



All correspondence to:
 Bendigo Bank Limited
 The Bendigo Centre
 Bendigo Vic 3550
 Telephone: (03) 5485 6392
 Facsimile: (03) 9473 2555

000001
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 SAM
 MR JOHN SMITH 1
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I N D

Appointment of Proxy

I/We being a member/s of **Bendigo Bank Limited** and entitled to attend and vote, appoint the individual or body corporate, named below



The Chair of the meeting
 (mark with an 'X')

OR

Write here the name of the person, or body corporate, if you are appointing **someone other** than the Chair of the meeting

or if no individual or body corporate is named above, the Chair of the meeting, as my/our proxy to attend and 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 Extraordinary General Meeting of the Company to be held at **The Capital Theatre, Bendigo** on 29 January 2008 at 2.00 pm, and at any adjournment of the meeting.

IMPORTANT: FOR ITEM 4 BELOW



If the Chair of the meeting is to be your proxy and you have not directed your proxy how to vote on Item 4 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 even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. The Chair of the meeting intends to vote undirected proxies in favour of Item 4. If you do not mark this box, the Chair will not cast your undirected votes on Items 4.

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

	For	Against	Abstain*
1. Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the Executive Director's participation in the Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Increase to Non-Executive Director Fee Limit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the meeting intends to vote undirected proxies in favour of each item of business.

*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.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and
 Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary



INFORMATION FOR SHAREHOLDERS APPOINTING A PROXY

Please read these notes before completing the attached Proxy Form.

1. Appointment of 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. A member may appoint an individual or a body corporate as their proxy. A body corporate appointed as a proxy may appoint a corporate representative under section 250D to exercise the powers that the body corporate may exercise in its capacity as a member's proxy.

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) 5485 6392 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 individual or body corporate. If you leave this section blank, the Chair of the meeting will act as your proxy.

4. Voting instructions:

Bendigo Bank encourages all members who appoint proxies to direct their proxy how to vote on each resolution. 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. The Chairman of Bendigo Bank will chair the meeting and will vote undirected proxies in favour of all resolutions (in the case of Item 4, see important note overleaf regarding Item 4). Bendigo Bank directors will also vote undirected proxies in favour of all of resolutions.

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 2.00 pm on 27 January 2008). 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 to Computershare Investor Services, GPO Box 242, Melbourne, Vic 3001
- Hand delivery to the Company's registered office: Bendigo Bank Limited, The Bendigo Centre, Bendigo, Victoria, 3550.
- By facsimile to (03) 9473 2555