

FOURTH SUPPLEMENT TO THE PROSPECTUS DATED 13 JUNE 2019

MACQUARIE BANK LIMITED

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



AUD \$5,000,000,000 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

The date of this Supplement is 19 May 2020

Fourth Supplementary Prospectus

This supplement (the “**Fourth 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 13 June 2019 as supplemented by the First Supplementary Prospectus dated 1 July 2019, the Second Supplementary Prospectus dated 6 November 2019 and the Third Supplementary Prospectus dated 9 April 2020 (the “**Prospectus**”), for the purposes of Article 5.4 of Directive 2003/71/EC, as amended or superseded (the “**Prospectus Directive**”) in respect of the MBL Covered Bond Programme established by the Issuer and unconditionally and irrevocably guaranteed as to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 (“**FCA**”) in its capacity as competent authority under the Financial Services and Markets Act 2000 (UK) (“**FSMA**”) for the purposes of the Prospectus Directive on 13 June 2019. This Fourth 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 Fourth 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 Fourth Supplementary Prospectus is in accordance with the facts and this Fourth Supplementary Prospectus makes no omission likely to affect its import.

The purpose of this Fourth Supplementary Prospectus is to (a) incorporate by reference information included in the Macquarie Bank Annual Report for the full-year ended 31 March 2020 (“**2020 Annual Report**”) into the Prospectus; (b) amend the risk factor titled “*The Banking Group could suffer losses due to environmental and social factors*”; and (c) amend the risk factor titled “*The Banking Group is subject to global economic, market and business risks with respect to the COVID-19 pandemic*”.

(a) Additional Financial Information

Macquarie Bank 2020 Annual Report

On 8 May 2020, Macquarie Bank published its 2020 Annual Report, which includes the audited financial statements of Macquarie Bank consolidated with its controlled entities for the years ended 31 March 2020 and 31 March 2019 and the Independent Auditor’s Report in respect of such financial statements. The information in the 2020 Annual Report specified below shall be deemed to be incorporated in, and to form part of, the Prospectus. A copy of the 2020 Annual Report has been filed with the FCA.

The audited financial statements of Macquarie Bank Limited consolidated with its controlled entities for the years ended 31 March 2020 and 31 March 2019 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 Auditor’s Report. These can be located in the 2020 Annual Report on the following pages:

	2020 Annual Report (page)
Income Statements	55
Statements of Comprehensive Income	56
Statements of Financial Position	57
Statements of Changes in Equity	58
Statements of Cash Flows	60
Notes to the Financial Statements	61- 200
Directors’ Declaration	201
Independent Auditor’s Report	202

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 Prospectus, except where such information or other documents are specifically incorporated by reference in, or attached to, the Prospectus by virtue of this Fourth Supplementary Prospectus. Any information not listed in the table above but contained in the 2020 Annual 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 2020 Annual Report are either not relevant or are covered elsewhere in the Prospectus to which this Fourth Supplementary Prospectus relates.

There has been no significant change in the financial or trading position of the Bank or the Banking Group since the financial year ended 31 March 2020, being the date as at which the latest published audited financial statements of the Bank consolidated with its controlled entities were made up and no material adverse change in the financial position or prospects of the Bank or the Banking Group since 31 March 2020, being the date that the last published audited financial statements of Macquarie Bank consolidated with its controlled entities were made up.

(b) Amendment to risk factor titled “The Banking Group could suffer losses due to environmental and social factors”

The risk factor titled “*The Banking Group could suffer losses due to environmental and social factors*” on page 46 of the Prospectus is deleted in its entirety and replaced with the following:

“The Banking Group could suffer losses due to environmental and social factors

The Banking Group is subject to the risk of unforeseen, hostile or catastrophic events, many of which are outside of its control, including natural disasters, extreme weather events (such as persistent winter storms or protracted droughts) leaks, spills, explosions, release of toxic substances, fires, accidents on land or at sea, terrorist attacks or other hostile or catastrophic events. Any significant environmental change or external event (including increased frequency and severity of storms, floods and other catastrophic events such as earthquake, pandemic (such as COVID – 19), other widespread health emergencies, civil unrest or terrorism events) has the potential to disrupt business activities, impact the Banking Group’s operations or reputation, increase credit risk and other credit exposures, damage property and otherwise affect the value of assets held in the affected locations and the Banking Group’s ability to recover amounts owing to it.

The Banking Group’s businesses could also suffer losses due to climate change. Climate change is systemic in nature and is a significant long-term driver of both financial and non-financial risks. Climate change related impacts include physical risks from changing climatic conditions and transition risks such as changes to laws and regulations, technology development and disruptions and consumer preferences. A failure to respond to the potential and expected impacts of climate change may affect the Banking Group’s performance and could have wide-ranging impacts for the Banking Group. These include, but are not limited to, impacts on the probability of default and losses arising from defaults, asset valuations and collateral. Failure to effectively manage these risks could adversely affect our business, prospects, reputation, financial performance or financial condition.

The occurrence of any such events may prevent the Banking Group from performing under its agreements with clients, may impair its operations or financial results, and may result in litigation, regulatory action, negative publicity or other reputational harm. The Banking Group may also not be able to obtain insurance to cover some of these risks and the insurance that it has may be inadequate to cover its losses.

Any such long-term, adverse social or environmental consequences could prompt the Banking Group to exit certain businesses altogether. In addition, such an event or environmental change (as the case may be) could have an adverse impact on economic activity, consumer and investor confidence, or the levels of volatility in financial markets.”

(c) Amendment to risk factor titled “The Banking Group is subject to global economic, market and business risks with respect to the COVID-19 pandemic”

The risk factor titled “*The Banking Group is subject to global economic, market and business risks with respect to the COVID-19 pandemic*” as set out in the Third Supplementary Prospectus dated 9 April 2020 is deleted in its entirety and replaced with the following:

“The Banking Group is subject to global economic, market and business risks with respect to the COVID-19 pandemic

The COVID-19 pandemic has caused, and will likely continue to cause, severe impact on global, regional and national economies and disruptions to international trade and business activity. The COVID-19 pandemic has already caused increased unemployment and the levels of equity and other financial markets to decline sharply and to become more volatile, and such effects may continue or worsen in the future. This may in turn reduce the level of activity in sectors in which certain of the Banking Group’s businesses operate and thus have a negative impact on such businesses’ ability to generate revenues or profits.

Governments and central banks around the world have reacted to the economic crisis caused by the pandemic by implementing stimulus and liquidity programs and cutting interest rates, however it is unclear whether these actions or any future actions taken by governments and central banks will be successful in mitigating the economic disruption. If the COVID-19 pandemic is prolonged and/or the mitigating actions of governments and central banks are unsuccessful, the negative impact on global growth and global financial markets could be amplified, and may lead to recessions in national, regional or global economies.

The Banking Group has implemented a range of support measures to provide short term financial assistance to customers who are facing difficulties as a consequence of COVID-19. Various individual and business customers of the Banking Group's Personal and Banking businesses who are experiencing financial difficulties due to COVID-19 are able to immediately defer their loan repayments for up to six months. A range of support measures, including short term deferrals and payment plans have been, and may be, implemented by the Macquarie Group for some of its other businesses.

The impact of COVID-19 may lead to reduced client activity and demand for the Banking Group's products and services, higher credit and valuation losses in the Banking Group loan and investment portfolios, impairments of financial assets, trading losses and other negative impacts on the Banking Group's financial position, including possible constraints on capital and liquidity, as well as a higher cost of capital, and possible changes or downgrades to Bank's credit ratings. If conditions deteriorate or remain uncertain for a prolonged period, the Banking Group's funding costs may increase and its ability to replace maturing liabilities may be limited, which could adversely affect the Banking Group's ability to fund and grow its business.

Additionally, despite the business continuity and crisis management policies currently in place, travel restrictions or potential impacts on personnel and operations may disrupt the Banking Group's business and increase operational risk losses. The expected duration and magnitude of the COVID-19 pandemic and its potential impacts on the economy and the Banking Group's personnel and operations are unclear. Should the impact of COVID-19 be prolonged or increasingly widespread and severe and the actions taken to control its spread be unsuccessful, the Banking Group's results of operations and financial condition may be adversely affected."

Additional General Information

To the extent that there is any inconsistency between (a) any statement in this Fourth Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Fourth 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 Fourth 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. In addition, such documents and information will be available for inspection free of charge at the offices of Deutsche Bank AG, Hong Kong Branch, Level 52, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and Deutsche Bank Luxembourg S.A., 2 Boulevard Konrad Adenauer, L-1115, Luxembourg. Copies of this Fourth Supplementary Prospectus and the 2020 Annual Report will also be published on the internet site www.macquarie.com.

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 by Macquarie Bank under such rules are available on the ASX's internet site (www.asx.com.au) (Macquarie Bank's ASX code is "MBL").

Internet site addresses in this Fourth Supplementary Prospectus 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 Prospectus.

Save as disclosed in this Fourth 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.