



## Macquarie Bank Limited

ABN: 46 008 583 542

### A\$350 Million Subordinated Fixed / Floating Rate Debt Instruments Due 20 February 2035 (“Subordinated Debt Instruments”) Investor Term Sheet

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Subordinated Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Subordinated Debt Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Subordinated Debt Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Subordinated Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law in the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the UK by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Subordinated Debt Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Subordinated Debt Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Issuer:	Macquarie Bank Limited (ABN 46 008 583 542) (“MBL”)
Status:	<p>The Subordinated Debt Instruments constitute fully paid, unsecured, subordinated obligations of the Issuer.</p> <p>Claims of holders of Subordinated Debt Instruments rank:</p> <ul style="list-style-type: none"><li>• junior to the Issuer’s obligations in respect of Senior Creditors; and</li><li>• pari passu with the Issuer’s obligations in respect of Equal Ranking Obligations; and</li></ul>



	<ul style="list-style-type: none"> <li>senior to the Issuer’s obligations in respect of Junior Ranking Obligations.</li> </ul> <p>The Subordinated Debt Instruments do not constitute deposit liabilities of the Issuer, are not protected accounts for the purposes of the depositor protection provisions in Division 2 of Part II of the Banking Act 1959 of Australia (“<b>Banking Act</b>”) or of the Financial Claims Scheme established under Division 2AA of Part II of the Banking Act. In addition, the Subordinated Debt Instruments are not guaranteed or insured by any government, government agency or compensation scheme of the Commonwealth of Australia or any other jurisdiction or by any other party.</p>
Documentation:	<p>Subordinated Debt Instruments will be constituted under a Subordinated Note Deed Poll entered by the Issuer and Macquarie Group Limited ABN 94 122 169 279 (“<b>MGL</b>”) (the “<b>Deed Poll</b>”) dated 20 December 2023 as supplemented by the applicable pricing supplement (“<b>Pricing Supplement</b>”).</p> <p>The terms and conditions of the Subordinated Debt Instruments are set out in the MBL Offering Circular (dated 7 June 2024) (“<b>Offering Circular</b>”).</p>
Defined Terms:	Capitalised terms not defined in this term sheet have the meaning given in the Offering Circular and Pricing Supplement.
Instrument:	Subordinated Fixed / Floating Rate Subordinated Debt Instruments due 20 February 2035
Issuer Rating:	A+ / Stable (S&P), Aa2 / Stable (Moody’s), A+ / Stable (Fitch)
Expected Issue Rating:	<p>BBB+ (S&amp;P) / A3 (Moody’s) / BBB+ (Fitch)</p> <p>A credit rating is not a recommendation to buy, sell or hold Subordinated Debt Instruments and may be subject to revision, suspension or withdrawal at any time by the relevant rating agency.</p> <p>Credit ratings are for distribution only to a person (a) who is not a “retail client” within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive the Pricing Supplement or this term sheet and anyone who receives the</p>



	Pricing Supplement or this term sheet must not distribute it to any person who is not entitled to receive it.
Issue Amount:	AUD 350,000,000
Maturity:	20 February 2035
Optional Redemption Date / Early Redemption Date:	<p>The Interest Payment Date scheduled to fall on 20 February 2030 and each Interest Payment Date thereafter up to but excluding the Maturity Date.</p> <p>Early redemption of Subordinated Debt Instruments is subject to the prior written approval of APRA. The Issuer may only elect to redeem if the Subordinated Debt Instruments are replaced with a capital instrument of the same or better quality and the replacement is done under conditions which are sustainable for the Issuer's income capacity, or the Issuer obtains confirmation from APRA that APRA is satisfied that the capital position of the Issuer is sufficient after the Subordinated Debt Instruments are redeemed.</p> <p>Holders of Subordinated Debt Instruments should not expect that APRA's approval will be given for any early redemption of Subordinated Debt Instruments. Any redemption of Subordinated Debt Instruments does not imply or indicate that the Issuer will in the future exercise any right it may have to redeem any other outstanding regulatory capital instruments issued by the Issuer. Any such redemption would also be subject to APRA's prior written approval (which may or may not be given).</p> <p>Holders have no right to request redemption before the Maturity Date.</p>
Interest Reset Date	The Interest Reset Date is 20 February 2030
Pricing Date:	13 August 2024
Settlement Date:	20 August 2024 (T+5)
Coupon:	<p>5.603% payable semi-annually in arrear (from and including) 20 February 2025 to (and including) the Interest Reset Date.</p> <p>If the Subordinated Debt Instruments remain on issue on the Interest Reset Date, the interest payable on the Subordinated Debt Instruments from, and including, the Interest Reset Date to, but excluding, the Maturity Date shall be reset to a floating rate equal to the <b>Reset Interest Rate</b>, which is defined as:</p> <ul style="list-style-type: none"> <li>• 3 month BBSW (set to 4 decimal places); plus</li> <li>• Re-offer Issue Margin to Benchmark,</li> </ul>



	payable quarterly in arrear
Benchmark:	<p>a) Fixed Rate Period: Semi-quarterly coupon matched asset swap</p> <p>b) Floating Rate Period: 3 month BBSW (set to 4 decimal places)</p>
Re-offer Issue Margin to Benchmark:	+ 185 bps
Re-offer Capital Price:	100.00
Re-offer Yield	5.603%
Interest Payment Dates:	<p>a) <b>In the case of Fixed Rate Coupon Period;</b> 20 February and 20 August in each year, commencing 20 February 2025 up to and including the Interest Reset Date (or earlier redemption date)</p> <p>b) <b>In the case of Floating Rate Coupon Period;</b> 20 February, 20 May, 20 August and 20 November in each year, commencing 20 May 2030 and ending on the Maturity Date or, if earlier, the Optional Redemption Date, subject to Business Day Convention</p>
Day Count Basis:	<p>a) Fixed Rate Period: Australian Bond Basis (one divided by the number of Interest Payment Dates in a year)</p> <p>b) Floating Rate Period: Actual / 365 (Fixed)</p>
Business Day Convention:	<p>a) Fixed Rate Period: Following</p> <p>b) Floating Rate Period: Modified Following</p>
ISIN:	AU3CB0312395
Common Code:	288282960
Transfer Procedures:	The aggregate consideration payable by each offeree for transfers of the Subordinated Debt Instruments in Australia must be at least A\$500,000 (disregarding moneys lent by the offeror or its associates) or the offer must otherwise not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act and, in each case, the transfer must not be to a retail client for the purposes of Chapter 7 of the Corporations Act.
Minimum Subscription:	A\$500,000 in Australia and A\$200,000 in the EEA.



Denominations:	A\$10,000 per Subordinated Debt Instrument, subject to Transfer Procedures and Minimum Subscription above.
Australian selling restriction:	Subordinated Debt Instruments may only be subscribed for by investors in respect of whom disclosure is not required under Part 6D.2 or Chapter 7 of the Corporations Act.
Prescribed Capital Markets Products:	In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the " <b>CMP Regulations 2018</b> "), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Subordinated Debt Instruments are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the Monetary Authority of Singapore (" <b>MAS</b> ") Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).
Registrar:	Austraclear Services Limited
Governing Law:	New South Wales
Record Date:	The date which is eight Relevant Banking Days before the Interest Payment Date.
Listing:	Unlisted
Other Terms and Conditions:	Please refer to the Offering Circular and Pricing Supplement. Copies are available from the Joint Lead Managers on request.
Withholding Tax:	The Issuer intends to issue the Subordinated Debt Instruments in a manner which will satisfy the public offer test under section 128F of the Income Tax Assessment Act 1936 (Cth).
Clearing and settlement:	Subordinated Debt Instruments will be held in Austraclear. Interests in Subordinated Debt Instruments may also be traded through Euroclear and Clearstream as set out in the Offering Circular.
Lead Managers:	Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia, Macquarie Bank Limited, National Australia Bank Limited and Westpac Banking Corporation.
Payment Subject to Solvency Condition:	At any time prior to a Winding Up of the Issuer in Australia: a) payment by the Issuer of interest, principal or any other amount owing to Holders in connection with the Subordinated Debt Instruments is conditional upon



	<p>the Issuer being solvent at the time the payment is due; and</p> <p>b) the Issuer must not pay an amount owing to Holders in connection with the Subordinated Debt Instruments except to the extent that the Issuer may pay that amount and still be solvent immediately thereafter, (the “<b>Solvency Condition</b>”).</p>
Early Redemption for certain tax or regulatory reasons:	Subject to the prior written approval of APRA, the Subordinated Debt Instruments may be redeemed at the option of the Issuer before the Maturity Date for certain tax or regulatory reasons at par plus accrued interest. Holders should not expect that APRA’s approval will be given for any early redemption of Subordinated Debt Instruments. Holders have no right to request redemption before the Maturity Date.
Non-Viability Trigger Event:	<p>A “Non-Viability Event” occurs when APRA:</p> <p>a) issues a written notice to the Issuer that it is necessary that Relevant Securities (including the Subordinated Debt Instruments) be subject to Loss Absorption because, without such Loss Absorption, APRA considers that the Issuer would become non-viable; or</p> <p>b) notifies the Issuer in writing that it has determined that without a public sector injection of capital, or equivalent support, the Issuer would become non-viable.</p>
Exchange Following a Non-Viability Trigger Event:	If a Non-Viability Trigger Event occurs, the primary method of loss absorption is Exchange. Upon a Non-Viability Trigger Event occurring, the Issuer may be required to Exchange all or, in some cases a proportion of the Subordinated Debt Instruments into Ordinary Shares. If for any reason Exchange is not effected within five Business Days, Subordinated Debt Instruments will be Written-Off and Holders’ rights, including any rights to unpaid interest or Additional Amounts and repayment of principal, will be immediately and irrevocably terminated with effect on and from the Exchange Date.
Exchange Number:	<p>On the Exchange Date, MGL will, for the principal amount of Subordinated Debt Instruments held by the Holder that is required to be Exchanged, allot and issue that number of fully paid ordinary shares in MGL (“<b>MGL Ordinary Shares</b>”) which is the lesser of the number calculated according to the following formula and the Maximum Exchange Number:</p> $\text{Exchange Number} = \frac{\text{Exchange Amount}}{0.99 \times \text{Non-Viability Date VWAP}}$ <p>(the “<b>Exchange Number</b>”)</p> <p>where:</p> <p>“<b>Exchange Amount</b>” means the outstanding nominal amount of any Subordinated Debt Instrument that is to be Exchanged on</p>



MACQUARIE  
BANK

	<p>the Non-Viability Date; and</p> <p><b>“Non-Viability Date VWAP”</b> means VWAP during the VWAP Period, being the five ASX Trading Days immediately preceding, but not including, the Non-Viability Date.</p>
Maximum Exchange Number:	<p><b>“Maximum Exchange Number”</b> means in respect of an Exchange Amount, the number calculated according to the following formula:</p> $\text{Maximum Exchange Number} = \frac{\text{Exchange Amount}}{\text{Exchange Floor Price}}$ <p>where:</p> <p>Exchange Floor Price means 20% of the Issue Date VWAP.</p>



### **Australia and New Zealand Banking Group Limited Disclaimer**

This term sheet ("Term Sheet") is produced by Australia and New Zealand Banking Group Limited ("ANZ"), a company incorporated in Australia, solely for informational purposes and is not to be construed as a solicitation, recommendation or an offer to buy or sell the securities described in this Term Sheet ("Notes") by ANZ and should not be treated as giving investment advice.

This Term Sheet was prepared using the information directly extracted from the information memorandum, offering circular or other disclosure document for the Notes and is not intended to be a complete statement or summary of the Notes, particularly with respect to the risk and special considerations associated with an investment in the Notes. This Term Sheet is subject to and must be read in conjunction with the terms and conditions of the Notes and the offering documents (including any pricing supplement, final terms or similar document relating to the Notes). ANZ does not undertake to update this Term Sheet.

This Term Sheet has no regard to the specific investment objectives, financial situation or particular needs of any specific recipient, and ANZ in no way provides any financial, legal, taxation, accounting or investment advice to you in connection with the Notes. Prior to making any decision in connection with the Notes recipients should consult with their own legal, regulatory, tax, business, investment, financial, accounting and other relevant advisers having regard to their particular circumstances, and make their own investment, hedging and trading decisions based upon their own judgement and upon advice from such advisers. ANZ, its related bodies corporate, subsidiaries and their respective directors, officers and employees are not acting as advisers to recipients and do not assume any duty of care in this respect.

ANZ does not guarantee the performance of any Notes. All investments entail a risk and may result in both profits and losses. Past performance is not necessarily an indicator of future performance. The Notes described in this Term Sheet may not be suitable for all investors, and transacting in these Notes may be considered risky. The acquisitions of any Notes are subject to applicable offering documents, terms and conditions.

ANZ, its related bodies corporate, subsidiaries and/or their directors, officers and employees or clients may, from time to time, as principal or agent, have long or short positions in, or may buy and sell, any Notes or related financial instruments or derivatives. Furthermore, ANZ and its related bodies corporate, subsidiaries may perform investment or other banking services for, or solicit investment or other banking services from, the Notes' issuer or credit support provider or any other company mentioned in the Term Sheet. ANZ, its related bodies corporate, subsidiaries and/or their directors, officers and employees may also act as placement agent, adviser or lender to the Notes' issuer or credit support provider or any other company mentioned in the Term Sheet and a portion of the Note proceeds may be used to paydown existing facilities of such parties, including those facilities provided by ANZ.

Please note that the contents of this Term Sheet have not been reviewed by any regulatory body or authority in any jurisdiction. ANZ, its related bodies corporate, subsidiaries, and their respective directors, officers and employees, expressly disclaim any responsibility and shall not be liable for any loss, damage, claim, liability, proceedings, cost or expense arising directly or indirectly and whether in tort (including negligence), contract, equity or otherwise out of or in connection with the contents of and/or any omissions from this Term Sheet to the extent permissible under relevant law.

Distribution of this Term Sheet to you is only as may be permissible by the laws of your jurisdiction and is subject to any restrictions set out in the information memorandum, offering circular or other disclosure document for the Notes. This Term Sheet is not directed to or intended for distribution or use by recipients resident or located in jurisdictions where its use or distribution would be contrary to those laws or regulations, or in jurisdictions where ANZ or the issuer of the Notes would be subject to additional licensing or registration requirements or is prohibited from distribution by any restrictions set out in the information memorandum, offering circular or other disclosure document for the Notes. Further, the products and services mentioned in this document may not be available in all countries.

This Term Sheet is not for distribution in the United States of America or to US persons (as defined in Regulation S under the US Securities Act of 1933). This Term Sheet does not constitute an offer of securities in any jurisdiction. In particular, the Notes have not been registered under the U.S. Securities Act of 1933 and may not be offered, sold or resold in the United States or to a US person.

**Australia:** Any Term Sheets distributed from Australia are distributed by Australia and New Zealand Banking Group Limited (ABN 11 005 357 522). ANZ holds Australian Financial Services licence number 234527. In Australia this Term Sheet is only for distribution to wholesale or professional investors whose ordinary business includes the buying or selling of securities such as the Notes in circumstances where disclosure is not required under Chapters 6D or 7 of the Corporations Act 2001 (Cwth) and in such other circumstances as may be permitted by applicable law. Such Term Sheet should not be distributed to, and is not intended for, any other person.

**Hong Kong:** Any Term Sheets distributed from Hong Kong are distributed by the Hong Kong branch of ANZ, which is registered by the Securities and Futures Commission to conduct Type 1 (dealing in securities), Type 4 (advising on



securities) and Type 6 (advising on corporate finance) regulated activities. In Hong Kong this Term Sheet is only for distribution to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any rules made under that Ordinance. The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

**Japan:** Any Term Sheets distributed in Japan are distributed by ANZ Securities (Japan), Ltd. (“ANZSJL”), a subsidiary of ANZ. In Japan this Term Sheet is only for distribution to “professional investors” (tokutei toshika) within the meaning of Article 2, Paragraph 31 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended). ANZSJL is a financial instruments business operator regulated by the Financial Services Agency of Japan (Registered Number: Director of Kanto Local Finance Bureau (Kinsho), No. 3055) and is a member of the Japan Securities Dealers Association (Level 31, Marunouchi Building, 4-1 Marunouchi, 2-chome, Chiyoda-ku, Tokyo 100-633, Japan).

**New Zealand:** Any Term Sheets distributed from New Zealand are distributed by ANZ Bank New Zealand Limited. In New Zealand this Term Sheet is only for distribution to “wholesale” clients as defined in the Financial Markets Conduct Act 2013 of New Zealand.

**Singapore:** Any Term Sheets distributed from Singapore are distributed by the Singapore branch of ANZ, which is licensed in Singapore under the Banking Act 1970 of Singapore and is exempted from holding a financial adviser’s licence under Section 20(1)(a) of the Financial Advisers Act 2001 of Singapore. In Singapore this Term Sheet has not been registered as a prospectus with the Monetary Authority of Singapore and is only for distribution only to “accredited investors” or (as the case may be) “institutional investors” (each term as defined in the Securities and Futures Act 2001 of Singapore).

**Taiwan:** Any Term Sheets distributed in Taiwan in connection with bonds to be offered and issued in Taiwan which are denominated in currencies other than New Taiwan Dollars (Formosa bonds) are distributed by the Taipei branch of ANZ, which is registered as an approved foreign exchange bank by Central Bank of Taiwan and holds a derivative license issued by the Taiwan Financial Supervisory Commission and Central Bank of Taiwan. In Taiwan, this Term Sheet may only be made available to ANZ customers who have requested or have consented to receive distribution of this Term Sheet.

**United Kingdom:** Any Term Sheets distributed from London are distributed by the London branch of ANZ, which is authorised in the United Kingdom by the Prudential Regulation Authority (“PRA”) and is subject to regulation by the Financial Conduct Authority (“FCA”) and limited regulation by the PRA. Details of ANZ’s regulation by the PRA will be available on request. In the United Kingdom (“UK”) this Term Sheet is only for distribution to persons who would come within the FCA Handbook Conduct of Business Sourcebook and Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 definitions of “eligible counterparty” or “professional client”. Such Term Sheet is not intended for and must not be distributed to private clients in the UK. It is not intended for and must not be offered, sold or otherwise made available to any “retail investor”. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”) and the regulations made under the EUWA; (ii) a customer within the meaning of the provisions of the UK Financial Services and Markets Act (as amended, the “FSMA”) and any rules or regulations made under the FSMA which were relied on immediately before exit day to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA and the regulations made under the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA. Nothing here excludes or restricts any duty or liability to a customer which ANZ may have under FSMA or under the regulatory system as defined in the Rules of the PRA and the FCA.

#### **Commonwealth Bank of Australia Disclaimer**

This information has been prepared and issued by Commonwealth Bank of Australia (“Commonwealth Bank”) and is intended only for use by authorised recipients. Whilst Commonwealth Bank believe the contents of this term sheet are correct, Commonwealth Bank make no representation or warranty, express or implied as to, and assume no responsibility or liability for, the accuracy or completeness of, or any errors or omissions in, any information contained herein or in any accompanying previous or subsequent material. The information given is indicative and is subject to change. The Program documentation prevails where there is any inconsistency.

This terms sheet is not intended to be and does not constitute an invitation by Commonwealth Bank for applications to purchase the Notes and is provided as information only. Accordingly persons contemplating purchasing the Notes should make their own decision as to the sufficiency and relevance for their purpose of the information contained herein, undertake their own independent investigation of the appropriateness of Notes for them taking into account their financial and taxation circumstances, investment objectives and particular needs and take all appropriate advice



from qualified professional persons as they deem necessary. Any investment decision should rely on that investigation and appraisal and not on this terms sheet. If it appears to the Commonwealth Bank that you may be a proscribed person or entity under the Charter of United Nations Act 1945 (Cth), or you may be in breach of the law of any jurisdiction relating to money laundering or counter-terrorism, or you appear in a list of persons with whom dealings are proscribed by the government or a regulatory authority of any jurisdiction, or act on behalf of or for the benefit of any such persons, then we may refuse/suspend/terminate any transaction and/or facility of yours.

**Macquarie Bank Limited Disclaimer - Distribution by Macquarie Bank Limited ABN 46 008 583 542 (Macquarie)**

This Indicative Term Sheet has been prepared for discussion purposes on a strictly confidential basis by Macquarie Bank Limited ABN 46 008 583 542 (“**Macquarie**”) for distribution only to professional investors whose ordinary business includes the entering into of transactions such as that described in this document (the “**Transaction**”). It should not be distributed to, and is not intended for, any other person. This Indicative Term Sheet has been prepared by Macquarie in good faith and is based on information obtained from sources believed to be reliable but no independent verification has been made, nor is its accuracy or completeness guaranteed. To the extent permitted by law, Macquarie does not give any warranty of reliability, accuracy or completeness of the information. This Indicative Term Sheet is not to be construed as a solicitation or an offer to buy or sell any financial instruments (the “**Instruments**”) and is only a summary of certain terms and conditions of the transaction and the Instruments (if any).

Where there is an information memorandum issued in respect of the Transaction (the “**Information Memorandum**”), the Information Memorandum is the only document under which invitations or offers to subscribe for the Instruments are made. This Indicative Term Sheet should not therefore be read in substitution for the Information Memorandum, construed in any way as a replacement of, or supplement to, the Information Memorandum, or otherwise relied on as the basis for making an investment decision on the Transaction and/or any Instruments. No party will be legally bound until such time as the parties agree to all of the terms (whether orally or otherwise) sufficient to complete a confirmation with respect to the Transaction. Each intending purchaser must make its own independent assessment and investigation of the terms of the Transaction as it considers appropriate. The Transaction is subject to investment risk, including possible delays in repayment and loss of income and principal invested. Opinions expressed herein are subject to change without notice and Macquarie is under no obligation to update or keep the information current.

Macquarie or its associates, directors, officers or employees may have interests in the Instruments referred to in this information by acting in various roles including as provider of corporate finance, underwriter or dealer, holder of principal positions, broker, lender or adviser and may receive fees, brokerage or commissions for acting in those capacities. In addition, Macquarie and its associates, directors, officers or employees may buy or sell any Instruments referred to herein as principal or agent.

Please note that the contents of this Term Sheet have not been reviewed by any regulatory body or authority in any jurisdiction. Macquarie, its related bodies corporate, subsidiaries, and their respective directors, officers and employees, expressly disclaim any responsibility and shall not be liable for any loss, damage, claim, liability, proceedings, cost or expense arising directly or indirectly and whether in tort (including negligence), contract, equity or otherwise out of or in connection with the contents of and/or any omissions from this Term Sheet to the extent permissible under relevant law.

Distribution of this Term Sheet to you is only as may be permissible by the laws of your jurisdiction and is subject to any restrictions set out in the information memorandum, offering circular or other disclosure document for the Subordinated Debt Instruments.

This Term Sheet is not directed to or intended for distribution or use by recipients resident or located in jurisdictions where its use or distribution would be contrary to those laws or regulations, or in jurisdictions where Macquarie or the issuer of the Subordinated Debt Instruments would be subject to additional licensing or registration requirements or is prohibited from distribution by any restrictions set out in the information memorandum, offering circular or other disclosure document for the Subordinated Debt Instruments. Further, the products and services mentioned in this document may not be available in all countries.

This Term Sheet is not for distribution in the United States of America or to US persons (as defined in Regulation S under the US Securities Act of 1933). This Term Sheet does not constitute an offer of securities in any jurisdiction. In particular, the Subordinated Debt Instruments have not been registered under the U.S. Securities Act of 1933 and may not be offered, sold or resold in the United States or to a US person.

This information is intended solely for the use of wholesale clients as defined under the Corporations Act 2001 (Cth). This information is distributed in the UK by Macquarie Bank Limited, London Branch (“**MBLLB**”) and in the EEA member states by Macquarie Bank Europe Designated Activity Company (“**MBE**”). The financial instruments referred to in this document are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the UK. MBLLB is registered in England and Wales (Branch No: BR002678, Company No: FC018220, Firm Reference No: 170934). The registered office for MBLLB is Ropemaker Place, 28 Ropemaker Street, London, EC2Y 9HD. MBLLB is authorised and regulated by the Australian



Prudential Regulation Authority, authorised by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority. Details about the extent of our regulation by the Prudential Regulation Authority are available from us on request. MBE is a company registered in Ireland (company number: 634817) having its registered office at First Floor, Connaught House, 1 Burlington Road, Dublin 4, D04 C5Y6. MBE is regulated by the Central Bank of Ireland.

This information is distributed in Japan by Macquarie Capital Securities (Japan) Limited (“MCSJL”), (Financial Instruments Firm. Kanto Financial Bureau (Kin-Sho) No. 231 (Member of Japan Securities Dealers Association and The Financial Futures Association of Japan)) and is intended solely for “Qualified Institutional Investors” and “Joint Stock Companies” with capital of 1 billion yen or more within the meaning of the Financial Instruments and Exchange Law. No part of the information provided herein is to be construed as a solicitation to buy or sell any financial product, or to engage in or refrain from engaging in any transaction.

This information is distributed in New Zealand by Macquarie which is a company incorporated in Australia and authorised under the Banking Act 1959 (Commonwealth of Australia) to conduct banking business in Australia. Neither Macquarie nor any member of the Macquarie Group, or any of its worldwide related bodies corporate, are registered as a bank in New Zealand by the Reserve Bank of New Zealand under the Reserve Bank of New Zealand Act 1989.

This information is distributed in Hong Kong by Macquarie Capital Limited (“MCL”) and is intended solely for “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance for the purpose of providing preliminary information and does not constitute any offer to the public within the meaning of the Companies Ordinance (Cap.32) of Hong Kong. Neither MCL nor any of its related companies carries on banking business in Hong Kong, nor are they Authorized Institutions under the Banking Ordinance (Cap. 155) of Hong Kong and therefore none of them are subject to the supervision of the Hong Kong Monetary Authority. The contents of this information have not been reviewed by any regulatory authority in Hong Kong.

Where distributed in Singapore, this information is distributed by Macquarie Bank Limited Singapore Branch (“MBL Singapore”) and has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the financial instruments referred to in this document may not be circulated or distributed, nor may the financial instruments be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined under Section 4A of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”)) under Section 274 of the SFA, (ii) to an accredited investor (as defined under Section 4A of the SFA) under Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA. MBL Singapore is authorised and regulated by the Monetary Authority of Singapore to carry out banking business in Singapore. As a holder of a banking licence in Singapore, MBL Singapore is exempted from the requirement to hold a Capital Markets Services Licence, Financial Adviser’s Licence, Commodity Broker’s Licence or a Commodity Trading Adviser Licence in Singapore and is permitted to carry on activities regulated under the Securities and Futures Act (Chapter 289), Financial Advisers Act (Chapter 110) and the Commodity Trading Act (Chapter 48A).

This information is distributed in Taiwan by Macquarie and is strictly for the benefit of institutional investors only. It is not for public circulation in Taiwan. The financial products referred to in this information may be available for purchase outside Taiwan by investors residing in Taiwan (either directly or through properly licensed Taiwan intermediaries acting on behalf of such investors) but may not be offered or sold in Taiwan. Macquarie is not an authorised institution under the Banking Act and does not carry on banking business in Taiwan and hence, is not subject to the supervision of the Taiwan Financial Supervisory Commission.

Other than Macquarie, any Macquarie entity noted in this document is not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). That entity’s obligations do not represent deposits or other liabilities of Macquarie. Macquarie does not guarantee or otherwise provide assurance in respect of the obligations of that entity, unless noted otherwise.

#### **National Australia Bank Disclaimer - IMPORTANT NOTICE**

This Term Sheet has been prepared based on information provided to National Australia Bank Limited (ABN 12 004 044 937, AFSL 230686, “NAB”) solely for informational purposes. It does not constitute a prospectus, offering circular or any other type of offering document and is not intended, in any jurisdiction, to be a recommendation, invitation, offer or solicitation or inducement by NAB to buy or sell any securities (including the securities described in this Term Sheet (“Notes”)), financial instrument or product, or to engage in or refrain from engaging in any transaction. By receiving this Term Sheet, the recipient acknowledges and agrees to the matters set out in this disclaimer.

This Term Sheet and the information contained herein must be treated as strictly confidential by the recipient and must not be copied, altered, forwarded or distributed in any way to any other person.



This Term Sheet is intended only for use by authorised recipients who are professional or sophisticated investors who are not “retail clients” within the meaning of section 761G of the Corporations Act 2001 (Cth) (the “Corporations Act”) (“Retail Clients”) and whose ordinary business includes the buying or selling of securities such as the Notes. NAB specifically prohibits the redistribution of this Term Sheet and accepts no liability whatsoever for the actions of third parties in this respect. This Term Sheet and any offering document, advertisement or other offering material may only be issued or distributed or published in any country or jurisdiction in circumstances that will result in compliance with all applicable laws and regulations. In Australia, this Term Sheet and the information in it may only be distributed or published in a manner that does not require disclosure to investors in accordance with Parts 6D.2 or Chapter 7 of the Corporations Act. In addition, this Term Sheet and the Notes are:

- (a) not intended to be distributed, offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, (A) a “retail investor” means a person who is one (or more) of the following: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended), and (B) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes;
- (b) not intended to be distributed, offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a “retail investor” means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA, and (B) the expression “offer” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes; and
- (c) not an offer of any securities for sale in the United States and are not for publication or distribution in the United States, intended to be distributed, offered and sold outside the United States to non-US persons in reliance on Regulation S under the U.S. Securities Act of 1933, as amended.

This Term Sheet is not intended to be a complete summary or statement of the Notes or the relevant transaction in connection with the Notes, particularly with respect to the risk and other considerations associated with an investment in the Notes. This Term Sheet is subject to and must be read in conjunction with the terms and conditions of the Notes and the offering documents (including any pricing supplement, final terms or similar document relating to the Notes). NAB does not make any representation or warranty, express or implied as to, nor assumes any responsibility or liability for, the accuracy or completeness of, or any errors or omissions in, or for any damages, claims, costs or losses (whether direct, indirect, consequential or otherwise) resulting from the use of or purported reliance on, any information contained in this Term Sheet or in any accompanying previous or subsequent material. The Note programme documentation prevails where there is any inconsistency. The information in this Term Sheet is indicative and is subject to change without notice.

The Notes do not represent deposits, protected accounts or other liabilities of NAB or any of its related bodies corporate (as defined in the Corporations Act) or affiliates for the purposes of the Banking Act 1959 of Australia and are not obligations of any government and, in particular, are not guaranteed by the Commonwealth of Australia. The holding of the Notes is subject to investment risk, including possible delays in repayment and loss of income and principal invested. None of NAB or any of its related bodies corporate (as defined in the Corporations Act) or affiliates:

- (a) stands behind the capital value or performance of the Notes;
- (b) guarantees the payment of interest or the repayment of principal due on the Notes; or
- (c) guarantees in any way the performance of any obligations of any other party.

Neither NAB nor its related bodies corporate, and/or their directors, officers, employees or clients:

- (a) acts as the adviser of or owes any fiduciary or other duties to any recipient of this Term Sheet in connection with this and/or any related transaction; or
- (b) has any responsibility to or liability for and does not owe any duty to any person who purchases or intends to purchase Notes in respect of this transaction, including without limitation in respect of the preparation and due execution of the transaction documents and the power, capacity or due authorisation of any other party to enter into and execute the transaction documents.

No reliance may be placed on NAB for financial, legal, taxation, accounting or investment advice or recommendations of any sort. Persons contemplating purchasing the Notes should make their own decision as to the sufficiency and relevance for their purpose of the information contained in this Term Sheet and any offering documentation in respect of the Notes. Persons contemplating purchasing the Notes should undertake their own independent investigation of the appropriateness of the Notes for them taking into account their own financial and taxation circumstances,



investment objectives and particular needs (among others) and take all appropriate advice from qualified professional persons as they deem necessary. Any investment decision should rely on that investigation and appraisal and the person's own judgement and not on this Term Sheet.

NAB and its affiliates, related companies, employees or clients may have an interest in securities or financial instruments of the type described in this Term Sheet or in related financial instruments or other securities or derivatives. Such interest may include dealing, trading, holding or acting as market-makers in such instruments and may include providing commercial or investment banking, credit and other financial services to any company or issuer of securities or financial instruments referred to in this Term Sheet. These interests and dealings could adversely affect the price or value of the Notes. NAB may also receive fees, brokerage and commissions or other benefits in relation to the Notes. In addition, NAB or its related entities, employees, directors and officers could have or may come into the possession of, information that is not contained in this Term Sheet or the offering documentation relating to the Notes that may be relevant to any decision by a prospective investor to acquire the Notes and which may or may not be publicly available to prospective investors. NAB is under no obligation to disclose such information nor to account for any revenue or profits obtained in connection with the interests and activities described above.

Where a credit rating is specified in this Term Sheet, it is not a recommendation to buy, sell or hold any security and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. Credit ratings are for distribution only to a person: (a) who is not a Retail Client and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act; and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Term Sheet and anyone who receives this Term Sheet or any offering documentation relating to the Notes must not distribute it to any person who is not entitled to receive it.

NAB is not a United States registered broker-dealer. To the extent that this offering is deemed to be part of an offer or sale of securities in the United States, NAB will conduct such offering or sale solely through nabSecurities, LLC, its wholly-owned subsidiary and United States registered broker-dealer.

NO ACTION HAS BEEN MADE OR WILL BE TAKEN THAT WOULD PERMIT A PUBLIC OFFERING OF ANY NOTES DESCRIBED HEREIN IN ANY JURISDICTION IN WHICH ACTION FOR THAT PURPOSE IS REQUIRED. NO OFFERS, SALES, REALES OR DELIVERY OF ANY NOTES DESCRIBED HEREIN OR DISTRIBUTION OF ANY OFFERING MATERIAL RELATING TO ANY SUCH NOTES MAY BE MADE IN OR FROM ANY JURISDICTION EXCEPT IN CIRCUMSTANCES WHICH WILL RESULT IN COMPLIANCE WITH ANY APPLICABLE LAWS AND REGULATIONS AND WHICH WILL NOT IMPOSE ANY OBLIGATION ON NAB OR ANY OF ITS AFFILIATES. THE INFORMATION CONTAINED IN THIS TERM SHEET SUPERSEDES ANY PREVIOUS SUCH INFORMATION DELIVERED TO ANY PROSPECTIVE INVESTOR.

#### **Westpac Banking Corporation Disclaimer**

Westpac Institutional Bank is a division of Westpac Banking Corporation ABN 33 007 457 141 AFSL 233714 ('Westpac').

This term sheet is for distribution only to wholesale or professional investors whose ordinary business includes the buying or selling of securities such as the securities described above (the "Notes") in circumstances where disclosure is not required under Chapters 6D.2 or 7.9 of the Corporations Act, 2001 and in such other circumstances as may be permitted by applicable law.

This term sheet is confidential, is only intended for the authorised recipients and should not be distributed to any other person.

All information, terms and pricing set forth herein is indicative and subject to change without notice. Whilst Westpac believes the contents of this term sheet are correct, it makes no representation or warranty, express or implied as to, and assume no responsibility or liability for, the accuracy or completeness of, or any errors or omissions in, any information contained herein or in any accompanying previous or subsequent material.

This term sheet is distributed solely for informational purposes and is not to be construed as a solicitation, recommendation or an offer to buy or sell any Notes and should not be treated as giving investment advice. Westpac is acting solely in the capacity of an arm's length contractual counterparty and not in the capacity of your financial adviser or fiduciary and nothing in this term sheet is intended to create, or creates, a fiduciary duty or similar or analogous duty owing by Westpac. Westpac, in its capacity as principal or agent is involved in a wide range of commercial banking and investment banking activities from which conflicting interests or duties may arise. Prospective investors should consult their own financial, legal, tax and other professional advisers about risks associated with an investment in any Notes and the suitability of investing in the Notes in light of their particular circumstances. Investors are advised that Westpac cannot accept bids that have been inflated in the expectation of being scaled on allocation and that all bids should reflect the investor's true demand for the Notes. Westpac's obligation to settle the Notes with an investor is



subject to and conditional upon the issuer settling the Notes with Westpac.  
This term sheet is subject to and must be read in conjunction with the terms and conditions of the Notes, the Information Memorandum for the Notes and the pricing supplement relating to this issue. The Note program and trade documentation prevails where there is any inconsistency.