

SUPPLEMENT TO THE BASE PROSPECTUS
FOR THE ISSUE OF WARRANTS

MACQUARIE BANK LIMITED

(ABN 46 008 583 542)

(incorporated with limited liability in the Commonwealth of Australia)



MACQUARIE
BANK

Warrant Programme

ISSUER

Macquarie Bank Limited

PRINCIPAL WARRANT AGENT

Deutsche Bank AG, London Branch

LUXEMBOURG WARRANT AGENT

Deutsche Bank Luxembourg S.A.

LUXEMBOURG LISTING AGENT

Deutsche Bank Luxembourg S.A.

The date of this Supplement to the Base Prospectus is 27 May 2014.

Supplemental information

This supplement to the Base Prospectus for the issue of Warrants ("**Supplement**") is supplemental to, and must be read in conjunction with, the Base Prospectus for the issue of Warrants dated 19 December 2013 and approved by the Luxembourg *Commission de Surveillance du Secteur Financier* ("**CSSF**") on 19 December 2013 prepared by Macquarie Bank Limited (ABN 46 008 583 542) ("**Macquarie Bank**") with respect to Macquarie Bank's Warrant Programme and all documents which are deemed to be incorporated in, and to form part of, the Base Prospectus ("**Base Prospectus**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the CSSF, in its capacity as competent authority for the purposes of the Prospectus Directive 2003/71/EC of the European Parliament and the Council of 4 November, 2003 ("**Prospectus Directive**"), to approve this Supplement.

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

The Commonwealth of Australia has not authorised the publication of, nor reviewed, this Supplement or the Base Prospectus nor verified the information contained in them nor made any representations or warranties with respect to, nor accepted any responsibility for, the contents of this Supplement or the Base Prospectus or any other statement made or purported to be made on its behalf in connection with Macquarie Bank or the issue of Warrants.

This Supplement has been prepared pursuant to Article 16 of the Prospectus Directive and Article 13 of the Luxembourg Law on prospectuses for securities of 10 July 2005 as amended by the law of 3 July 2012 (the "Luxembourg Law").

In accordance with Article 16(2) of the Prospective Directive and Article 13(2) of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within a time limit of two working days after the publication of this Supplement, which means 30 May 2014, to withdraw their acceptances.

Additional Financial Information

Macquarie Bank Limited 2014 Annual Report

On 2 May 2014 Macquarie Bank published its 2014 Annual Report ("**2014 Annual Report**"), which includes the audited financial statements of Macquarie Bank consolidated with its controlled entities for the years ended 31 March 2013 and 31 March 2014 and the independent audit report in respect of such financial statements. The information in the 2014 Annual Report specified below shall be deemed to be incorporated by reference, and to form part of, the Base Prospectus.

The audited financial statements of Macquarie Bank consolidated with its controlled entities for the years ended 31 March 2013 and 31 March 2014 include the Income statements, Statements of comprehensive income, Statements of financial position, Statements of changes in equity, Statements of cash flows, Notes to the financial statements, Directors' declaration and the Independent audit report. These can be located in the 2014 Annual Report on the following pages:

2014 Annual Report

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If any information listed in the table above itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of the Base Prospectus for the purposes of the Prospectus Directive, except where such information or other documents are specifically incorporated by reference in, or attached to, the Base Prospectus by virtue of this Supplement. The non-incorporated parts of the 2014 Annual Report are either not relevant or are covered elsewhere in the Base Prospectus to which this Supplement relates.

Supplemental information pertaining to the Summary regarding Macquarie Bank Limited

Element B.10 "Qualifications in the audit report" in Section B of the Summary on page 9 of the Base Prospectus shall be replaced by the following:

"The independent auditor's review report dated 2 May 2014 was unqualified."

Element B.12 "Historical financial information" in Section B of the Summary on page 9 of the Base Prospectus shall be replaced by the following:

"The table below sets out the summary financial information of MBL for the two years ended 31 March 2013 and 31 March 2014. The information has been prepared in accordance with International Financial Reporting Standards.

	Consolidated Year to 31 March 2014 A\$m	Bank Year to 31 March 2014 A\$m
Profit after income tax	774	751
Total assets	139,911	132,574
Profit		
Net operating income	5,486	3,685
Total operating expenses	(4,091)	(2,568)
Operating profit before income tax	1,395	1,117
Income tax expense	(621)	(366)
Profit after income tax	774	751
Profit attributable to non-controlling interests	(4)	-
Distributions paid or provided for on Macquarie Income Securities	(18)	-
Convertible debentures	-	(4)
Profit attributable to ordinary equity holders	752	747

	Consolidated Year to 31 March 2013 A\$m	Bank Year to 31 March 2013 A\$m
Profit after income tax	674	821
Total assets	130,000	116,023
Profit		
Net operating income	4,601	3,069
Total operating expenses	(3,572)	(2,162)
Operating profit before income tax	1,029	907
Income tax expense	(355)	(86)
Profit after income tax	674	821
Profit attributable to non-controlling interests	(3)	-
Distributions paid or provided for on Macquarie Income Securities	(21)	-
Convertible debentures	-	(4)
Profit attributable to ordinary equity holders	650	817

There has been no material adverse change in the prospects of the issuer since the date of its last published audited financial statements being 31 March 2014.

There has been no significant change in the financial or trading position of Macquarie Bank since 31 March 2014, being the date as at which the latest annual financial statements of Macquarie Bank consolidated with its subsidiaries were made up.

Macquarie Bank will provide, without charge, upon the written request of any person, a copy of this Supplement and the information which is incorporated in this Supplement by reference. Written requests should be directed to Macquarie Bank at its office at No. 1 Martin Place, Sydney NSW 2000, Australia. In

addition, such document and information will be available for inspection free of charge at the offices of Deutsche Bank AG, London Branch Winchester House, 1 Great Winchester Street London EC2 2DB, United Kingdom and Deutsche Bank Luxembourg S.A., 2, bld Konrad Adenauer, L-1115 Luxembourg.

Copies of the Base Prospectus, this Supplement and the information incorporated by reference will also be published on the Luxembourg Stock Exchange's internet site www.bourse.lu.

In accordance with Article 10 of the Prospectus Directive, 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 under such rules are available on the ASX's internet site <http://www.asx.com.au/asx/statistics/announcements.do> (Macquarie's ASX code is MQG).

To the extent of any inconsistency between any statement in this Supplement and any statement in, or incorporated by reference into, the Base Prospectus, the statements in this Supplement will prevail.

Internet site addresses in this Supplement 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 Supplement and the information which is incorporated in this Supplement by reference, 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.

MACQUARIE BANK LIMITED

27 May 2014