

Bendigo and Adelaide Bank Limited

ASX Announcement

Bendigo and Adelaide Bank announces completion of SPP and launch of institutional placement

Tuesday, 23 December 2008: Bendigo and Adelaide Bank (BEN) is pleased to announce that it has raised A\$80 million¹ via the previously announced Share Purchase Plan (SPP). The SPP offered each BEN shareholder the opportunity to subscribe for up to A\$7000 worth of new shares at an issue price of A\$10 per share. All valid applications under the SPP have been accepted in full.

To supplement the SPP, BEN intends to offer additional shares at \$10 per share via a placement (Placement) to institutional and sophisticated investors. The results of the Placement will be announced when complete.

BEN also announces that, in conjunction with the Placement, it intends to enter into an agreement to acquire 3.7m shares in IOOF Holdings Limited (IOOF), and 20m shares in Australian Wealth Management Limited (AWM) for \$32m. This acquisition reinforces the long standing commercial and strategic partnership between BEN, IOOF and AWM and will result in BEN having approximately an 8% stake in the merged IOOF/AWM (subject to their announced merger being completed). BEN supports the proposed merger.

The capital raised through the SPP and Placement will support BEN's ongoing balance sheet growth and forms part of its continuing capital management strategy. The proceeds of the capital raising will be used for general corporate purposes including organic growth, the above mentioned share purchase, and opportunities for growth by acquisition.

BEN is always open to exploring opportunities to grow and expand, including alliances and acquisitions that provide a strategic fit, and offer improved and lasting returns for shareholders. BEN is currently exploring a number of opportunities, including loan portfolios that will strengthen individual business units. These opportunities are at various stages of negotiation and currently it is not known whether all, or any, will come to fruition.

Bendigo and Adelaide Bank expects that the SPP and Placement shares will be allotted to successful applicants on 30 December 2008, and will be quoted on ASX from this date.

The Placement is being managed by Goldman Sachs JBWere as lead manager.

Further details:

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¹ Subject to final verification