

Appendix 2A

Application for quotation of +securities

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are seeking quotation of a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules. ¹	Macquarie Bank Limited
1.2	*Registration type and number Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ABN 46 008 583 542
1.3	*ASX issuer code	MBL
1.4	*This announcement is Tick whichever is applicable.	☐ A new announcement ☒ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.	Update to the number of Macquarie Bank Capital Notes 3 (BCN3) to be issued following the close of the BCN3 Offer announced on 3 August 2021.
1.4b	*Date of previous announcement to this update Answer this question if your response to Q 1.4 is an update/amendment to previous announcement.	10 August 2021
1.4c	*Reason for cancellation Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"	

¹ Appendix 2A of the Listing Rules includes a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act. If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 *Disclosure for on-sale of securities and other financial products* and consult your legal adviser.

1.4d	*Date of previous announcement to this cancellation <i>Answer this question if your response to Q 1.4 is "A cancellation of a previous announcement"</i>	
1.5	*Date of this announcement	27 August 2021

Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities to be quoted are: <i>Select whichever item is applicable. If you wish to apply for quotation of different types of issues of securities, please complete a separate Appendix 2A for each type of issue.</i>	☒ +Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B ☐ +Securities issued under a +dividend or distribution plan ☐ +Securities issued, transferred or re-classified as a result of options being exercised or other +convertible securities being converted ☐ Unquoted partly paid +securities that have been fully paid up and are now to become quoted fully paid +securities <i>Note: there is no need to apply for quotation of the fully paid securities if the partly paid securities were already quoted</i> ☐ +Restricted securities where the escrow period has expired or is about to expire ☐ +Securities previously issued under an +employee incentive scheme where the restrictions on transfer have ceased or are about to cease ☐ +Securities issued under an +employee incentive scheme that are not subject to a restriction on transfer or that are to be quoted notwithstanding there is a restriction on transfer ☐ Other [please specify] <i>If you have selected 'other' please explain the circumstances of the issue here:</i>
2.1a	*Have the +securities to be quoted been issued yet?	Yes
2.1a.1	*What was their date of issue? <i>Answer this question if your response to Q2.1a is "Yes".</i>	27 August 2021
2.1a.2	*What is their proposed date of issue? <i>Answer this question if your response to Q2.1a is "No".</i>	
2.2a.1	*Date of Appendix 3B notifying the market of the proposed issue of +securities for which quotation is now being sought <i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B"</i>	3 August 2021

2.2a.2	*Are there any further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B? <i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B".</i>	No
2.2a.2.1	*Please provide details of the further issues of +securities yet to take place to complete the transaction(s) referred to in the Appendix 3B <i>Answer this question if your response to Q2.1 is "Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B" and your response to Q2.2a.2 is "Yes".</i> <i>Please provide details of the proposed dates and number of securities for the further issues. This may be the case, for example, if the Appendix 3B related to an accelerated pro rata offer with an institutional component being quoted on one date and a retail component being quoted on a later date.</i>	
2.3	*Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of: <i>Answer this question if your response to Q2.1 is "Other" and your response to Q2.2i is "No".</i> <i>Note: Under Appendix 2A of the Listing Rules, when the entity applies for quotation of securities, it gives a warranty that an offer of the securities for sale within 12 months after their issue will not require disclosure under section 707(3) or 1012C(6) of the Corporations Act.</i> <i>If you are in any doubt as to the application of, or the entity's capacity to give, this warranty, please see ASIC Regulatory Guide 173 Disclosure for on-sale of securities and other financial products and consult your legal adviser.</i>	☐ The publication of a +disclosure document or +PDS for the +securities to be quoted ☐ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f) ☐ The publication of a +disclosure document or +PDS involving the same class of securities as the +securities to be quoted that meets the requirements of section 708A(11) or 1012DA(11) ☐ An applicable ASIC instrument or class order ☐ Not applicable – the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6) <i>Note: Absent relief from ASIC, a listed entity can only issue a cleansing notice where trading in the relevant securities has not been suspended for more than 5 days during the shorter of: (a) the period during which the class of securities are quoted; and (b) the period of 12 months before the date on which the relevant securities under the offer were issued.</i>
2.4	*The +securities to be quoted are: <i>Tick whichever is applicable</i>	☐ Additional +securities in a class that is already quoted on ASX ("existing class") ☒ New +securities in a class that is not yet quoted on ASX ("new class")

Part 3A – number and type of +securities to be quoted (existing class or new class) where issue has previously been notified to ASX in an Appendix 3B

Answer the questions in this Part if your response to Q2.1 is “Securities issued as part of a transaction or transactions previously announced to the market in an Appendix 3B”.

Question No.	Question	Answer																		
3A.1	*ASX security code & description	Macquarie Bank Limited Capital Notes 3 (BCN3) (ASX: MBLPD) which are fully paid, unsecured, subordinated, non-cumulative, mandatorily convertible, perpetual securities to be issued by Macquarie Bank Limited.																		
3A.2	*Number of +securities to be quoted	6,548,480 BCN3																		
3A.3	Any other information the entity wishes to provide about the +securities to be quoted																			
3A.4	*Provide a distribution schedule for the new +securities according to the categories set out in the left hand column – including the number of recipients and the total percentage of the new +securities held by the recipients in each category. <table border="1"> <thead> <tr> <th>Number of +securities held</th><th>Number of holders</th><th>Total percentage of +securities held</th></tr> </thead> <tbody> <tr> <td>1 – 1,000</td><td>7,849</td><td>35.18</td></tr> <tr> <td>1,001 – 5,000</td><td>725</td><td>23.80</td></tr> <tr> <td>5,001 – 10,000</td><td>61</td><td>6.94</td></tr> <tr> <td>10,001 – 100,000</td><td>33</td><td>12.52</td></tr> <tr> <td>100,001 and over</td><td>5</td><td>21.56</td></tr> </tbody> </table> Answer this question only if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question), your response to Q2.4 is “new class” and the securities to be quoted have already been issued. Note: if the securities to be quoted have not yet been issued, under listing rule 3.10.5, you will need to provide to ASX a list of the 20 largest recipients of the new securities, and the number and percentage of the new securities received by each of those recipients, and a distribution schedule for the securities when they are issued.		Number of +securities held	Number of holders	Total percentage of +securities held	1 – 1,000	7,849	35.18	1,001 – 5,000	725	23.80	5,001 – 10,000	61	6.94	10,001 – 100,000	33	12.52	100,001 and over	5	21.56
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100,001 and over	5	21.56																		

Part 4 – Issued capital following quotation

Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:

Note: the figures provided in the tables in sections 4.1 and 4.2 below are used to calculate the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the relevant table each class of securities issued by the entity.

If you have quoted CHESS Depository Interests (CDIs) issued over your securities, include them in the table in section 4.1 and include in the table in section 4.2 any securities that do not have CDIs issued over them (and therefore are not quoted on ASX).

Restricted securities should only be included in the table in section 4.1 if you are applying to have them quoted because the escrow period for the securities has expired or is about to expire. Otherwise include them in the table in section 4.2.

4.1	*Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities the subject of this application)	
	ASX security code and description	Total number of +securities on issue
	Macquarie Bank Capital Notes 3 (MBLPD)	6,548,480
	Macquarie Bank Capital Notes 2 (MBLPC)	6,410,270
	Floating rate Debt Instruments due 3 March 2022 (MBLHC)	42,000
4.2	*Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX):	
	ASX security code and description	Total number of +securities on issue
	Fully paid ordinary Shares	634,361,966
	Subordinated Notes	US\$750 million
	4.875% Subordinated Notes due 2025	US\$750 million

Introduced 01/12/19; amended 31/01/20; 05/06/21