

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, 04/03/13

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 | Capital Notes, which are fully paid, subordinated, perpetual, unsecured, non-cumulative mandatorily convertible notes to be issued by BOQ (Capital Notes).
Capital Notes are unsecured notes for the purposes of section 283BH of the Corporations Act. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 3,000,000 Capital Notes, but may be more or less. |

+ See chapter 19 for defined terms.

<p>3 Principal terms of the ⁺securities (e.g. 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>Refer to the prospectus lodged with ASIC on 22 November 2017 (Prospectus). The terms of the Capital Notes (Capital Note Terms) are set out in full in Appendix A to the Prospectus. The Capital Note Terms are also summarised in section 2 of the Prospectus.</p> <p>Capitalised terms in this Appendix 3B have the same meaning as set out in the Prospectus.</p>
<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date 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>No – in a winding-up of BOQ, Capital Notes rank ahead of Ordinary Shares, equally with CPS, Wholesale Capital Notes and other Equal Ranking Instruments, but behind the claims of all Senior Ranking Creditors (including depositors and unsubordinated and subordinated creditors).</p> <p>After a Write-Off, all rights in relation to Capital Notes (including in respect of Distributions and return of capital) will be immediately and irrevocably terminated and Holders will lose all of the value of their Capital Notes without compensation.</p> <p>For more information in relation to the ranking of Capital Notes, refer to sections 1.1, 2.6 and 4.3.10 of the Prospectus.</p>
<p>5 Issue price or consideration</p>	<p>\$100 per Capital Note</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds of Capital Notes will be used for BOQ's general corporate and funding purposes, including the partial refinancing of CPS under the Reinvestment Offer.</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>

⁺ See chapter 19 for defined terms.

6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable
6f	Number of +securities issued under an exception in rule 7.2	Not applicable
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.	Not applicable
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	Not applicable
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	Not applicable
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	Expected to be 28 December 2017

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	392,589,729	Fully paid ordinary shares
	3,000,000	CPS
	3,000,000	Capital Notes

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	15,000	Wholesale Capital Notes
	18,133	Performance Award Rights vesting October 2019 and expiring on 17 February 2022
	15,051	Deferred Award Rights expiring on 17 February 2022
	944,296	Performance Award Rights vesting October 2019 and expiring on 23 December 2021
	497,226	Deferred Award Rights expiring on 23 December 2021
	101,411	Performance Award Rights vesting October 2018 and expiring on 28 February 2021
	11,589	Deferred Award Rights expiring on 28 February 2021
	647,957	Performance Award Rights vesting October 2018 and expiring on 15 December 2020
	299,640	Deferred Award Rights expiring on 15

+ See chapter 19 for defined terms.

		December 2020
565,355		Performance Award Rights vesting October 2017 and expiring on 16 December 2019
182,577		Deferred Award Rights expiring on 16 December 2019
4,578		Deferred Award Rights expiring on 16 December 2018

- | | |
|--|--|
| <p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p> | <p>Capital Notes are scheduled to pay quarterly, non-cumulative, discretionary, floating rate Distributions.</p> <p>For more information relating to Distributions on Capital Notes, refer to section 2.1 of the Prospectus.</p> |
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Part 2 - Pro rata issue

- | | |
|--|-----------------------|
| <p>11 Is security holder approval required?</p> | <p>Not Applicable</p> |
| <p>12 Is the issue renounceable or non-renounceable?</p> | <p>Not Applicable</p> |
| <p>13 Ratio in which the +securities will be offered</p> | <p>Not Applicable</p> |
| <p>14 +Class of +securities to which the offer relates</p> | <p>Not Applicable</p> |
| <p>15 +Record date to determine entitlements</p> | <p>Not Applicable</p> |
| <p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p> | <p>Not Applicable</p> |
| <p>17 Policy for deciding entitlements in relation to fractions</p> | <p>Not Applicable</p> |

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
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	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable

+ See chapter 19 for defined terms.

31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	+Issue date	Not Applicable

+ See chapter 19 for defined terms.

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	Not Applicable				
39	+Class of +securities for which quotation is sought	Not Applicable				
40	<p>Do the +securities rank equally in all respects from the +issue date 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 	Not Applicable				
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>	Not Applicable				
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: center;">Number</th> <th style="width: 50%; text-align: center;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; vertical-align: middle; padding: 5px;">Not Applicable</td> <td style="padding: 5px;"></td> </tr> </tbody> </table>	Number	+Class	Not Applicable	
Number	+Class					
Not Applicable						

+ See chapter 19 for defined terms.

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 is not available now, we 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: .22 November 2017.....
Company Secretary

Print name: ..Vicki Clarkson.....

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