

St. George Bank Limited  
ABN 92 055 513 070

ORDINARY SHAREHOLDERS PROXY FORM

All correspondence to:  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1800 804 457  
(outside Australia) 61 3 9415 4024  
Facsimile 61 3 9473 2118  
www.computershare.com

Mark this box with an 'X' if you are making any changes to your address details (see reverse)



000001  
000  
SAM  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 IND

Appoint 'Leon Carter' as your Proxy

Appointment of proxy

I/We being a member/s of St. George Bank Limited and entitled to attend and vote at the Share Scheme Meeting and the Extraordinary General Meeting (the 'Meetings') hereby appoint



the Chairman of the Meetings (mark with an 'X')

OR



If you are not appointing the Chairman of the Meetings as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy. Do not write the name of the registered securityholder.

or upon failure of the individual or body corporate named to attend the Meetings, or if no individual or body corporate is named, the Chairman of the Meetings, as my/our proxy to act generally at the Meetings on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Share Scheme Meeting of St. George Bank Limited to be held at 10:00am (Sydney time) and the Extraordinary General Meeting of St. George Bank Limited to be held at the later of 10:30am (Sydney time) and the conclusion or adjournment of the Share Scheme Meeting, on Thursday 13 November 2008 at Exhibition Hall 1, Sydney Convention and Exhibition Centre, Darling Harbour, Sydney and at any adjournment of those meetings.

Please see instructions overleaf on how to complete this Ordinary Shareholders Proxy Form. Please note that by completing this Ordinary Shareholders Proxy Form you are appointing a proxy for both the Share Scheme Meeting and the Extraordinary General Meeting. If you wish to appoint a proxy for only one of the Meetings, please contact Computershare (see contact details at the top of this form). Unless the context indicates otherwise, capitalised terms have the meaning given in the Scheme Booklet.

Voting directions to your proxy - please mark X to indicate your directions

The Chairman of the Meetings intends to vote undirected proxies in favour of each item of business at the Meetings.

Resolution of the Share Scheme Meeting

Resolution of the Extraordinary General Meeting

To approve the Share Scheme

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To approve the Constitution Amendment

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Mark an 'X' in the Against boxes

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



To submit this form online 24 hours a day, 7 days a week, go to: [www.stgeorgemerger.com.au](http://www.stgeorgemerger.com.au) and follow the prompts

A proxy appointment cannot be submitted electronically by a person acting on behalf of the registered securityholder under a power of attorney or similar authority.

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

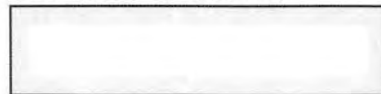
Securityholder 1

Sign here



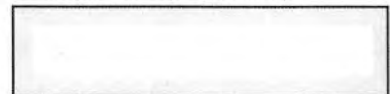
Individual/Sole director and sole company secretary

Securityholder 2 (if applicable)



Director

Securityholder 3 (if applicable)



Director/Company Secretary

In addition to signing the proxy form in the above box(es), please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

SGB

022190A

022190\_A - V25

Complete this area



# How to complete this Ordinary Shareholders Proxy Form

## 1 Your address

This is your address as it appears on St.George Bank Limited's Share Register. If this information is incorrect, please mark the box at the top of the Ordinary Shareholders Proxy Form and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a proxy

If you wish to appoint the Chairman of the Meetings as your proxy, mark the appropriate box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meetings, please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the Meetings, the Chairman of the Meetings will be your proxy. A proxy does not need to be a securityholder of St.George Bank Limited. Do not write the name of the registered securityholder in the space provided.

## 3 Votes on items of business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. The Chairman of the Meetings intends to vote undirected proxies in favour of each item of business at the Meetings. If you mark more than one box for an item, your vote on that item will be invalid.

## 4 Appointment of a second proxy

You are entitled to appoint two proxies to attend the Meetings and vote on a poll. If you wish to appoint a second proxy, an additional Ordinary Shareholders Proxy Form may be obtained by telephoning Computershare (see contact details on the front of your Ordinary Shareholders Proxy Form) or you may copy this form.

To appoint a second proxy you must:

- on each Ordinary Shareholders Proxy Form, state the percentage of your voting rights or number of securities applicable to that form. If you do not specify the percentage or number of votes that each proxy may exercise, each proxy may only exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together in the same envelope.

## 5 Signing instructions

You must sign this form as follows in the spaces provided:

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

Joint holding: where the holding is in more than one name, all of the securityholders should sign.

Power of attorney: to sign under power of attorney, you must have either already lodged a certified copy of your power of attorney with Computershare (see the contact details on the front of your Ordinary Shareholders Proxy Form), or you must attach a certified photocopy of your power of attorney to this Ordinary Shareholders Proxy Form when you return it.

Companies: where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to 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.

If a representative of a body corporate appointed as proxy is to attend the Meetings, the appropriate "Certificate of Appointment of Corporate Representative" is required to be produced prior to admission. A form of this certificate can be obtained from Computershare (see the contact details on the front of your Ordinary Shareholders Proxy Form) or at [www.computershare.com.au](http://www.computershare.com.au).

## Lodgement of a proxy

This Ordinary Shareholders Proxy Form must be lodged in person, by mail, by fax or submitted online (see details below) by 12:00pm (MIDDAY Sydney time) on 11 November 2008. Any Ordinary Shareholders Proxy Form received after that time will not be valid for the Meetings. If this Ordinary Shareholders Proxy Form has been signed under a power of attorney, it may only be lodged in person or by mail and, unless you have already lodged a certified copy of your power of attorney with Computershare, must be accompanied by a certified copy of that power of attorney.

### Documents may be lodged using the reply paid envelope or:

IN PERSON	St.George Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia
BY MAIL	St.George Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX	61 3 9473 2118
ONLINE	<a href="http://www.stgeorgemerge.com.au">www.stgeorgemerge.com.au</a>