

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Bank of Queensland Limited (BOQ)

ABN

32 009 656 740

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Performance Award Rights (PARs) and Deferred Award Rights (DARs)
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	551,141 PARs 442,414 DARs

+ See chapter 19 for defined terms.

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| <p>3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p> | <p>PARs and DARs are subject to the terms of the Award Rights Plan approved at Bank of Queensland's 2008 and 2011 Annual General Meetings.</p> <p>Each PAR is a right to one fully paid ordinary share in Bank of Queensland upon specific total shareholder return (TSR) performance hurdles being achieved. For PARs, the period is from the release of the Bank's financial results in October 2012 until the release of the Bank's financial results in October 2015.</p> <p>Each DAR is a right to one fully paid ordinary share in Bank of Queensland upon qualifying service periods being achieved over a vesting period. In this tranche of DARs, vesting of a holder's DARs is in either three tranches with 20% vesting on 19 December 2013, 30% vesting on 19 December 2014 and 50% vesting on 18 December 2015, or in two tranches with 50% vesting on 19 December 2013 and 50% vesting on 19 December 2014.</p> |
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+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Ordinary shares allotted under PARs and DARs will rank equally with other ordinary shares from the date of allotment.</p>
<p>5 Issue price or consideration</p>	<p>N/A</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>PARs and DARs are granted as equity incentives to executives and employees of Bank of Queensland pursuant to the Bank of Queensland Award Rights Plan approved at Bank of Queensland's 2008 and 2011 Annual General Meeting.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

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6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A											
6f	Number of securities issued under an exception in rule 7.2	N/A											
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A											
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A											
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A											
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	18 December 2012											
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>312,878,919</td> <td>Ordinary Shares</td> </tr> <tr> <td>2,000,000</td> <td>BOQ PEPS (subject to amount bought back)</td> </tr> <tr> <td>Approximately 2,500,000 (but may issue more or less)</td> <td>CPS (to be confirmed following close of CPS offer)</td> </tr> <tr> <td>24,500</td> <td>Floating Rate Term Transferable Deposits</td> </tr> </tbody> </table>	Number	+Class	312,878,919	Ordinary Shares	2,000,000	BOQ PEPS (subject to amount bought back)	Approximately 2,500,000 (but may issue more or less)	CPS (to be confirmed following close of CPS offer)	24,500	Floating Rate Term Transferable Deposits	
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312,878,919	Ordinary Shares												
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24,500	Floating Rate Term Transferable Deposits												

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9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in section 2 if applicable)	Number	⁺ Class
		551,141	Performance Award Rights vesting October 2015 and expiring 18 December 2017
		442,414	Deferred Award Rights expiring 18 December 2017
		380,118	Performance Award Rights vesting October 2015 and expiring 16 December 2017
		233,723	Deferred Award Rights expiring 5 May 2017
		314,055	Performance Award Rights vesting October 2014 and expiring 16 December 2016
		358,790	Deferred Award Rights expiring 16 December 2016
		220,875	Performance Award Rights vesting October 2013 and expiring 29 November 2015
		208,766	Deferred Award Rights expiring 29 November 2015
		2,009	Performance Award Rights vesting October 2012 and expiring 24 December 2014
		18,130	Deferred Award Rights expiring 28 May 2015
		60,349	Deferred Award Rights expiring 24 December 2014
		11,232	Deferred Award Rights expiring 29 June 2014
		301	Employee ordinary shares (EMP)

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| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | PARs and DARs do not carry a right to a dividend until vested and exercised into ordinary shares. |
|----|--|---|

Part 2 - Bonus issue or pro rata issue

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|----|---|-----|
| 11 | Is security holder approval required? | N/A |
| 12 | Is the issue renounceable or non-renounceable? | N/A |
| 13 | Ratio in which the +securities will be offered | N/A |
| 14 | +Class of +securities to which the offer relates | N/A |
| 15 | +Record date to determine entitlements | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |
| 17 | Policy for deciding entitlements in relation to fractions | N/A |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations | N/A |

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

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32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

N/A

33 ⁺Despatch date

N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A	
39	Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class
		N/A	N/A

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Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:Date: 20 December 2012
(~~Director~~/Company secretary)

Print name: Melissa Grundy.....

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