

Annual General Meeting **09**

Letter from the Chairman
and Proxy Voting Form



Letter from the Chairman

6 November 2009

Dear Shareholder

The 135th Annual General Meeting of Bank of Queensland Limited is to be held on Thursday, 10 December 2009. 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 the Bank's results for the financial year ended 31 August 2009 and invite your questions, comments and discussion on those results. I 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 David Graham, Carmel Gray and John Reynolds as directors. They retire by rotation in accordance with the Constitution and offer themselves for re-election.

I will also ask shareholders to ratify the issue of ordinary shares as part of the Dividend Reinvestment Plan underwriting agreement in May 2009 and the issue of ordinary shares in placements conducted in February 2009 (in conjunction with the Share Purchase Plan) and in August 2009 (in conjunction with the pro rata Entitlements Offer).

The other item of business is 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.

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. Your proxy must be received no later than 10.00am (AEST) on Tuesday, 8 December 2009 to be valid.

I hope that you can join us on Thursday, 10 December 2009 at our annual meeting.

Yours sincerely,



Neil Summerson
Chairman



Bank of Queensland Limited
ABN 32 009 656 740

LODGE YOUR VOTE

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

By fax: (02) 9287 0309



ONLINE

www.linkmarketservices.com.au

All enquiries to:



Telephone: 1800 779 639
(02) 8280 7626

PROXY 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 on Thursday, 10 December 2009, at the 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

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 2(a) Re-election of Mr David Graham as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 Ratification of the Issue of Ordinary Shares - February 2009 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(b) Re-election of Ms Carmel Gray as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Ratification of the Issue of Ordinary Shares - August 2009 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(c) Re-election of Mr John Reynolds as a director of the company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Remuneration Report (Non-Binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of the Issue of Ordinary Shares under Dividend Reinvestment Plan Underwriting	<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.

STEP 3

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 PRX901



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; and
- (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. 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 on Tuesday, 8 December 2009, 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:



by mail:

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



by fax:

(02) 9287 0309



online:

ONLINE

www.linkmarketservices.com.au

lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website);



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

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.