



Bank of Queensland Limited
ABN 32 009 656 740
Established 1874

Group Legal & Secretariat
Level 7, 100 Skyring Terrace
Newstead QLD 4006
GPO Box 898 Brisbane QLD 4001
Phone: (07) 3212 3764
Fax (07) 3212 3951
www.boq.com.au

28 October 2016

Mr Joshua Strutt
Advisors, Listings Compliance
ASX Compliance Pty Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Mr Strutt

Bank of Queensland Limited (BOQ): Appendix 3Y – Change of Director’s Interest Notice

We refer to your letter dated 27 October 2016 concerning the Appendix 3Y – Director’s Interest Notice, for Mr Richard Haire that was lodged with the Australian Securities Exchange (**ASX**) on 26 November 2016.

Please find set out below our response to the questions raised:

1. Please explain why the Appendix 3Y was lodged late.

The indirect acquisition of Ordinary Shares through Avanteos Investments Limited, as custodian for the Haire Family Superannuation Fund was undertaken in May 2014 under a pro-rata Non-Renounceable Entitlement Rights Offer.

Due to an inadvertent administrative oversight, an Appendix 3Y was not filed at the time of the acquisition.

2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

BOQ and the Directors are aware of their obligations under ASX Listing Rule 3.19A. Each Director is made aware upon joining the Board of their obligations to BOQ with details of any changes in their notifiable interest.

All Directors are party to a letter of appointment with BOQ that sets out the Director’s requirements to notify the Company Secretary of all transactions involving buying or selling BOQ securities immediately after the transaction has occurred. The Company Secretary then lodges the required notices with the ASX.

Furthermore, BOQ has a standing agenda item at each BOQ meeting to remind Directors of their obligations and to enquire as to whether Directors have transacted in any BOQ

securities since the previous Board meeting. All Directors' interests are recorded in BOQ's Register of Interests, which is issued as part of the Board pack for every Board meeting.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

BOQ is aware of its obligations and confirms that its current practices are adequate and the late lodgement of the Appendix 3Y in question was an unfortunate irregularity.

We trust the responses given address your queries.

Yours faithfully

A handwritten signature in black ink, appearing to read "M Thomsen". The signature is fluid and cursive, with a large initial "M" and a long, sweeping tail.

Michelle Thomsen
General Counsel & Company Secretary



27 October 2016

Amita Laroia
Assistant Company Secretary
Bank of Queensland Limited

By email: Amita.Laroia@boq.com.au

Dear Ms Laroia

BANK OF QUEENSLAND LIMITED (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on 26 October 2016 for Mr Richard Haire (the “Director Notice”);
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.



3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Appendix 3Y indicates that a change in Mr Haire's notifiable interest occurred on 22 May 2014. It appears that the Director's Notice should have been lodged with ASX by 29 May 2014. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at joshua.strutt@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.D.T.) on Monday, 31 October 2016.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.



If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Joshua Strutt

Adviser, Listings Compliance