

MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Annual General Meeting 2008
letter from the chairman and proxy voting form

'08

3 November 2008

Dear Shareholder

The 134th Annual General Meeting of Bank of Queensland Limited is to be held on Thursday, 11 December 2008. 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. 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 2008 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 a proposal for my re-election as a director, as I retire by rotation in the normal course and offer myself for re-election.

The business also includes proposals for the election of three other directors, Tony Howarth and Roger Davis, who were appointed since the last Annual General Meeting and offer themselves for election, and Steve Crane who offers himself for election as a new director of the Bank.

The business also includes a number of proposals related to staff remuneration, in particular, equity participation to provide long term incentives for the Bank's staff. A complete review of the Bank's existing long term incentive framework has resulted in the Bank adopting an Award Rights Plan which will replace the existing Senior Management Option Plan and Employee Share Plan. Approval of the Award Rights Plan is sought to enhance the Bank's ability to efficiently manage its capital when granting Award Rights.

The other proposals about remuneration relate to proposed issues of restricted shares and Award Rights to the Managing Director as part of the short term and long term incentive packages under the terms of the recent extension of his appointment as Managing Director until 31 December 2011.

The Bank also asks shareholders to ratify the May 2008 issue of ordinary shares under the underwriting arrangements for the Dividend Reinvestment Plan.

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 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 1800 783 447 or you can register your proxy appointment online at www.investorvote.com.au. Your proxy must be received no later than 10.00 am (AEST) on Tuesday, 9 December 2008 to be valid.

I hope that you can join us on Thursday, 11 December 2008 at our annual meeting.

Yours sincerely




Neil Summerson
Chairman



Bank of Queensland Limited
ABN 32 009 656 740

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Lodge your proxy form:



 **Online:**
www.investorvote.com.au


 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:
(within Australia) 1800 779 639
(outside Australia) +61 3 9415 4039

Proxy Form

 To appoint a proxy online or view the annual report, 24 hours a day, 7 days a week: www.investorvote.com.au	
<input checked="" type="checkbox"/> Appoint a proxy <input checked="" type="checkbox"/> Access the annual report <input checked="" type="checkbox"/> Review and update your securityholding	<p>Your secure access information is:</p> <p>Control Number: 999999</p> <p>SRN/HIN: I9999999999 PIN: 99999</p> <p> PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>

 **For your appointment of proxy to be effective it must be received by 10.00am (AEST) Tuesday 9 December 2008**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: You may direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: You may indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing 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 percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded.

When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf. If there is insufficient space 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.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

Attending the Meeting

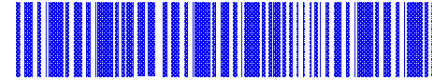
Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO APPOINT A PROXY,
or turn over to complete the form →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting **OR**

PLEASE NOTE: 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 the Sofitel Hotel, 249 Turbot Street, Brisbane on Thursday, 11 December 2008 at 10.00am (AEST) and at any adjournment of that meeting.
The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 (a). Re-elect Neil Summerson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (b). Elect Steve Crane as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (c). Elect Anthony (Tony) Howarth as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 (d). Elect Roger Davis as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Future Issues Under the Award Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Award Rights Under the Managing Director's Long Term Incentive Package	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Share Issues Under the Managing Director's Short Term Incentive Package	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Issue of Shares - DRP underwriting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____