

**SECOND SUPPLEMENT DATED 1 NOVEMBER 2024 TO THE PROSPECTUS DATED
7 JUNE 2024**

MACQUARIE BANK LIMITED

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



AUD10,000,000,000 MBL Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of principal and interest 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

Second Supplementary Prospectus

This supplement (the “**Second Supplementary Prospectus**”) is supplemental to, and must be read in conjunction with, the prospectus of Macquarie Bank Limited (ABN 46 008 583 542) (the “**Bank**”, “**Issuer**” or “**Macquarie Bank**”) dated 7 June 2024, as supplemented by the First Supplementary Prospectus dated 28 June 2024 (together, the “**Prospectus**”) which comprises a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom 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 the UK Prospectus Regulation on 7 June 2024 and 28 June 2024. This Second 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 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.

Purpose of the Second Supplementary Prospectus

The purpose of this Second Supplementary Prospectus is to (a) incorporate by reference into the Prospectus information included in the Macquarie Bank Interim Financial Report for the half year ended 30 September 2024 (the “**Interim Financial Report**”) and (b) incorporate by reference into the Prospectus specified pages of the Investor Report (as defined below).

Additional Financial Information

Macquarie Bank Interim Financial Report for the half year ended 30 September 2024

On 1 November 2024, Macquarie Bank published its Interim Financial Report, which includes the unaudited financial statements of Macquarie Bank consolidated with its controlled entities for the half years ended 30 September 2024, 31 March 2024 and 30 September 2023, and the Independent Auditor’s Review Report in respect of such financial statements. The information in the Interim Financial Report specified below shall be deemed to be incorporated in, and to form part of, the Prospectus. A copy of the Interim Financial Report has been filed with the FCA and is available for viewing at <https://www.macquarie.com/assets/macq/investor/reports/2025/macquarie-bank-hy25-interim-report.pdf>.

The unaudited financial statements of Macquarie Bank consolidated with its controlled entities for the half years ended 30 September 2024, 31 March 2024 and 30 September 2023 include the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, Notes to the Consolidated Financial Statements, Directors’ Declaration and the Independent Auditor’s Review Report. These can be located in the Interim Financial Report on the following pages:

| | Interim Financial Report (page) |
|--|--|
| Consolidated Income Statement | 19 |
| Consolidated Statement of Comprehensive Income | 20 |
| Consolidated Statement of Financial Position | 21 |
| Consolidated Statement of Changes in Equity | 22 |
| Consolidated Statement of Cash Flows | 23 |
| Notes to the Consolidated Financial Statements | 24-58 |
| Directors’ Declaration | 59 |
| Independent Auditor’s Review Report | 60 |

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 be incorporated in, or 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 Second Supplementary Prospectus. Any information not listed in the table above but contained in the Interim Financial Report is not incorporated in, and does not form part of, the Prospectus and is given for information only. The non-incorporated parts of the Interim Financial Report are either not relevant or are covered elsewhere in the Prospectus to which this Second Supplementary Prospectus relates.

There has been no significant change in the financial performance or financial position of Macquarie Bank or Macquarie Bank consolidated with its controlled entities since 30 September 2024, being the end date for the last financial period for which unaudited financial statements of Macquarie Bank or Macquarie Bank consolidated with its controlled entities have been published, and no material adverse change in the financial position or prospects of Macquarie Bank or Macquarie Bank consolidated with its controlled entities since 31 March 2024, being the end date for the last financial period for which audited financial statements of Macquarie Bank or Macquarie Bank consolidated with its controlled entities have been published.

Investor Report

Macquarie Bank issued a new Investor Report (the “**Investor Report**”) dated 14 October 2024 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/20241014-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 Second Supplementary Prospectus relates.

Additional General Information

To the extent that there is any inconsistency between (a) any statement in this Second Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Second 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 Second 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 1, 1 Elizabeth Street, Sydney NSW 2000, Australia, for attention of the Group Treasurer. Copies of this Second Supplementary Prospectus, the Interim 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 Second Supplementary Prospectus, the information on the websites to which this Second Supplementary Prospectus refers does not form part of this Second Supplementary Prospectus and has not been scrutinised or approved by the FCA.

Save as disclosed in this Second Supplementary Prospectus and the information which is incorporated in this Second Supplementary 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.