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)

**Structured Note Programme**

**ISSUER**
Macquarie Bank Limited

**INITIAL DEALERS**
Macquarie Bank Limited
Macquarie Capital (USA) Inc.

**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 SECURITY AGENT**
Deutsche Bank Trust Company Americas

**REGISTRAR**
Deutsche Bank Luxembourg S.A.

The date of this Supplement to the Base Prospectus is 11 November 2015

## Supplemental information

This supplement ("**Supplement**") is supplemental to, and should be read in conjunction with, the Base Prospectus dated 14 August 2015 ("**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 Supplement is to amend the Base Prospectus by:

- incorporating by reference information included in the Macquarie Bank Interim Directors' Report and Financial Report for the Half-Year Ended 30 September 2015 ("**2016 Interim Financial Report**");
- updating details of changes to the board of directors of Macquarie Bank; and
- providing an update relating to the acquisition by Macquarie Bank of the Esanda dealer finance portfolio from Australia and New Zealand Banking Group Limited ("**ANZ**")

### 1. Additional Financial Information

*Macquarie Bank Interim Directors' Report and Financial Report for the Half-Year Ended 30 September 2015*

On 30 October 2015, Macquarie Bank published its 2016 Interim Financial Report, which includes the unaudited financial statements of Macquarie Bank consolidated with its controlled entities for the half years ended 30 September 2014, 31 March 2015 and 30 September 2015 and the Independent Auditor's Review Report in respect of such financial statements. The information in the 2016 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 Limited consolidated with its controlled entities for the half years ended 30 September 2014, 31 March 2015 and 30 September 2015 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 2016 Interim Financial Report on the following pages:

| | **2016 Interim Financial Report** |
|---|---|
| Consolidated Income Statement | 7 |
| Consolidated Statement of Comprehensive Income | 8 |

| | |
|---|---|
| Consolidated Statement of Financial Position | 9 |
| Consolidated Statement of Changes in Equity | 10 |
| Consolidated Statement of Cash Flows | 11 |
| Notes to the Consolidated Financial Statements | 12 to 43 |
| Directors' Declaration | 44 |
| Independent Auditor's Review Report | 45 |


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, 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 2016 Interim Financial Report is given for information only. The non-incorporated parts of the 2016 Interim Financial Report are either not relevant or are covered elsewhere in the Base Prospectus to which this Supplement relates.

## 2. Board Changes

On 24 September 2015 Macquarie Bank announced that that Kevin McCann AM will retire as Chairman and a Voting Director of Macquarie Bank, effective 31 March 2016.

To succeed him, Independent Director, Peter Warne, has been appointed non-executive Chairman of the Board of Macquarie Bank, effective on Mr. McCann's retirement. Mr. Warne was appointed an Independent Voting Director of Macquarie Bank in July 2007 and has extensive knowledge of, and experience in, financial services and investment banking, through a number of roles at Bankers Trust Australia Limited, including as Head of its Financial Markets Group from 1988 to 1999. Mr. Warne was a Director of the Sydney Futures Exchange (SFE) from 1990 to 1999, then from 2000 to 2006. He served as Deputy Chairman of the SFE from 1995 to 1999. When the SFE merged with the Australian Securities Exchange (ASX Limited) in July 2006, he became a Director of ASX Limited, a position he still holds. Mr. Warne is Chairman of ALE Property Group and OzForex Group Limited. He is also a Director of New South Wales Treasury Corporation, a member of the Advisory Board of the Australian Office of Financial Management and a Patron of Macquarie University Foundation.

## 3. Recent developments – Acquisition of Esanda dealer finance portfolio

On 8 October 2015, Macquarie Group Limited ("**MGL**") announced that it had entered into an agreement to acquire the Esanda dealer finance portfolio ("**Portfolio**") from ANZ for A$8.2 billion. The acquisition is expected to be funded from existing funding sources combined with third-party financing arrangements and a capital raising. The initial capital requirement for the acquisition is expected to be A$0.8 billion which will be met from a A$400 million institutional placement (which was completed on 14 October 2015), an associated share purchase plan for eligible shareholders and existing capital. The Portfolio will become part of Macquarie Leasing, the automotive and equipment finance division of MGL's Corporate & Asset Finance Group.

**General**

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.

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.

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.

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**

11 November 2015