



**BOQ**

Your own personal bank



**It's personal**

**BOQ BO**

**Annual General Meeting 2010**

Letter from the Chairman and Proxy Voting Form

5 November 2010

Dear Shareholder

The 136th Annual General Meeting of Bank of Queensland Limited is to be held on Thursday, 9 December 2010. 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 or registering your proxy appointment online.

The meeting will be held in the Sofitel Hotel, 249 Turbot Street, Brisbane. It will commence at 10.00am with registration starting at 9.15am.

At the meeting I will present to you BOQ's results for the financial year ended 31 August 2010 and invite your questions, comments and discussion on those results. I will also outline for you the Board's plans for BOQ in the current year.

The business of the meeting also includes proposals for the re-election of two directors, William Keltly AC and Steven Crane, who retire in the normal course and offer themselves for re-election, and the election of David Willis who was appointed as a director since the last Annual General Meeting and offers himself for election.

I will also ask shareholders to ratify the issue of convertible notes in a placement conducted in June 2010.

The other items of business are proposals relating to non-executive directors' remuneration and a non-binding resolution regarding BOQ's remuneration report, which is contained in the Annual Report.

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

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 02 9287 0309 or you can register your proxy appointment online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Your proxy must be received no later than 10.00am (AEST) on Tuesday, 7 December 2010 to be valid.

I hope that you can join us on Thursday, 9 December 2010 at our annual meeting.

Yours sincerely



**Neil Summerson**  
Chairman



Bank of Queensland Limited  
ABN 32 009 656 740

## LODGE YOUR PROXY



ONLINE >

www.linkmarketservices.com.au



By mail:  
Bank of Queensland Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



By fax: 02 9287 0309



All enquiries to: Telephone: 1800 779 639 or 02 8280 7626

### SHAREHOLDER VOTING FORM

I/We being a member(s) of Bank of Queensland Limited and entitled to attend and vote hereby appoint:

#### STEP 1

#### APPOINT A PROXY

the Chairman  
of the Meeting  
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am (AEST) on Thursday, 9 December 2010, at Sofitel Hotel, 249 Turbot Street, Brisbane and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

#### STEP 2

#### VOTING DIRECTIONS

##### Resolution 2a

Re-election of William Kelty AC as a director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Resolution 3

Ratification of issue of Convertible Notes

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Resolution 2b

Re-election of Steve Crane as a director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Resolution 4

Non-Executive directors' remuneration

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Resolution 2c

Election of David Willis as a director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

##### Resolution 5

Remuneration report - non-binding resolution

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**i** \* 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.

#### STEP 3

#### IMPORTANT - VOTING EXCLUSIONS

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 Item 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in calculating the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

#### STEP 4

#### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BOQ PRX002



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. 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 shareholder of the company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons 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 the company's share registry or you may copy this form and return them both together.

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.

### Signing Instructions

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, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney 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.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (AEST) on Tuesday, 7 December 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your proxy for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your proxy. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Bank of Queensland Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



by fax:

02 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 15, 324 Queen Street, Brisbane QLD 4000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.