

Strategy  
+ Execution  
+ Passion

---

100%  
Success

100%

Dear Shareholder

The 133rd Annual General Meeting of Bank of Queensland Limited is to be held on Thursday, 6 December 2007. On behalf of your directors, I invite you to attend the meeting.

If you are unable to be present, I 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 at the Sofitel Hotel, Ballroom Le Grand 2 & 3, 249 Turbot Street, Brisbane. The meeting starts at 10.00am with registration starting at 9.15am.

At the meeting we will present to you the Bank's results for the financial year ended 31 August 2007 and invite your questions, comments and discussion on those results. We will also outline for you the Board's plans for the Bank in the current year.

The business of the meeting includes proposals for the re-election of two directors, Peter Fox and Bill Kelty, who retire by rotation in the normal course and offer themselves for re-election.

The business also includes a proposal to approve the terms of Perpetual Equity Preference Shares (PEPS), a new class of preference share which is to be the subject of an offer to shareholders and others under a prospectus to be issued by the Bank, and a proposal to modify the constitution to make it easier for the Bank to issue preference shares with redemption rights in future, enhancing the Bank's ability to efficiently manage its capital.

The other items of business relate to remuneration and include renewing the approval of future issues of options to senior management under the Senior Management Option Plan (which was last approved by shareholders in 2004) and a non-binding resolution regarding the Bank's remuneration report, which is contained in the Annual Report.

Your directors strongly urge you to support each proposal. You should note that any offer of PEPS is conditional on shareholders approving the terms of issue at this meeting.

**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 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, 4 December 2007 to be valid.

I hope that you can join us on Thursday, 6 December 2007 at our annual meeting.

Yours sincerely



**Neil Roberts**  
Chairman

SUCCESS



bank different®

**BANK OF QUEENSLAND LIMITED**  
ABN 32 009 656 740

**TO APPOINT A PROXY ONLINE:**  
[www.computershare.com/au/proxy/boq](http://www.computershare.com/au/proxy/boq)

**TO LODGE A PROXY FORM:**  
Computershare Investor Services Pty Ltd  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Facsimile 61 7 3237 2152

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1800 779 639  
(outside Australia) 61 7 3336 2420

 **FOR YOUR APPOINTMENT OF PROXY TO BE EFFECTIVE IT MUST BE RECEIVED BY 10AM TUESDAY, 4 DECEMBER 2007**

 <b>TO APPOINT A PROXY AND CAST YOUR VOTE ONLINE, SIMPLY VISIT:</b> <a href="http://www.computershare.com/au/proxy/boq">www.computershare.com/au/proxy/boq</a>	
<input checked="" type="checkbox"/> <b>Cast your proxy vote</b>  <input checked="" type="checkbox"/> <b>Review and update your securityholding</b>	<b>YOUR SECURE ONLINE ACCESS INFORMATION</b>  <b>SRN/HIN:</b> _____  <b>POST CODE:</b> _____ <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-left: auto;"> <b>FOR SECURITY REASONS IT IS IMPORTANT THAT YOU KEEP YOUR SRN/HIN CONFIDENTIAL.</b> </div>

**HOW TO COMPLETE THIS PROXY FORM** *Please read these notes prior to completion of the proxy form.*

**VOTES ON ITEMS OF BUSINESS**

**Voting 100% of your holding.** You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. 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.

**Voting a portion of your holding.** You may 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. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

**A proxy need not be a securityholder of the Company.**

**APPOINTMENT OF 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 proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. You can obtain additional forms by telephoning the company's share registry or you may copy this form. If you lodge two proxies please lodge both forms together.

**SIGNING INSTRUCTIONS**

**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 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 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 by telephoning the company's share registry or at [www.computershare.com](http://www.computershare.com).

**LODGEMENT OF A PROXY FORM.** This Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the commencement of the meeting at 10 am, Thursday, 6 December 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

## STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Bank of Queensland Limited hereby appoint

the Chairman of the Meeting **OR**

 Please leave this box blank if you have selected the Chairman of the Meeting. 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, 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 Sofitel Hotel, 249 Turbot Street, Brisbane, Queensland on Thursday, 6 December 2007 at 10 am and at any adjournment of that meeting.

## STEP 2 ITEMS OF BUSINESS

**! PLEASE NOTE:** 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.

	For	Against	Abstain
2 (a). Re-elect Mr Peter Fox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (b). Re-elect Mr Bill Kelly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of terms of Perpetual Equity Preference Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to Modify the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Future Issues Under the Senior Management Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN SIGNATURE OF SECURITYHOLDER(S) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

**Change of name and/or address.** If your name and/or address is incorrect, please mark this box and make the correction on this form. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.

I 1234567890

IND