

Macquarie Bank Limited

ABN 46 008 583 542

50 Martin Place
Sydney NSW 2000
GPO Box 4294
Sydney NSW 1164
AUSTRALIA

Telephone (61 2) 8232 3333
Facsimile (61 2) 8232 3019
Internet <http://www.macquarie.com>

**ASX/Media Release****MACQUARIE BANK CAPITAL NOTES 2 OFFER CLOSES**

SYDNEY, Tuesday, 2 June 2020 – Macquarie Bank Limited (ASX: MBL) (MBL) today announced that it has closed its offer of Macquarie Bank Capital Notes 2 (the “Offer”) (“BCN2”). MBL issued 6,410,270 BCN2 at an issue price of A\$100 each, raising A\$641.027 million.

BCN2 are expected to commence trading on the ASX on a normal settlement basis on Wednesday, 3 June 2020, under the ASX code “MBLPC”.

Allocation Policy**Broker Firm Offer and Institutional Offer:**

Allocations to Syndicate Brokers and Institutional Investors were determined under the Bookbuild completed on Wednesday, 13 May 2020.

Allocations to individual Broker Firm Applicants by a Syndicate Broker were at the discretion of that Syndicate Broker.

Securityholder Offer:

Applications under the Securityholder Offer amounted to more than \$420m. This strong demand necessitates scaling of the applications as described below. Valid applications received under the Securityholder Offer were scaled at approximately 33% which is in line with the average scaling applied to applications received under the Broker Firm Offer.

For valid Applications received under the Securityholder Offer the allocations are:

Application	Allocation
\$A5,000	100%
More than \$A5,000	\$A5,000 + approx. 33.33% of Application above \$A5,000 subject to a maximum allocation of \$A150,000

The total allocation for the Securityholder Offer is \$A141.027 million.

Holding Statements

CHESS and issuer sponsored Holding Statements indicating the number of BCN2 allocated to successful Applicants are expected to be dispatched by Tuesday, 9 June 2020. Refunds for any over payment are also expected to be dispatched by this date.

Applicants can confirm their holding before receiving their Holding Statement in the following ways:

- Broker Firm Applicants should contact their Syndicate Broker; and
- Other Applicants can call the BCN2 Offer Information line on 1300 005 027 (within Australia) or on +61 2 8023 5474 (outside Australia) (Monday to Friday, 8.30am to 5.30pm, AEST) to confirm their allocations.

Institutional Investors have already been advised of their allocations.

Any successful Applicant wishing to trade their BCN2 prior to receiving their Holding Statement is responsible for confirming their allocation to ensure they do not sell any BCN2 that they do not own. Any person who sells BCN2 before receiving their Holding Statement does so at their own risk.

First Distribution Payment

Distributions on BCN2 are scheduled to be paid on 21 March, 21 June, 21 September and 21 December each year (or the next business day if not a business day), commencing on 21 September 2020. The record date for the first BCN2 distribution is 4 September 2020.

The Distribution Rate for the first Distribution will be 4.0952%p.a. or \$1.2454 per BCN2. Please see the separate ASX announcement for details.

Issue Date VWAP

For the purposes of the BCN2 Exchange calculations, the Issue Date VWAP is A\$104.98

Tax Ruling

As noted in the Prospectus, MBL applied for a class ruling to confirm the Australian tax consequences for certain holders of BCN2. When issued, a copy of the class ruling will be made available at macquarie.com and on the ATO website at www.ato.gov.au.

Participation by related parties of MBL

In compliance with ASX requirements, MBL advises that 2,264 BCN2 were issued to directors of MBL, MGL and their associates in aggregate.

Largest holders and holder distribution schedule

A statement of the 20 largest BCN2 holders, including the number and percentage of BCN2 held by those holders, and the distribution schedule of BCN2 holders are attached.

Further information

The Offer was made under a Prospectus dated 19 May 2020 ("Replacement Prospectus") which was available at www.MBCN2Offer.com.au. For more information you can email the Registry at MBCN2Offer@boardroomlimited.com.au or call the BCN2 Offer Information Line on 1300 005 027 (within Australia) or on +61 2 8023 5474 (outside Australia) (Monday to Friday 8.30am - 5.30pm, AEST).

Definitions

Unless otherwise defined, capitalised words used in this announcement have the meaning given to them in the Replacement Prospectus.

Disclaimer

The information provided in this announcement and the Replacement Prospectus is not personal investment advice and has been prepared without taking into account your investment objectives, financial situation or particular needs (including financial and taxation issues). It is important that you read the Replacement Prospectus in full before deciding to invest in BCN2 and consider the risks that could affect the performance of BCN2.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This announcement does not constitute an offer of any securities (including the BCN2) for sale or issue. No action has been taken to register or qualify BCN2 or the Offer or to otherwise permit a public offering of BCN2 outside Australia. In particular, this announcement does not constitute an offer of securities for sale in the United States. Neither the BCN2 nor the MGL Ordinary Shares have been or will be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States, and they may not be offered, sold or resold in the United States or to, or for the benefit of, any "U.S. person" (as defined in Regulation S under the Securities Act) except pursuant to an exemption from the registration requirements of the Securities Act and applicable US State Securities laws.

Contacts

Sam Dobson

Macquarie Group Investor Relations

+61 2 8232 9986

Lisa Jamieson

Macquarie Group Media Relations

+61 2 8232 6016

Top 20 Holdings

Macquarie Bank Limited

02-06-2020

BoardRoom

Security Classes

Macquarie Bank Capital Notes 2

Holder Name	Securities	%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	627,450	9.788%
J P MORGAN NOMINEES AUSTRALIA	250,250	3.904%
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	149,234	2.328%
BNP PARIBAS NOMS PTY LTD <DRP>	148,033	2.309%
NATIONAL NOMINEES LIMITED	116,655	1.820%
BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD DRP	97,954	1.528%
PERSHING AUSTRALIA NOMINEES PTY LTD <ACCUM A/C>	48,117	0.751%
33 BANK STREET NOMINEES PTY LTD	37,100	0.579%
BOND STREET CUSTODIANS LIMITED <BB9 - D74647 A/C>	26,143	0.408%
HERBERT ST INVESTMENTS PTY LTD	25,800	0.402%
DIMBULU PTY LTD	25,000	0.390%
DIOCESE DEVELOPMENT FUND - CATHOLIC DIOCESE OF PARAMATTA	23,930	0.373%
AUSTRALIAN EXECUTOR TRUSTEES LIMITED <NO 1 ACCOUNT>	22,487	0.351%
NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	21,542	0.336%
CITICORP NOMINEES PTY LIMITED	20,725	0.323%
MUTUAL TRUST PTY LTD	19,740	0.308%

Holder Name	Securities	%
JOVE PTY LTD	15,000	0.234%
UBS NOMINEES PTY LTD	14,580	0.227%
INVIA CUSTODIAN PTY LIMITED <INCOME POOL A/C>	13,560	0.212%
ACCBELL NOMINEES PTY LTD	13,475	0.210%
TOTALS	1,716,775	26.782%

Total Securities of Top 20 Holdings : 1,716,775

Total Securities: 6,410,270

Analysis of Holdings

Macquarie Bank Limited

02-06-2020

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Security Classes

Macquarie Bank Capital Notes 2

Holdings Ranges	Holders	Total Units	%
1 - 1,000	12,710	2,908,457	45.37
1,001 - 5,000	668	1,305,088	20.36
5,001 - 10,000	60	403,079	6.29
10,001 - 100,000	22	502,024	7.83
100,001 - 999,999,999	5	1,291,622	20.15
TOTAL	13,465	6,410,270	100.00