

Bendigo and Adelaide Bank – Share Purchase Plan

Friday 7 October 2016: On 29 September 2016, Bendigo and Adelaide Bank Limited (BEN) announced that it had agreed to purchase approximately \$1.35 billion of standard residential home loans from Keystart Housing Scheme Trust by equitable assignment and that it intended to undertake a non-underwritten Share Purchase Plan (SPP).

The offer to participate in the SPP will open on 10 October 2016, and will remain open until 5.00pm (AEST) on 21 October 2016. BEN will dispatch the following documents to eligible shareholders in connection with the SPP on 10 October 2016. Eligible shareholders are those persons registered as ordinary shareholders as at 7pm (AEST) on 28 September 2016 who reside in Australia or New Zealand.

Eligible shareholders are able to apply for up to \$7,500 of shares at an issue price equal to a 2.5% discount to the volume weighted average price of BEN shares traded on the ASX for the 5 trading days ending on (and including) 21 October 2016, the closing date of the SPP offer.

For further information:

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7 October 2016

Dear Shareholder

The Board of Directors of Bendigo and Adelaide Bank Limited (“the Bank”) is pleased to offer you the opportunity to participate in a share purchase plan (“SPP”), allowing you to invest up to A\$7,500 in new fully paid ordinary shares in the Bank (“Shares”).

On 29 September 2016, the Bank announced it had strengthened its commitment to Western Australia by agreeing to purchase a portfolio of approximately A\$1.35 billion of residential home loans from Keystart Housing Scheme Trust (“Keystart”). The proceeds of the SPP will go towards funding this acquisition from Keystart and maintaining the Bank’s strong capital base.

The issue price of the new Shares under the SPP will be equal to a 2.5% discount to the volume weighted average price of the Shares traded on the ASX for the 5 trading days ending on (and including) the closing date of the SPP offer, being 21 October 2016.

Under the SPP:

- If you are an eligible Shareholder you can contribute between A\$1,500 and A\$7,500 (in increments of A\$1,500) to acquire Shares under the SPP;
- The number of Shares allotted to you will be based on your application money, divided by the issue price and rounded up to the nearest whole number of shares; and
- There are no brokerage or participation costs payable.

Participation in the SPP is optional. It is open to Shareholders who were holders of Shares at 7:00pm (Victorian time) on 28 September 2016 (the “Record Date”) and whose registered address is in Australia or New Zealand. For Shareholders in New Zealand, you must still be a Shareholder on the date of this letter.

The offer to participate in the SPP will open on 10 October 2016, and will remain open until 5.00pm (Victorian time) on 21 October 2016. If you have any queries in relation to the SPP, please call the SPP Information Line on 1300 732 712 (within Australia) or +61 2 9290 9690 (outside Australia) Monday to Friday, 8.30am to 5.30pm (Victorian time) or contact your professional adviser.

The Bank may, in its absolute discretion, undertake a scaleback to the extent and in the manner it sees fit. If it does, you may be allocated fewer Shares than the parcel of Shares for which you applied, and excess application funds will be returned to you without interest.

How to apply

To apply for Shares under the SPP please carefully read the enclosed Terms and Conditions and follow the instructions on the enclosed Application Form. You will need to ensure your application is received with cleared funds no later than 5.00pm (Victorian time) on 21 October 2016.

If you are unsure about whether to participate, please contact your professional adviser.

Our previous share purchase plans have been well received by Shareholders. We recognise our large and loyal Shareholder base as a great strength of the Bank and we look forward to providing this opportunity to further deepen this relationship.

Thank you for your support. We hope you are in a position to take advantage of this latest Share offer.

Yours sincerely



Robert Johanson
Chairman



Mike Hirst
Managing Director

For all enquiries:

 Phone:
(Within Australia) 1300 732 712
(Outside Australia) +61 2 9290 9690

Make your payment:

See over for details of the Offer and how to make your payment.

Share Purchase Plan Application Form**Your payment must be received by 5:00pm (Victorian Time) 21 October 2016**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional advisor.

If you do not wish to purchase additional shares under this offer there is no need to take any action.

By making payment you agree to be bound by the Constitution of Bendigo and Adelaide Bank Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Bendigo and Adelaide Bank Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the shares the subject of the slip below; and
- any other securities and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the slip below does not exceed A\$15,000.00.

Bendigo and Adelaide Bank Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes, which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application.

Any determinations by Bendigo and Adelaide Bank Limited will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Bendigo and Adelaide Bank Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such waiver, amendment, variation, suspension or termination will be binding on all eligible shareholders even where Bendigo and Adelaide Bank Limited does not notify you of that event.

Step 1: Registration Name

Please check the details provided and advise Bendigo and Adelaide Bank Limited's share registry in writing if any of the details are incorrect. Securityholders sponsored by a broker (reference number commences with "X") should advise your broker of any changes.

Step 2: Make Your Payment

Note that shares may be purchased in increments of A\$1,500 subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Bendigo and Adelaide Bank Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Victorian Time) 21 October 2016.

© Registered to BPAY Pty Limited ABN 69 079 137 518

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to Bendigo and Adelaide Bank Limited SPP A/C and crossed Not Negotiable. The payment must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Share Purchase Plan Application Form

Step 1: Registration Name & Offer Details

Registration Name:

For your security keep your SRN/HIN confidential.

Offer Details:

Record Date:

7:00pm (Victorian Time) 28 September 2016

SRN/HIN:

Minimum Value available to purchase

A \$1,500

Maximum value available to purchase

A \$7,500

Step 2: Make Your Payment



Billers Code:

Customer Reference Number (CRN):

Pay By Mail:



Make your cheque, bank draft or money order payable to Bendigo and Adelaide Bank Limited SPP A/C and crossed Not Negotiable. Return your payment with the below slip to:

Bendigo and Adelaide Bank Limited
C/- Boardroom Pty Limited
GPO Box 3891 Sydney NSW 2001

Contact your financial institution to make your payment from your cheque or savings account.

Payment by BPAY

Eligible Shareholders wishing to pay by BPAY must use the specific biller code and Customer Reference Number detailed on their personalised Application Form. If you choose to pay via BPAY you are not required to submit your Application Form. Your payment will not be accepted after 5:00pm (Victorian Time) on the Closing Date and no Shares will be issued to you in respect of that application. If you have multiple holdings you will have multiple BPAY Customer Reference Numbers. To ensure you receive your Shares in respect of the correct holding, you must use the specific biller code and the Customer Reference Number shown on each personalised Application Form when paying for any Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

Privacy Statement: Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Entitlement and Acceptance Form. Our privacy policy is available on our website (<http://www.boardroomlimited.com.au/Privacy.html>).

Please do not attach cheques or money orders with staples or pins.

Detach Here

Purchase Details for Bendigo and Adelaide Bank Limited (choose one option)

Payment must be received by 5:00pm (Victorian Time) 21 October 2016

<input type="checkbox"/> Offer A: A\$1,500 of shares	OR	<input type="checkbox"/> Offer B: A\$3,000 of shares	OR	<input type="checkbox"/> Offer C: A\$4,500 of shares
<input type="checkbox"/> Offer D: A\$6,000 of shares	OR	<input type="checkbox"/> Offer E: A\$7,500 of shares		

PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS below - Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to Bendigo and Adelaide Bank Limited SPP A/C and crossed "Not Negotiable".

Drawer	Cheque Number	BSB Number	Account Number	Amount A\$
<input type="text"/>				

Please enter your contact details in case we need to contact you.

Contact details - day time telephone number

Contact details - after hours telephone number

Bendigo and Adelaide Bank Limited

Share Purchase Plan - Terms and Conditions

The Offer

Under the Share Purchase Plan (“SPP”), you will be eligible to apply for up to A\$7,500 of fully paid ordinary shares (“Shares”) in Bendigo and Adelaide Bank Limited (“BEN”), with a minimum of A\$1,500 worth of Shares, increasing in parcels of A\$1,500 of Shares up to the maximum amount of A\$7,500 of Shares.

The issue price for each Share under the SPP will be equal to a 2.5% discount to the volume weighted average price of the Shares traded on the ASX for the five trading days ending on (and including) the closing date of the SPP offer, being 21 October 2016 (“5 day VWAP”) (rounded to the nearest cent).

For example, if the 5 day VWAP is A\$10.00, the issue price for each Share under the SPP will be A\$9.75

We expect that the Shares allotted to you under the SPP will be quoted on ASX on or about 28 October 2016 and you should receive your holding statement or confirmation advice shortly after this date. You should check your holding statement to confirm your holding before trading in any Shares you believe have been allotted to you under the SPP.

You will be eligible to participate in the SPP if you were a registered holder of Shares at 7.00pm (Victorian time) on 28 September 2016 (the “Record Date”), with a registered address in either Australia or New Zealand (and for Shareholders in New Zealand, you must still be a holder of Shares on 7 October 2016). Subject to special conditions for some custodians (see page 3 of these Terms and Conditions), you must not have been issued with more than A\$15,000 worth of Shares under this or any other BEN share purchase plan in the last 12 months. You are not eligible to participate in the SPP to the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand.

Participation in the SPP is entirely at your option. The offer is also non-renounceable, which means that you cannot transfer your right to acquire Shares under the offer to anyone else.

The Terms of the Offer

If you are eligible to purchase Shares under the SPP, you may select only one of the following offers:

Offer A	Offer B	Offer C	Offer D	Offer E
A\$1,500 of Shares	A\$3,000 of Shares	A\$4,500 of Shares	A\$6,000 of Shares	A\$7,500 of Shares

The number of Shares that you will be allotted will be equal to the dollar amount specified in the offer you accept, divided by the issue price of Shares under the SPP. If the number of Shares you are entitled to is not a whole number, then that fractional entitlement will be rounded up to the nearest

whole number of Shares.

For example, if you elect to accept Offer E (A\$7,500 of Shares) and the issue price of Shares under the SPP is A\$9.75, you will be allotted 770 Shares.

BEN may, in its absolute discretion, undertake a scaleback to the extent and in the manner it sees fit. If it does, you may be allocated fewer Shares than the parcel of Shares for which you applied, and excess application funds will be returned to you without interest.

You should note that the market price of Shares may rise or fall between the date of this offer and the date when we issue the Shares to you under the SPP. This means that the price you pay per Share under this offer may exceed, or be less than, the market price of the Shares at the time of issue of the Shares under this offer. You are encouraged to seek your own financial advice in relation to this offer and your participation under the SPP.

General

BEN may make determinations in any manner it thinks fit in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determination by BEN will be conclusive and binding on all eligible Shareholders and other persons to whom the determination relates. BEN reserves the right to waive strict compliance with any provisions of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time.

Any such waiver, amendment, variation, suspension or termination will be binding on all eligible Shareholders even where BEN does not notify an eligible Shareholder of that matter.

Key terms and dates

Minimum purchase price for Shares	A\$1,500.
Maximum purchase price for Shares	A\$7,500.
Price per share	The price equal to a 2.5% discount to the 5 day VWAP.
Record date	7.00pm (Victorian time) on 28 September 2016.
Closing date	5.00pm (Victorian time) on 21 October 2016.
Allotment date	On or about 28 October 2016.

Holders of multiple registered holdings

If you are eligible to purchase Shares under the SPP and hold more than one registered holding, you may only apply for a maximum of A\$7,500 worth of Shares in aggregate under the SPP (unless you are applying as a custodian). This limitation applies even if you receive more than one application form due to multiple holdings. The following conditions therefore apply:

- **Single Shareholders:** If you are the only registered holder of a holding of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one parcel of Shares (with a maximum value of A\$7,500).

- **Joint Shareholders:** If you are recorded with one or more other person as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of the single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply for one parcel of Shares (with a maximum value of A\$7,500).

If multiple applications are received by BEN from different registered holdings which appear to be from the same holder, BEN will issue Shares only in response to the first application it receives.

Custodians and nominees

Eligible Shareholders who hold Shares as custodian or nominee ("Custodian") for one or more persons on the Record Date ("Beneficiaries") may apply for up to a maximum amount of A\$7,500 of new Shares in respect of each Beneficiary, subject to the Custodian certifying to BEN:

- (a) that the Custodian is (directly or indirectly) an eligible holder of Shares on behalf of one or more Beneficiaries, and that each Beneficiary has instructed the Custodian to apply for Shares under the SPP;
- (b) the number of Beneficiaries instructing the Custodian (directly or indirectly) to participate;
- (c) that each participating Beneficiary is an Australian or New Zealand resident and has a registered address on the BEN Share register in either Australia or New Zealand;
- (d) the name and address of each participating Beneficiary;
- (e) in respect of each participating Beneficiary:
 - (i) the number of Shares that the Custodian holds (directly or indirectly) on their behalf; and
 - (ii) the number or the dollar amount of new Shares they instructed the Custodian to apply for on their behalf;
- (f) for each participating Beneficiary, that the application price for the new Shares applied for on the Beneficiary's behalf, and any other Shares applied for on that Beneficiary's behalf (directly or indirectly) under a similar arrangement in the previous 12 months, does not exceed A\$15,000;
- (g) that a copy of this written offer document was given to each participating Beneficiary; and
- (h) where the Custodian holds Shares on behalf of a beneficiary indirectly, through one or more interposed Custodians, the name and address of each interposed Custodian.

By completing and submitting the personalised application form which accompanies this offer, a Custodian certifies the above.

Please also contact the SPP Information Line on 1300 732 712 (within Australia) or +61 2 9290 9690 (outside Australia) from 8.30am to 5.30pm (Victorian time), Monday to Friday, to obtain further relevant certification material and submit this together with the completed personalised Application Form. If a Custodian holds Shares jointly on behalf of two or more persons, the A\$7,500 limit applies jointly in relation to those persons as if the Custodian held the Shares on behalf of a single person.