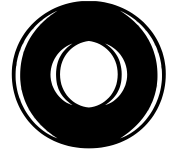


SUPPLEMENT TO THE BASE PROSPECTUS
FOR THE ISSUE OF WARRANTS

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 23 May 2023.

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 23 November 2022 and approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (“**CSSF**”) on 23 November 2022 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 Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (“**Prospectus Regulation**”), 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 23(1) of the Prospectus Regulation.

The purpose of this Supplement is to:

- (a) replace all references to the Luxembourg Stock Exchange’s internet site “www.bourse.lu” in the Base Prospectus with “www.luxse.com”;
- (b) amend the section titled “Documents Incorporated By Reference” in the Base Prospectus by inserting the following language into page 43 of the Base Prospectus immediately before the section titled “*Limitation on Auditors’ Liability*”

“Additional Financial Information

Macquarie Bank 2023 Annual Report

On 5 May 2023, Macquarie Bank published its 2023 Annual Report (“**2023 Annual Report**”), which includes the audited financial statements of Macquarie Bank consolidated with its controlled entities for the years ended 31 March 2022 and 31 March 2023, and the Independent Auditor’s Report in respect of such financial statements. The information in the 2023 Annual Report specified below shall be deemed to be incorporated in, and to form part of, the Base Prospectus. A copy of the 2023 Annual Report is available for viewing at <https://www.macquarie.com/assets/macq/investor/reports/2023/macquarie-bank-fy23-annual-report.pdf>.

The audited financial statements of Macquarie Bank and Macquarie Bank consolidated with its controlled entities for the years ended 31 March 2022 and 31 March 2023, includes 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 2023 Annual Report on the following pages:

2023 Annual Report

	(page)
Income Statements	71
Statements of Comprehensive Income	72
Statements of Financial Position	73
Statements of Changes in Equity	74
Statements of Cash Flows	75
Notes to the Financial Statements	76 - 203
Directors' Declaration	204
Independent Auditor's Report	205 - 210

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 2023 Annual 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 2023 Annual Report are either not relevant or are covered elsewhere in the Base Prospectus to which this Supplement relates.”;

(c) amend the section titled “Trend Information” on page 102 of the Base Prospectus by deleting the paragraph and replacing it with the following language:

“Except as may be described in this Base Prospectus or released to the ASX in compliance with the continuous disclosure requirements of the Listing Rules of the ASX, there are no known trends, uncertainties, demands, commitments or events that have had a material adverse change on Macquarie Bank's prospects since the financial year ended 31 March 2023.”; and

(d) amend the section titled “Significant change in the Issuer's financial position and financial performance” on page 120 – 121 of the Base Prospectus by deleting the paragraph and replacing it with the following language:

“There has been no significant change in the financial performance or financial position of Macquarie Bank since 31 March 2023, being the end date for the last financial period for which audited financial statements of Macquarie Bank and Macquarie Bank consolidated with its controlled entities have been published, and no material adverse change in the financial position or prospects of Macquarie Bank since 31 March 2023, being the end date for the last financial period for which audited financial statements of Macquarie Bank and 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 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 the Base 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 Commodities and Global Markets Legal Department. 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.luxse.com and Macquarie's internet site www.macquarie.com/au/en/investors/other-securities/macquarie-bank-limited-warrant-programme.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 Supplement, the information on the websites to which this Supplement refers does not form part of this Supplement.

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

23 May 2023