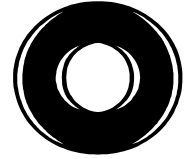


**SECOND SUPPLEMENT DATED 1 NOVEMBER 2024 TO THE OFFERING
MEMORANDUM DATED 7 JUNE 2024**

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

ISSUING & PAYING AGENT

Citibank, N.A., London Branch

CMU LODGING AGENT

Citicorp International Limited

Pages 1 to 178 and pages 282 to 285 inclusive of the Offering Memorandum dated 7 June 2024 (the “**Offering Memorandum**”) comprise a base prospectus, as supplemented by the supplementary prospectus dated 23 August 2024 (the **First Supplementary Prospectus**), of Macquarie Bank Limited (ABN 46 008 583 542) (the “**Issuer**” or “**Macquarie Bank**”) (together, the “**Base Prospectus**”) for the purposes of Article 8 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 “**EUWA**”) (the “**UK Prospectus Regulation**”) in respect of unsecured and unsubordinated debt instruments to be admitted to the Official List of the Financial Conduct Authority (the “**FCA**”) and to be admitted to trading on the London Stock Exchange’s Main Market (“**PR Debt Instruments**”). Non-PR Debt Instruments (as defined below) may not and will not be issued under the Base Prospectus. The Base Prospectus was approved by 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. The First Supplementary Prospectus was approved by the FCA in its capacity as competent authority under the FSMA for the purposes of the UK Prospectus Regulation on 23 August 2024.

Pages 179 to 285 inclusive of the Offering Memorandum comprise an offering circular and a supplementary offering circular dated 23 August 2024 (together, the “**Offering Circular**”) and has been prepared by Macquarie Bank in connection with the issuance of unsecured and unsubordinated debt instruments other than PR Debt Instruments (“**Non-PR Debt Instruments**” and, together with the PR Debt Instruments, the “**Debt Instruments**”). The Offering Circular has not been reviewed or approved by the FCA and does not constitute a prospectus for the purposes of the UK Prospectus Regulation. The Offering Circular does not form part of the Base Prospectus.

Second Supplementary Prospectus

Pages 1 to 3 (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 4 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 incorporate by reference into the Base Prospectus information included in the Macquarie Bank Interim Financial Report for the half year ended 30 September 2024 (the “**Interim Financial Report**”).

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 Base 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 Base Prospectus, except where such information or other documents are specifically incorporated by reference in, or attached to, the Base 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 Base 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 Base 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.

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 Base Prospectus by this Second Supplementary Prospectus and (b) any other 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 this Second Supplementary Prospectus and the information which is incorporated in the Base 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 and the Interim Financial Report will also be published on the internet site <https://www.macquarie.com/au/en/investors/debt-investors/unsecured-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 Base 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 Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

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Second Supplementary Offering Circular

NEITHER THE OFFERING CIRCULAR NOR THIS SUPPLEMENTARY OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE FINANCIAL CONDUCT AUTHORITY AND THE OFFERING CIRCULAR DOES NOT CONSTITUTE A 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.

This page 4 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):

- Additional Financial Information; 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” and references to “Second Supplementary Prospectus” shall be deemed to be to this “Second Supplementary Offering Circular” and references to “PR Debt Instruments” or “Debt Instruments” shall be deemed to be references to “Non-PR Debt Instruments”.