



10 November 2004

Manager, Company Announcements Office
Australian Stock Exchange Limited
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

**INSURANCE AUSTRALIA GROUP LIMITED ('IAG')
CHANGE OF DIRECTORS and
ANNUAL GENERAL MEETING POLL RESULTS**

Change of Directors

We confirm that Ms Dominique Fisher and Ms Anne Keating retired as directors of IAG at the conclusion of the company's Annual General Meeting held today.

We also confirm that Ms Yasmin Allen and Mr Brian Schwartz were elected as directors of IAG today. Mr Schwartz will take up his directorship of IAG effective 1 January 2005.

Annual General Meeting Poll Results

At the Annual General Meeting of shareholders held today, polls were held on all items of business as set out in the Notice of Meeting dated 7 September 2004. The Returning Officer has advised that the results of the polls are as follows:

ORDINARY BUSINESS

Election of Directors

Resolution 1: To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Election of a Director, Ms Yasmin Allen"

The motion was passed as an ordinary resolution.

Resolution 2: To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"Election of a Director, Mr Brian Schwartz"

The motion was passed as an ordinary resolution.



The results of the proxy voting on the polls carried out in respect of each of the above resolutions are set out on Schedule A attached to this letter.

Yours sincerely

A handwritten signature in black ink that reads "Anne O'Driscoll". The signature is written in a cursive style with a large, looped initial 'A'.

Anne O'Driscoll
**Group Company Secretary &
Head of Investor Relations**

Attachment (1 page)

INSURANCE AUSTRALIA GROUP LIMITED

ABN 60 090 739 923

ANNUAL GENERAL MEETING

10-Nov-04

DISCLOSURE OF PROXY VOTES

SCHEDULE A

RESOLUTION	NUMBER OF PROXY VOTES WHICH THE APPOINTMENTS SPECIFIED AS:				TOTAL NO. OF PROXY VOTES EXERCISABLE	POLL RESULTS			PASSED/ DEFEATED
	FOR	AGAINST	ABSTAIN	AT PROXY'S DISCRETION		TOTAL VOTES IN FAVOUR	TOTAL VOTES AGAINST	TOTAL VOTES ABSTAIN	
RESOLUTION 1	496,637,220	4,015,986	2,150,226	38,639,813	539,293,019	536,773,735	4,059,026	2,166,736	PASSED
RESOLUTION 2	494,001,195	5,296,210	2,278,375	39,877,233	539,174,638	535,321,744	5,401,822	2,285,733	PASSED