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ASX ANNOUNCEMENT

Monday, 19 November 2012

Amendment to PEPS Terms – ASX Code: BOQPC

As contemplated in the Prospectus for Bank of Queensland Limited's (**BOQ**) offer of Convertible Preference Shares (**CPS**), the Board has determined to amend the terms of issue of BOQ's Perpetual Equity Preference Shares (**PEPS**) in accordance with clause 15 of the PEPS terms of issue.

The amendments to facilitate the pro rata dividend under the Reinvestment Offer are set out in the attachment and take effect from today's date.

PEPS holders and other investors should read and consider the Prospectus in full and obtain professional advice before deciding whether to invest in CPS or participate in the Reinvestment Offer. Applications may only be made using the Application Form attached to or accompanying the replacement Prospectus.

For more information:

BOQ Offer Information Line:	**Media:**	**Analysts:**
1800 779 639 (within Australia) +61 2 8280 7626 (outside Australia) 8:30am to 7:30pm Sydney time Monday to Friday www.boq.com.au	Andrea Sackson Head of Corporate Affairs Phone: +61 7 3212 3018 Mobile +61 400 480 866 Email: andrea.sackson@boq.com.au	Sally Wehl Investor Relations Manager Phone: +61 7 3212 3463 Mobile: +61 434 583 611 Email: sally.wehl@boq.com.au

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Attachment - Amendments to the Terms of Issue of PEPS

6.3 Dividend Payment Date

Dividends will be payable on the BOQ PEPS in arrears on each Dividend Payment Date, with the first Dividend Payment Date being on 15 April 2008 and thereafter semi-annually on each 15 April and 15 October until the BOQ PEPS are:

(a) Redeemed by redemption or cancellation (in which case the Redemption Date will be the final Dividend Payment Date);

(b) Redeemed by buy-back (in which case the last Dividend Payment Date preceding the Buy-Back Agreement coming into effect will be the final Dividend Payment Date); ~~or~~

(c) Converted (in which case the last Dividend Payment Date preceding the Conversion Date will be the final Dividend Payment Date)~~.~~; or

(d) in respect of the Reinvested PEPS, Reinvested (in which case the Reinvestment Date will be the final Dividend Payment Date for those Reinvested PEPS).

A Dividend payable in respect of Reinvested PEPS on a Reinvestment Date is only payable to those persons registered as Holders of the Reinvested PEPS on the date which is determined by the Directors to be the record date for that Dividend.

6.6 Restrictions on dividend payments

The payment of a Dividend and any Optional Dividend (in each case including on Redemption or Reinvestment) is subject to:

6.7 Record date for Dividends

A Dividend (other than a Dividend in respect of Reinvested PEPS on a Reinvestment Date) is only payable to those persons registered as Holders on the date which is 11 Business Days before the Dividend Payment Date for that Dividend or such other date as may be required by the ASX from time to time.

[Insert the following definitions in clause 17.1:

Reinvested means that Reinvested PEPS are bought back pursuant to the Reinvestment Offer, and **Reinvestment** has a corresponding meaning.

Reinvestment Date means the date of issue of the Reinvestment Securities.

Reinvestment Offer means an offer of Reinvestment Securities by the Bank pursuant to the Reinvestment Prospectus on terms that, to the extent of participation by Holders, the proceeds of issue of those securities will be applied by the Bank in funding the buy-back of BOQ PEPS on such terms and using such manner of payment (including by way of set-off or promissory note) as determined by the Company.

Reinvested PEPS means the BOQ PEPS bought back pursuant to the Reinvestment Offer.

Reinvestment Prospectus means the prospectus lodged with ASIC on or about 7 November 2012 including any replacement prospectus for the offer of the Reinvestment Securities, and may include application forms accompanying that prospectus.

Reinvestment Security means the preference shares to be issued by the Bank on the terms and conditions set out in the Reinvestment Prospectus, to the extent issued to Holders who participate in the Reinvestment Offer. **]**