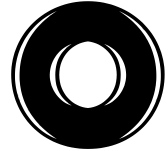


SUPPLEMENT TO THE BASE PROSPECTUS
FOR THE ISSUE OF WARRANTS

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 30 July 2019.

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 21 November 2018 and approved by the Luxembourg *Commission de Surveillance du Secteur Financier* ("**CSSF**") on 21 November 2018 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 of 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 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 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 1 August 2019, to withdraw their acceptances.

Additional Financial Information

Macquarie Bank Limited 2019 Annual Report

On 3 May 2019 Macquarie Bank published its 2019 Annual Report ("**2019 Annual Report**"), which includes the audited financial statements of Macquarie Bank consolidated with its controlled entities for the years ended 31 March 2018 and 31 March 2019 and the independent auditor's report in respect of such financial statements. The information in the 2019 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 2018 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 2019 Annual Report on the following pages:

2019 Annual Report

Income statements	45
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Statements of financial position	47
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Statements of cash flows	50
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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 2019 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 auditor's report" in Section B of the Summary on page 10 of the Base Prospectus shall be replaced by the following:

"Not applicable; The independent auditor's reports dated 4 May 2018 and 3 May 2019, and the independent auditor's review report dated 2 November 2018, were unqualified."

Element B.12 "Historical financial information" in Section B of the Summary on page 10 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 2018 and 31 March 2019. The information has been prepared in accordance with International Financial Reporting Standards."

	Consolidated Year to 31 March 2019 A\$m	Bank Year to 31 March 2019 A\$m
Profit from continuing and discontinued operations after income tax	2,041	1,631
Total assets	169,422	163,632

Profit		
Net operating income	5,911	3,717
Total operating expenses	(4,432)	(3,197)
Operating profit from continuing operations before income tax	1,479	520
Income tax expense	(394)	(141)
Profit from continuing operations after income tax	1,085	379
Profit from discontinued operations after income tax	956	1,252
Profit from continuing and discontinued operations after income tax	2,041	1,631
Profit attributable to non-controlling interests	(4)	-
Distributions paid or provided for on Macquarie Income Securities	(15)	-
Profit attributable to ordinary equity holders of Macquarie Bank Limited	2,022	1,631

	Consolidated Year to 31 March 2018 A\$m	Bank Year to 31 March 2018 A\$m
Profit from continuing and discontinued operations after income tax	1,583	2,019
Total assets	173,218	161,633

Profit		
Net operating income	5,002	4,006
Total operating expenses	(3,611)	(2,760)
Operating profit from continuing operations before income tax	1,391	1,246
Income tax expense	(353)	(152)
Profit from continuing operations after income tax	1,038	1,094
Profit from discontinued operations after income tax	545	925
Profit from continuing and discontinued operations after income tax	1,583	2,019
Loss attributable to non-controlling interests	(1)	-
Distributions paid or provided for on Macquarie Income Securities	(14)	-
Profit attributable to ordinary equity holders of Macquarie Bank Limited	1,568	2,019

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 2019.

Not applicable; there has been no significant change in the financial or trading position of MBL since 31 March 2019, being the date as at which the latest annual financial statements of Macquarie Bank consolidated with its subsidiaries were made up.”

Second paragraph of Element B.14 “dependence upon other entities within the group” in Section B of the Summary on page 11 of the Base Prospectus shall be replaced by the following:

“MBL is an indirect subsidiary of MGL and as at 31 March 2019, MBL conducted its operations directly and indirectly through its subsidiaries.”

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 50 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

30 July 2019