on items 2, 3 or 4, the Chairman of the Meeting will not cast your votes on items 2, 3 or 4 and your votes will not be counted in calculating the required majority.

If you do not wish to appoint the Chairman of the Meeting to vote on items 2, 3 and/or 4 in the manner indicated above, it will be important for you to complete the voting directions in Step 2.

Voting restrictions for key management personnel and their closely related parties/associates are described in the Notice of Meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority on a poll.

	For	Against	Abstain
2 Adoption of the Remuneration Report	☐	☐	☐
3 Grant of Performance Rights to Mr Michael Smith	☐	☐	☐
4 Increase in Non-Executive Directors' Fee Cap	☐	☐	☐
5 Election of Board-Endorsed Candidates			
(a) To elect Ms P. J. Dwyer	☐	☐	☐
(b) To re-elect Mr J. P. Morschel	☐	☐	☐
(c) To re-elect Mr Lee Hsien Yang	☐	☐	☐
6 Election of Non-Board-Endorsed Candidate – Mr R. J. Reeves	☐	☐	☐

Board Recommendation and Undirected Proxies: The Board recommends shareholders vote in favour of all items of business except item 6 (the election of Mr Reeves). Where permitted, the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except the election of Mr Reeves, where the Chairman of the Meeting intends to vote against Mr Reeves' election.

SIGN Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ________________ Contact Daytime Telephone ( ) ________________ Date / / 2012

ANZ 151782A Computershare