

Amendment to Program Information

Macquarie Bank Limited
(ABN 46 008 583 542)

AMENDMENT TO PROGRAM INFORMATION

Type of Information:	Amendment to Program Information
Date of Announcement:	28 November 2017
Issuer Name:	Macquarie Bank Limited
Name and Title of Representative:	Stuart Green Group Treasurer and Executive Director
Address of Head Office:	50 Martin Place, Sydney, New South Wales 2000, Australia
Telephone:	+612 8232 3333
Liaison Contact:	Attorney-in-Fact: Shinji Nakamura, Attorney-at-law Anderson Mori & Tomotsune Address: Akasaka K-Tower 2-7, Motoakasaka 1-chome Minato-ku, Tokyo Telephone: +813 6888-1000
Type of Securities:	Notes
Address of Website for Announcement:	http://www.jpx.co.jp/english/equities/products/tpbm/announcement/index.html
Status of Submission of Annual Securities Reports or Issuer Filing Information:	The Issuer (as defined below) has announced its Issuer Filing Information continuously for one year or more.
Name of Arranger (for the purpose of this Amendment to Program Information)	SMBC Nikko Capital Markets Limited
Contents of initial Program Information:	
Date of Announcement:	24 February 2017
Scheduled Issuance Period:	25 February 2017 to 24 February 2018
Maximum Outstanding Issuance Amount:	U.S.\$ 25,000,000,000

This Amendment to Program Information is announced to incorporate “Second Supplement to the Offering Memorandum dated 14 June 2017” (dated 27 November 2017, the “**Second Supplementary Prospectus**”) into the Program Information dated 24 February 2017 (as amended by 29 June 2017, 22 November 2017 and 28 November 2017.).

One of the purposes of the Second Supplementary Prospectus is to update the Offering Memorandum of Macquarie Bank Limited (the “**Issuer**”) dated 14 June 2017 to reflect that Citibank, N.A., London Branch has been appointed by the Issuer as the successor Issuing & Paying Agent, Paying Agent and Calculation Agent. Upon the appointment

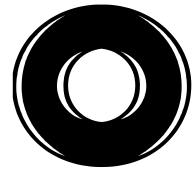
of the Successor Agents, Deutsche Bank AG, London Branch (“**DB London Branch**”) retired as Issuing & Paying Agent, Paying Agent and Calculation Agent.

SECOND SUPPLEMENT TO THE OFFERING MEMORANDUM DATED 14 JUNE 2017

MACQUARIE BANK LIMITED

(ABN 46 008 583 542)

(incorporated with limited liability in the Commonwealth of Australia)



MACQUARIE
BANK

U.S.\$25,000,000,000

(or equivalent in other currencies)

Debt Instrument Programme

ISSUER

Macquarie Bank Limited

DEALERS

Australia and New Zealand Banking Group Limited

BofA Merrill Lynch

Barclays

Citigroup

Credit Suisse

HSBC

ING

J.P. Morgan

Macquarie Bank International Limited

Macquarie Bank Limited

National Australia Bank Limited

SMBC Nikko

Société Générale Corporate & Investment Banking

Standard Chartered Bank

UBS Investment Bank

ISSUING & PAYING AGENT

Citibank, N.A., London Branch

CMU LODGING AGENT

Citicorp International Limited

The date of this Supplement is 27 November 2017

Pages 1 to 171 and pages 249 to 251 inclusive of the Offering Memorandum dated 14 June 2017 comprise a base prospectus of Macquarie Bank Limited (ABN 46 008 583 542) (“**Issuer**” or “**Macquarie Bank**”) (the “**Base Prospectus**”) for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) in respect of unsecured and unsubordinated debt instruments to be admitted to the Official List of the UK Listing Authority (as defined below) and to be admitted to trading on the London Stock Exchange’s regulated market (“**PD Debt Instruments**”). The Base Prospectus was approved by the Financial Conduct Authority (“**FCA**”) in its capacity as competent authority under the Financial Services and Markets Act 2000 (UK) (“**FSMA**”) (“**UK Listing Authority**”) for the purposes of the Prospectus Directive on 14 June 2017.

Pages 172 to 241 inclusive of the Offering Memorandum comprise an offering circular (the “**Offering Circular**”) and has been prepared by Macquarie Bank in connection with the issuance of unsecured, unsubordinated or subordinated debt instruments other than PD Debt Instruments (“**Non-PD Debt Instruments**” and, together with the PD Debt Instruments, the “**Debt Instruments**”). The Offering Circular has not been reviewed or approved by the UK Listing Authority and does not constitute a prospectus for the purposes of the Prospectus Directive. The Offering Circular does not form part of the Base Prospectus.

Supplementary Prospectus

Pages 1 to 2 (inclusive) of this supplement (the “**Second Supplementary Prospectus**”) are supplemental to, and must be read in conjunction with, the Base Prospectus and all documents which are deemed to be incorporated in, and to form part of, the Base Prospectus. This Second Supplementary Prospectus constitutes a supplementary prospectus for the purposes of Section 87G of the FSMA. The information on page 3 of this supplement constitutes a supplementary offering circular and does not form part of the Base Prospectus or this Second Supplementary Prospectus. Unless specified otherwise, terms used herein shall be deemed to have the meanings given to them in the Base Prospectus.

Macquarie Bank accepts responsibility for the information contained in this Second Supplementary Prospectus. To the best of Macquarie Bank’s knowledge (after having taken reasonable care to ensure that such is the case), the information contained in this Second Supplementary Prospectus is in accordance with the facts and this Second Supplementary Prospectus makes no omission likely to affect its import.

The purpose of this Second Supplementary Prospectus is to update the Base Prospectus to reflect that (a) Citibank, N.A., London Branch (“**Citibank**”) has been appointed by Macquarie Bank as the successor Issuing & Paying Agent, Paying Agent and Calculation Agent, and (b) Citicorp International Limited (“**Citicorp**”, and together with Citibank, the “**Successor Agents**”) has been appointed by Macquarie Bank as the successor CMU Lodging Agent, effective on and from 27 November 2017. Upon the appointment of the Successor Agents, Deutsche Bank AG, London Branch (“**DB London Branch**”) retired as Issuing & Paying Agent, Paying Agent and Calculation Agent and Deutsche Bank AG, Hong Kong Branch (“**DB Hong Kong Branch**”) retired as CMU Lodging Agent, effective on and from 27 November 2017.

Investors should be aware of their rights under section 87Q(4) to (6) of the FSMA.

Appointment of Successor Agents

On and from 27 November 2017, Macquarie Bank appointed:

- (a) Citibank to act as an Issuing & Paying Agent, Paying Agent and Calculation Agent; and
- (b) Citicorp to act as CMU Lodging Agent,

in respect of PD Debt Instruments issued under the Programme. For the purposes of the section entitled “Directory” of the Base Prospectus, the contact details for Citibank and Citicorp are listed below:

Issuing and Principal Paying Agent
Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
Ground Floor
1 North Wall Quay
Dublin 1

Ireland
Email: ppapayments@citi.com
Facsimile: + 353 1 622 4030
Attention: MTN Desk, Agency and Trust

CMU Lodging Agent
Citicorp International Limited
10/F, Citi Tower, One Bay East
83 Hoi Bun Road, Kwun Tong
Kowloon, Hong Kong
Email: Agencytrust.tmg@citi.com
Facsimile: + 852 2323 0279
Attention: Agency and Trust

References in the Base Prospectus to “Deutsche Bank AG, London Branch” shall be deemed to be references to “Citibank, N.A., London Branch” and references in the Base Prospectus to “Deutsche Bank AG, Hong Kong Branch” shall be deemed to be references to “Citicorp International Limited”.

Upon the appointment of the Successor Agents described above, DB London Branch retired as an Issuing & Paying Agent, Paying Agent and Calculation Agent and DB Hong Kong Branch retired as a CMU Lodging Agent in respect of PD Debt Instruments issued under the Programme.

Additional General Information

To the extent that there is any inconsistency between (a) any statement in this Second Supplementary Prospectus and (b) any statement in, or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Macquarie Bank will provide, without charge, upon the written request of any person, a copy of any or all of the documents which, or portions of which, are incorporated in the Base Prospectus by reference and a copy of this Second Supplementary Prospectus. Written requests should be directed to Macquarie Bank at its office at Level 6, 50 Martin Place, Sydney NSW 2000, Australia, for attention of the Group Treasurer. In addition, such documents and information will be available for inspection free of charge at the offices of Citibank, N.A., London Branch, c/o Citibank, N.A., Dublin Branch, Ground Floor, 1 North Wall Quay, Dublin 1, Ireland or in relation to PD Debt Instruments cleared through the Central Moneymarkets Unit Service, at the offices of Citicorp International Limited, 10/F, Citi Tower, One Bay East, 83 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. Copies of this Second Supplementary Prospectus will also be published on the internet site www.macquarie.com.

All information which Macquarie Bank has published or made available to the public in compliance with its obligations under the laws of the Commonwealth of Australia dealing with the regulation of securities, issuers of securities and securities markets has been released to ASX Limited (“**ASX**”) in compliance with the continuous disclosure requirements of the ASX Listing Rules. Announcements made by Macquarie Bank under such rules are available on the ASX’s internet site www.asx.com.au (Macquarie Bank’s ASX code is “**MBL**”).

Internet site addresses in this Second Supplementary Prospectus are included for reference only and the contents of any such internet sites are not incorporated by reference into, and do not form part of, the Base Prospectus.

Save as disclosed in this Second Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

Supplementary Offering Circular

NEITHER THE OFFERING CIRCULAR NOR THIS SECOND SUPPLEMENTARY OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE UK LISTING AUTHORITY AND THE OFFERING CIRCULAR DOES NOT CONSTITUTE A PROSPECTUS FOR THE PURPOSES OF DIRECTIVE 2003/71/EC, AS AMENDED.

This page 3 of this supplement ("**Second Supplementary Offering Circular**") is supplemental to, and must be read in conjunction with, the Offering Circular and all documents which are deemed to be incorporated in, and to form part of, the Offering Circular. This Second Supplementary Offering Circular is to be read in conjunction with the following sections of the Second Supplementary Prospectus (save as amended herein):

- Appointment of Successor Agents; and
- Additional General Information,

which will be deemed to be incorporated by reference herein, save that references to "Base Prospectus" shall be deemed to be to the "Offering Circular", references to "Second Supplementary Prospectus" shall be deemed to be to this "Second Supplementary Offering Circular" and references to "PD Debt Instruments" shall be deemed to be to "Non-PD Debt Instruments".