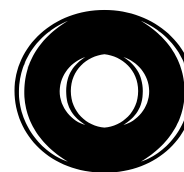


FIRST SUPPLEMENT DATED 28 JUNE 2023 TO THE PROSPECTUS DATED 9 JUNE 2023

MACQUARIE BANK LIMITED

(incorporated with limited liability in the Commonwealth of Australia and having Australian Business Number 46 008 583 542)



**MACQUARIE
BANK**

AUD \$10,000,000,000 MBL Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of interest and principal by

PERPETUAL LIMITED

(incorporated with limited liability in the Commonwealth of Australia and having Australian Business Number 86 000 431 827)

as trustee of the MBL Covered Bond Trust

First Supplementary Prospectus

This supplement (the “**First Supplementary Prospectus**”) is supplemental to, and must be read in conjunction with, the prospectus of Macquarie Bank Limited (ABN 46 008 583 542) (“**Bank**”, “**Issuer**” or “**Macquarie Bank**”) dated 9 June 2023 (the “**Prospectus**”) which comprises a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) in respect of the MBL Covered Bond Programme established by the Issuer and unconditionally and irrevocably guaranteed as to payments of principal and interest by Perpetual Limited ABN 86 000 431 827 in its capacity as trustee of the MBL Covered Bond Trust (the “**Trust**”, and in such capacity, the “**Covered Bond Guarantor**”). The Prospectus was approved by the Financial Conduct Authority (the “**FCA**”) in its capacity as competent authority under the Financial Services and Markets Act 2000 (UK) (the “**FSMA**”) for the purposes of Regulation (EU) 2017/1129 on 9 June 2023. This First Supplementary Prospectus constitutes a supplementary prospectus for the purposes of Section 87G of the FSMA. Unless specified otherwise, terms used herein shall be deemed to have the meanings given to them in the Prospectus.

Macquarie Bank accepts responsibility for the information contained in this First 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 First Supplementary Prospectus is in accordance with the facts and this First Supplementary Prospectus makes no omission likely to affect its import.

Purpose of the First Supplementary Prospectus

The purpose of this First Supplementary Prospectus is to (a) incorporate by reference the financial report of the Trust for the financial period 31 March 2022 to 31 March 2023 (the “**Trust Financial Report**”) into the Prospectus; (b) confirm that, since 31 March 2023, being the date that the last published audited financial statements of the Trust were made up, there has been no significant change in the financial performance or financial position of the Covered Bond Guarantor (in its capacity as the trustee of the MBL Covered Bonds Trust) or the Trust and no material adverse change in the prospects of the Covered Bond Guarantor or the Trust (in its capacity as the trustee of the MBL Covered Bonds Trust); (c) to update the “*Emphasis of Matter*” statements in the “*General Information*” section of the Prospectus; and (d) incorporate by reference into the Prospectus specified pages of the Investor Report (as defined below).

Trust Financial Information - Trust Financial Report

On 26 June 2023, the Trust published the Financial Report of the Trust for the financial period 31 March 2022 to 31 March 2023, which includes the audited financial statements of the Trust for the period 31 March 2022 to 31 March 2023 and the Independent auditor’s report in respect of such financial statements. The information in the Trust Financial Report shall be deemed to be incorporated in, and to form part of, the Prospectus. A copy of the Trust Financial Report has been filed with the FCA and is available for viewing at <https://www.macquarie.com/assets/macq/investor/debt-investors/secured-funding/mbl-covered-bond-trust-annual-report-31-march-2023.pdf>.

If the Trust Financial Report incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Prospectus, except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this First Supplementary Prospectus.

There has been no significant change in the financial performance or financial position of the Covered Bond Guarantor (in its capacity as the trustee of the MBL Covered Bonds Trust) or the Trust, since the financial year ended 31 March 2023, being the date as at which the latest published audited financial statements of the Trust were made up and no material adverse change in the prospects of the Covered Bond Guarantor (in its capacity as the trustee of the MBL Covered Bonds Trust) or the Trust since 31 March 2023, being the date that the last published audited financial statements of Trust were made up.

Emphasis of Matter

The three paragraphs in the sub-section entitled “*Emphasis of Matter*” on page 297 in the “*General Information*” section of the Prospectus shall be deemed deleted and replaced with the following:

“Please refer to the section titled “*Emphasis of matter – basis of accounting and restriction on use*” contained in the Independent Auditor’s Report beginning on page 32 of the Trust Financial Report for the financial year ended 31 March 2022 and on page 37 of the Trust Financial Report for the financial year ended 31 March 2023, each as incorporated by reference into this Prospectus.

The emphasis of matter paragraph contained in the Trust Financial Report for the financial year ended 31 March 2022 reads as follows:

“We draw attention to Note 2(i) in the financial report, which describes the basis of accounting. The financial report has been prepared to assist the directors of the Trust Manager (the directors) to meet the financial reporting requirements of the Establishment Deed dated 5 June 2015. As a result, the financial report may not be suitable for another purpose. Our report is intended solely for the Trust and its unitholders and should not be used by parties other than the Trust and its unitholders. Our opinion is not modified in respect of this matter.

The emphasis of matter paragraph contained in the Trust Financial Report for the financial year ended 31 March 2023 reads as follows:

“We draw attention to Note 2 in the financial report, which describes the basis of accounting. The financial report has been prepared to assist the directors of the Trust Manager to meet the financial reporting requirements of the Establishment Deed dated 5 June 2015, as amended. As a result, the financial report may not be suitable for another purpose. Our report is intended solely for MBL Covered Bond Trust and its unitholders and should not be used by parties other than the MBL Covered Bond Trust and its unitholders. Our opinion is not modified in respect of this matter.””

Investor Report

Macquarie Bank issued a new Investor Report (the “**Investor Report**”) dated 31 May 2023 with updated cover pool information. A copy of the Investor Report has been filed with the FCA and is available for viewing at <https://www.macquarie.com/assets/macq/investor/debt-investors/secured-funding/covered-bonds-investor-reports/20230531-covered-bond-investor-report.pdf>.

Accordingly, the cover pool information set out on pages 3 to 8 (inclusive) of the Investor Report shall be deemed to be incorporated in, and form part of, the Prospectus. The non-incorporated parts of the Investor Report are either not relevant or are covered elsewhere in the Prospectus to which this First Supplementary Prospectus relates.

Additional General Information

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

Macquarie Bank will provide, without charge, upon the written request of any person, a copy of this First Supplementary Prospectus and the information which is incorporated in the Prospectus by reference. 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. Copies of this First Supplementary Prospectus, the Trust Financial Report and the Investor Report will also be published on the internet site <https://www.macquarie.com/au/en/investors/debt-investors/secured-funding.html>.

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.

Other than in relation to the documents which are deemed to be incorporated by reference in the Prospectus by virtue of this First Supplementary Prospectus, the information on the websites to which this First Supplementary Prospectus refers does not form part of this First Supplementary Prospectus and has not been scrutinised or approved by the FCA.

Save as disclosed in this First Supplementary Prospectus and the information which is incorporated in the Prospectus by reference, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.