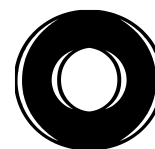


**SUPPLEMENT TO THE BASE PROSPECTUS
FOR THE ISSUE OF NOTES**

MACQUARIE BANK LIMITED
(ABN 46 008 583 542)

(incorporated with limited liability in the Commonwealth of Australia)



**MACQUARIE
BANK**

Structured Note Programme

ISSUER

Macquarie Bank Limited

INITIAL DEALER

Macquarie Bank Limited

PRINCIPAL PAYING AGENT

Deutsche Bank AG, Hong Kong Branch
Macquarie Bank Limited

PAYING AGENT

Deutsche Bank AG, London Branch

NEW YORK PAYING AGENT and NEW YORK REGISTRAR

Deutsche Bank Trust Company Americas

REGISTRAR

Deutsche Bank Luxembourg S.A.

CALCULATION AGENT

Macquarie Bank Limited

The date of this Supplement to the Base Prospectus is 11 November 2019

Supplemental information

This supplement (“**Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 16 August 2019 (“**Base Prospectus**”) for the issue of Notes and, together with the Base Prospectus, has been prepared by Macquarie Bank Limited (ABN 46 008 583 542) (“**Macquarie Bank**”) with respect to Macquarie Bank’s Structured Note Programme. 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 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 the import of such information.

The purpose of this First Supplement is to amend the Base Prospectus by:

- incorporating by reference certain information included in the Macquarie Bank Interim Financial Report for the half-year ended 30 September 2019 (“**Interim Financial Report**”).

1. **Additional Financial Information**

Macquarie Bank Interim Financial Report for the half-year ended 30 September 2019

On 1 November 2019, 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 2018, 31 March 2019 and 30 September 2019 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.

The unaudited financial statements of Macquarie Bank consolidated with its controlled entities for the half years ended 30 September 2018, 31 March 2019 and 30 September 2019, includes 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 (pages)

Consolidated Income Statement	17
Consolidated Statement of Comprehensive Income	18
Consolidated Statement of Financial Position	19
Consolidated Statement of Changes in Equity	20
Consolidated Statement of Cash Flows	21
Notes to the Consolidated Financial Statements	22-67

Directors' Declaration	68
Independent Auditor's Review Report	69

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 Supplement. Any information not listed in the table above but contained in the Interim Financial Report 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 Supplement relates.

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement 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 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. 50 Martin Place, Sydney NSW 2000, Australia, for attention of the 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. Copies of this Supplement will also be published on the internet site www.macquarie.com/au/about/investors

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 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.

Application has been or will be made to the Singapore Exchange Securities Trading Limited (the "SGX-ST") for permission to deal in and for the quotation of any Notes which are agreed at the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Notes have been admitted to the Official List of the SGX-ST. There is no guarantee that the application to the SGX-ST for the listing of Notes will be approved. The SGX-ST assumes no responsibility for the correctness of any of the statements or opinions expressed or reports contained in the Base Prospectus, this Supplement, and the applicable Final Terms in relation to Notes listed on the SGX-ST. Admission to the Official List of the SGX-ST and quotation of any Notes on the SGX-ST is not to be taken as an indication of the merits of the Issuer, its subsidiaries, its associated companies or such Notes. Notes listed on another stock exchange and unlisted Notes may also be issued under the Programme.

MACQUARIE BANK LIMITED

11 November 2019