

# Appendix 3Y

## Change of Director's Interest Notice

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.

Introduced 30/9/2001.

|                |                                   |
|----------------|-----------------------------------|
| Name of entity | BENDIGO AND ADELAIDE BANK LIMITED |
| ABN            | 11 068 049 178                    |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                     |                |
|---------------------|----------------|
| Name of Director    | Jacqueline Hey |
| Date of last notice | 4 April 2014   |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                  |                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| Direct or indirect interest                                                                                                                      | Direct                                                     |
| Nature of indirect interest<br>(including registered holder)<br>Note: Provide details of the circumstances giving rise to the relevant interest. | N/A                                                        |
| Date of change                                                                                                                                   | 16 June 2014                                               |
| No. of securities held prior to change                                                                                                           | 3,535 ordinary shares<br>250 convertible preference shares |
| Class                                                                                                                                            | Ordinary shares                                            |
| Number acquired                                                                                                                                  | 692 ordinary shares                                        |
| Number disposed                                                                                                                                  | Nil.                                                       |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and estimated valuation                                               | \$10.85 per ordinary share.                                |
| No. of securities held after change                                                                                                              | 4,227 ordinary shares<br>250 convertible preference shares |

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+ See chapter 19 for defined terms.

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|
| Nature of change<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Issue of securities in accordance with the terms and conditions of the Share Purchase Plan mailed to shareholders on 16 May 2014. |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|

#### Part 2 – Change of director's interests in contracts

|                                                                                                                                                                       |     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| Detail of contract                                                                                                                                                    | N/A |
| Nature of interest                                                                                                                                                    |     |
| Name of registered holder<br>(if issued securities)                                                                                                                   |     |
| Date of change                                                                                                                                                        |     |
| No. and class of securities to which interest related prior to change<br>Note: Details are only required for a contract in relation to which the interest has changed |     |
| Interest acquired                                                                                                                                                     |     |
| Interest disposed                                                                                                                                                     |     |
| Value/Consideration<br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 |     |
| Interest after change                                                                                                                                                 |     |

#### Part 3 – Closed period

|                                                                                                                                            |     |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----|
| Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required? | No  |
| If so, was prior written clearance provided to allow the trade to proceed during this period?                                              | N/A |
| If prior written clearance was provided, on what date was this provided?                                                                   | N/A |

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+ See chapter 19 for defined terms.