



agm 2004



A LETTER FROM THE CHAIRMAN, NEIL ROBERTS

Dear Shareholder

The 130th Annual General Meeting of Bank of Queensland Limited is to be held on Thursday, 9 December 2004. On behalf of your directors, I invite you to attend the meeting.

If you are unable to be present, we encourage you to participate in the meeting by completing and lodging the Proxy Form included with the Notice of Meeting.

The meeting will be held in Ballrooms Central and South, Sheraton Hotel, 249 Turbot Street, Brisbane. The meeting starts at 10.00am with registration starting at 9.15am.

A significant number of important proposals are included in the business for the meeting. These are set out in detail in the attached Notice of Meeting and Explanatory Statement.

The business of this year's Annual General Meeting is complex and the Explanatory Statement necessarily contains a great deal of detailed information to ensure you are fully informed when you vote. To assist you to have a clear understanding of the various proposals, and to minimise the possibility of your becoming lost in the detail, we have included at the start of the Explanatory Statement a summary of the business of the meeting which gives you a high level appreciation of the measures we are asking you to support and why.

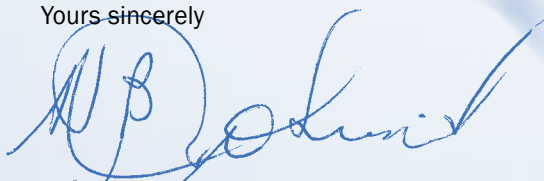
Your directors strongly urge you to support each proposal.

If you attend the meeting personally, please bring this letter with you as it contains a barcode that will assist in the registration and voting process.

If you cannot attend the meeting and you wish to appoint a proxy, the completed Proxy Form can be returned in the reply paid envelope provided or by facsimile to (07) 3237 2152. Your proxy must be received no later than 10.00am on Tuesday, 7 December 2004 to be valid.

I hope that you can join us on Thursday, 9 December 2004 at our annual meeting.

Yours sincerely



Neil Roberts
Chairman

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HOW TO COMPLETE THE PROXY FORM

1. Your Address

This is your address as it appears on the company's unit register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your 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 individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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. Do not write the name of the issuer company of the registered securityholder in the space.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. 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 your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint a second proxy 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 unit registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box
- (b) 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.
- (c) return both forms together in the same envelope.

5. Signing Documents

You must sign this form as follows in the spaces provided;

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders 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, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act) 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 proxy 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 unit registry.

LODGEMENT OF A PROXY

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the addresses below no later than 48 hours before the commencement of the meeting at 10:00am on Thursday, 9 December 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- | | |
|-----------|---|
| IN PERSON | Share Registry – Computershare Investor Services Pty Limited, Level 27, Central Plaza One, 345 Queen Street, Brisbane QLD 4000, AUSTRALIA |
| BY MAIL | Share Registry - Computershare Investor Services Pty Limited, GPO Box 523, Brisbane QLD 4000 AUSTRALIA |
| BY FAX | 61 7 3237 2152 |



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

All correspondence to:
 Computershare Investor Services Pty Limited
 GPO Box 523 Brisbane
 Queensland 4001 Australia
 Enquiries (within Australia) 1800 779 639
 (outside Australia) 61 3 9415 4000
 Facsimile 61 7 3237 2152
 www.computershare.com

Appointment of Proxy

I/We being a member/s of Bank of Queensland Limited and entitled to attend and vote 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 (excluding the registered Securityholder) 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 Annual General Meeting of Bank of Queensland Limited to be held at the Ballroom North, Sheraton Hotel, 249 Turbot Street Brisbane on Thursday, 9 December 2004 at 10.00am and at any adjournment of that meeting.

IMPORTANT: FOR ITEMS 3, 4, 5, 6, 7, 8 and 9 BELOW

If the Chairman of the Meeting is to be your proxy and you do not wish to direct your proxy how to vote on Items 3, 4, 5, 6, 7, 8 and 9 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 proxyholder, would be disregarded because of that interest. The Chairman intends to vote undirected proxies in favour of Item 3, 4, 5, 6, 7, 8 and 9. If you do not mark this box or direct your proxy on how to vote on Items 3, 4, 5, 6, 7, 8 and 9, the Chairman will only cast a vote on those Items in respect of your proxy if the Chairman does not have an interest in the outcome of the Item.

Voting directions to your proxy - please mark to indicate your directions

	For	Against	Abstain*		For	Against	Abstain*
2 (a) To re-elect Peter Fox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of DRP Underwriting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (b) To re-elect Bill Kelty as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of Issue of ORD Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Managing Director's incentive package	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Ratification of Issue of Series 1 RPS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Changes to terms of Senior Management Option Plan Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of future issues Senior Management Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Changes to terms of Managing Director Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Modification of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 and your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy

I/We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy.

AND

 %

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

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

Individual/Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

BOQ

PRX

