



## Announcement Summary

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**Entity name**

MACQUARIE BANK LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

3/8/2021

**The Proposed issue is:**

☒ A non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)

**Total number of +securities proposed to be issued for a non pro rata offer of securities under a disclosure document or product disclosure statement (PDS)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Macquarie Bank Capital Notes 3 (BCN3) (ASX: MBLPD)	4000000

**Closing date for receipt of acceptances**

24/8/2021

**Proposed +issue date**

27/8/2021

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

MACQUARIE BANK LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

008583542

**1.3 ASX issuer code**

MBL

**1.4 The announcement is**☒ New announcement**1.5 Date of this announcement**

3/8/2021

**1.6 The Proposed issue is:**☒ A non-+pro rata offer of +securities under a +disclosure document or +PDS



## Part 5 - Details of proposed non-pro rata offer under a disclosure document or PDS

### Part 5A - Conditions

**5A.1 Do any external approvals need to be obtained or other conditions satisfied before the non-pro rata offer of +securities under a +disclosure document or + PDS can proceed on an unconditional basis?**

☒ No

### Part 5B - Offer details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

☒ New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

☒ No

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities are non CDIs)**

**Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

☒ Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

☒ Yes

**ASX +security code**

New class-code to be confirmed

**+Security description**

Macquarie Bank Capital Notes 3 (BCN3) (ASX: MBLPD)

**+Security type**

+Convertible debt securities

**The number of +securities to be offered under the +disclosure document or +PDS**

4,000,000

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

☒ No



**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

☒ Yes

**Is the minimum acceptance unit based or dollar based?**

☒ Unit based

**Please enter the minimum acceptance value**

50

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

☒ No

#### Offer price details

**Has the offer price been determined?**

☒ Yes

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security?**

AUD 100.00000

#### Oversubscription & Scale back details

**Will the entity be entitled to accept over-subscriptions?**

☒ Yes

**Provide details of the number or value of over-subscriptions that the entity may accept**

Please refer to the Prospectus lodged with ASX on 3 August 2021 which contains the terms of the offer. There is no maximum limit or value of over-subscriptions under the offer that MBL may accept.

**Will a scale back be applied if the offer is over-subscribed?**

☒ Yes

**Describe the scale back arrangements**

MBL has discretion to determine the method and extent of allocations.

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

☒ Yes

#### +Convertible debt securities details

**These securities are:**

Convertible

**Type of security**

Capital note

**+Security currency**

AUD - Australian Dollar

**Face value**

AUD 100.0000

**Interest rate type**

Floating rate

**Frequency of coupon/interest payments per year**

Quarterly

**First interest payment date**

7/12/2021

**Interest rate per annum**

2.49050 %

**Is the interest rate per annum estimated at this time?**☒ Yes**If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)**

28/8/2021

**Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?**☒ Yes**What is the reference rate, base rate or market rate?**

3-month BBSW

**Does the interest rate include a margin above the reference rate, base rate or market rate?**☒ Yes**What is the margin rate above the reference rate, base rate or market rate (expressed as a percent per annum)**

2.90000 %

**Is the margin estimated at this time?**☒ Yes**If the margin is estimated, then what is the date for this information to be announced to the market (if known)**

6/8/2021

**s128F of the Income Tax Assessment Act status applicable to the +security**

Not applicable

**Is the +security perpetual (ie. no maturity date)?**☒ Yes**Select other features applicable to the +security**☒ Non-Cumulative☒ Subordinated**Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?**☒ Yes**If yes, what is the first trigger date**

7/9/2028

**Details of the type of +security that will be issued if the securities are converted, transformed or exchanged**

Other



### Description

BCN3 may exchange into a variable number of Macquarie Group Limited Ordinary Shares

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

[www.BCN3offer.com.au](http://www.BCN3offer.com.au)

## Part 5C - Timetable

### 5C.1 Lodgement date of +disclosure document or +PDS with ASIC

3/8/2021

### 5C.2 Date when +disclosure document or +PDS and acceptance forms will be made available to investors

11/8/2021

### 5C.3 Offer open date

11/8/2021

### 5C.4 Closing date for receipt of acceptances

24/8/2021

### 5C.6 Proposed +issue date

27/8/2021

## Part 5E - Fees and expenses

### 5E.1 Will there be a lead manager or broker to the proposed offer?

☒ Yes

#### 5E.1a Who is the lead manager/broker?

The Joint Lead Managers are Macquarie Capital (Australia) Limited, ANZ Securities Limited, Citigroup Global Markets Australia Pty Limited, Commonwealth Bank of Australia, E&P Corporate Advisory Pty Limited, Morgans Financial Limited, National Australia Bank Limited, Ord Minnett Limited and Westpac Institutional Bank.

#### 5E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

Please refer to section 6.7 of the Prospectus for details of the fees payable to the Joint Lead Managers.

### 5E.2 Is the proposed offer to be underwritten?

☒ No



**5E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

☒ Yes

**5E.3a Will the handling fee or commission be Dollar based or Percentage based?**

☒ Percentage based (%)

**5E.3b Amount of any handling fee or commission payable to brokers who lodge acceptances on behalf of investors**

0.750000 %

**5E.3c Please provide any other relevant information about the handling fee or commission method**

MBL will be responsible for paying Syndicate Brokers who are not affiliates of a Joint Lead Manager any fees which they are entitled to be paid in connection with the Offer. Any fees which are payable to Syndicate Brokers who are affiliates of a Joint Lead Manager in connection with the Offer will be paid by the Joint Lead Manager with whom the relevant Syndicate Broker is affiliated.

**5E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Please refer to sections 6.7 and 6.8 of the Prospectus for details in relation to the expenses of the Offer.

Part 5F - Further Information

**5F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

As at the Issue Date, BCN3 will constitute regulatory capital of MBL in a manner which satisfies APRA's prudential standards. The net proceeds of the Offer will be used for general corporate purposes.

**5F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

☒ No

**5F.2 Please explain the entity's allocation policy for the offer, including whether or not acceptances from existing +security holders will be given priority**

Please refer to section 7.5 of the Prospectus for details in relation to the allocation policy for the Offer.

**5F.3 URL on the entity's website where investors can download the +disclosure document or +PDS**

[www.BCN3offer.com.au](http://www.BCN3offer.com.au)

**5F.4 Any other information the entity wishes to provide about the proposed offer**

Investors should read the Prospectus in full before deciding to invest in BCN2 and consider the risks that could affect the performance of BCN3.