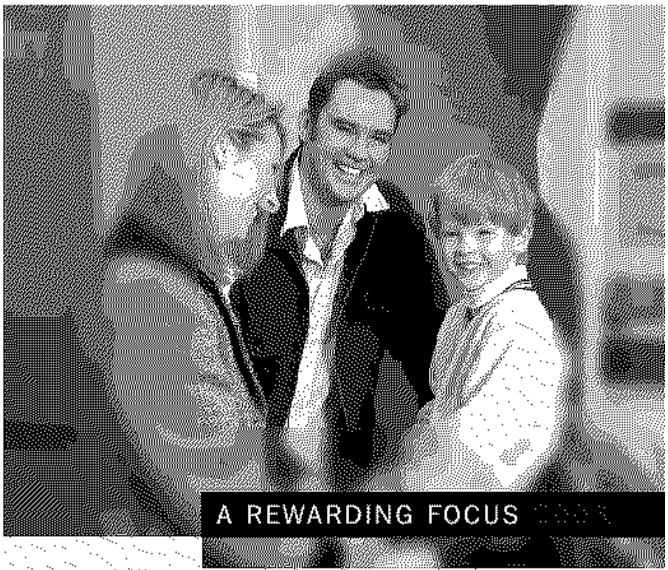
Bendigo Bank



PLEASE READ THESE NOTES PRIOR TO COMPLETION OF THE PROXY FORM

1. **Right to appoint proxy:** A member entitled to attend and vote at the Meeting may appoint a proxy. A proxy need not be a member of the Company.
2. **Two proxies:** If you are entitled to cast two or more votes, you may appoint up to two proxies. If you wish to appoint a second proxy:
   (a) Either obtain an additional Proxy Form from the Company's Share Registry on (03) 5433 9523 or copy the attached Proxy Form.
   (b) On each of the first proxy and the second proxy form, state the percentage or number of shares to be exercised by that proxy. If the appointment does not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
   (c) Return both forms together in the same envelope.
3. **Identity of proxy:** If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the name of that person. If you leave this section blank, the Chair of the Meeting will act as your proxy.
4. **Voting instructions:** You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If the proxy votes, all your securities will be voted in accordance with that direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.
5. **Signing instructions:** The Proxy Form must be signed in the spaces provided.

   Individual: If the holding is in one name, the holder must sign.

   Joint holding: If the holding is in more than one name, any one holder may sign.

   Power of attorney: To sign under power of attorney, you must have already lodged this document with the registry or attach a certified copy of the power of attorney to this form when you return it.

   Companies: If the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (under section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.
6. **Lodging instructions:** This Proxy Form (and any power of attorney under which it is signed) must be received by the Company not later than 48 hours before the meeting (ie by 11.00am on 25 October 2003). Any Proxy Form received after that time will not be valid for the scheduled meeting. Documents may be lodged in any of the following ways.

> By post using the reply paid envelope.

> By post or hand delivery to the Company's registered office or Share Registry at Level 2, Fountain Court, Bendigo, Victoria, 3550.

> By facsimile to (03) 5433 9471.

SEE OVERLEAF FOR INSTRUCTIONS

I/We being a member/s of **Bendigo Bank Limited**, appoint the person named below or if no person is named below, the Chair of the Meeting, as my/our proxy to vote in accordance with the directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at the **Bendigo Regional Arts Centre, Bendigo** on 27 October 2003 at 11.00am, and at any adjournment thereof.

OR ☐ The Chair of the meeting (mark box)

IMPORTANT: FOR ITEM 5

☐ If the Chair of the Meeting is to be your proxy and you have not directed your proxy how to vote on Item 5 below, please place a mark in this box. By marking this box you acknowledge that the Chair of the Meeting may exercise your proxy at his discretion. The Chair of the Meeting intends to vote undirected proxies in favour of Item 5.

If attending the meeting please bring this Proxy Form with you to enable prompt registration.

Please address all correspondence, change of address and enquiries to the Share Registry:

Bendigo Bank Limited
ABN 11 068 049 178
Level 2, Fountain Court
Bendigo, Victoria 3550
Telephone: (03) 5433 9523
Facsimile: (03) 5433 9471

Voting directions to your proxy - please mark (X) in the appropriate box to indicate your directions

Ordinary Business	For	Against	Abstain
1. Receipt of accounts and reports			
2. Re-election of NJ Axelby			
3. Re-election of JL Dawson			
4. Re-election of TJ O'Dwyer			
Special Business			
5. Issue of shares to Managing Director			

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

Signature of Security holder/s

Signature
Date / /

Signature
Date / /

Companies Only

COMPANY SEAL (IF APPLICABLE)

Director 1/Sole Director and Sole Secretary/ Sole Director

Director 2/Secretary
Date / /

Executed in accordance with the Company's constituent documents as as authorised by the Corporations Act.