Bendigoand



12 September 2013

Basel III Pillar 3 Disclosures: Prudential Standard APS 330

Attached is the prudential information required to be disclosed in accordance with Prudential Standard APS 330.

The disclosures provided have been prepared as at 30 June 2013.

Bendigoand

- ends -

Further information

Will Rayner Head of Capital and Investor Relations Phone: 08 8220 7764 Mobile: 0437 794 366



BENDIGO AND ADELAIDE BANK LIMITED

Including Rural Bank Limited APS 330: Public Disclosure Millions to one decimal place

The Group is applying the Basel III regulatory adjustments in full as implemented by APRA. The capital disclosures detailed in the Common Disclosure template below represent the post 1 January 2018 Basel III common disclosure requirements.

Common Disclosure Template as at June 30th 2013

Comm	on Equity Tier 1 Capital: instruments and reserves	\$m	Source
Commi			
1	Directly issued qualifying ordinary shares (and equivalent for mutually-owned entities) capital	3,758.0	a
2	Retained earnings	320.7	g
3	Accumulated other comprehensive income (and other reserves)	-17.7	h, q, r, s, t
4	Directly issued capital subject to phase out from CET1 (only applicable to mutually-owned companies)	N/A	
5	Ordinary share capital issued by subsidiaries and held by third parties (amount allowed in group CET1)	N/A	
6	Common Equity Tier 1 capital before regulatory adjustments	4,061.0	
Commo	on Equity Tier 1 Capital: regulatory adjustments		
7	Prudential valuation adjustments	N/A	
8	Goodwill (net of related tax liability)	1,367.7	f
9	Other intangibles other than mortgage servicing rights (net of related tax liability)	99.7	i - j
	Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net		
10	of related tax liability)	0.0	
11	Cash-flow hedge reserve	-20.5	h
12	Shortfall of provisions to expected losses	0.0	
13	Securitisation gain on sale (as set out in paragraph 562 of Basel II framework)	N/A	
14	Gains and losses due to changes in own credit risk on fair valued liabilities	N/A	
15	Defined benefit superannuation fund net assets	2.4	е
16	Investment in own shares (if not already netted off paid-in capital on reported balance sheet)	N/A	
17	Reciprocal cross-holdings in common equity	N/A	
	Investments in the capital of banking, financial and insurance entities that are outside the scope of		
	regulatory consolidation, net of eligible short positions, where the ADI does not own more than 10% of the		
18	issued share capital (amount above 10% threshold)	N/A	
	Significant investments in the ordinary shares of banking, financial and insurance entities that are outside		
19	the scope of regulatory consolidation, net of eligible short positions (amount above 10% threshold)	N/A	
20	Mortgage service rights (amount above 10% threshold)	N/A	
21	Deferred tax assets from temporary differences (amount above 10% threshold, net of related tax liability)	N/A	
22	Amount exceeding 15% threshold	N/A	
23	of which: significant investments in ordinary shares of financial entities	N/A	
24	of which: mortgage servicing rights	N/A	
25	of which: deferred tax assets arising from temporary differences	N/A	
26	National specific regulatory adjustments (sum of rows 26a, 26b, 26c, 26d, 26e, 26f, 26g, 26h, 26i and 26j)	224.8	
26a	of which: treasury shares	N/A	
	of which: offset to dividends declared under a dividend reinvestment plan (DRP), to the extent that the		
26b	dividends are used to purchase new ordinary shares issued by the ADI	N/A	
26c	of which: deferred fee income	N/A	
26d	of which: equity investments in financial institutions not reported in rows 18, 19 and 23	12.6	w (less i)
26e	of which: deferred tax assets not reported in rows 10, 21 and 25	6.6	u - v
26f	of which: capitalised expenses	187.6	k - o
	of which: investments in commercial (non-financial) entities are deducted under APRA prudential		
26g	requirements	6.1	w
26h	of which: covered bonds in excess of asset cover in pools	N/A	Ì
26i	of which: undercapitalisation of a non-consolidated subsidiary	9.1	w
26i	of which: other national specific regulatory adjustments not reported in rows 26a to 26i	2.8	У
-,	Regulatory adjustments applied to Common Equity Tier 1 due to insufficient Additional Tier 1 and Tier 2 to		,
	cover deductions	0.0	
27			
27 28	Total regulatory adjustment to Common Equity Tier 1	1,674.2	



	Additional Tier 1 Capital: instruments					
30	Directly issued qualifying Additional Tier 1 instruments	268.9	b			
31	of which: classified as equity under applicable accounting standards	N/A				
32	of which: classified as liabilities under applicable accounting standards	268.9				
33	Directly issued capital instruments subject to phase out from Additional Tier 1	169.6	c-d			
	Additional Tier 1 instruments (and CET1 instruments not included in row 5) issued by subsidiaries and					
34	held by third parties (amount allowed in group AT1)	N/A				
35	of which: instruments issued by subsidiaries subject to phase out	N/A				
36	Additional Tier 1 Capital before regulatory adjustments	438.5				
	Additional Tier 1 Capital: regulatory adjustments					
37	Investments in own Additional Tier 1 instruments	N/A				
38	Reciprocal cross-holdings in Additional Tier 1 instruments	N/A				
39	Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the ADI does not own more than 10% of the issued share capital (amount above 10% threshold)	N/A				
40	Significant investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions)	N/A				
41	National specific regulatory adjustments (sum of rows 41a, 41b and 41c)	N/A				
41a	of which: holdings of capital instruments in group members by other group members on behalf of third parties	N/A				
41b	of which: investments in the capital of financial institutions that are outside the scope of regulatory consolidation not reported in rows 39 and 40	N/A				
41c	of which: other national specific regulatory adjustments not reported in rows 41a and 41b	N/A				
42	Regulatory adjustments applied to Additional Tier 1 due to insufficient Tier 2 to cover deductions	N/A				
43	Total regulatory adjustments to Additional Tier 1 capital	0.0				
44	Additional Tier 1 capital (AT1)	438.5				
45	Tier 1 Capital (T1=CET1+AT1)	2,825.4				

	Tier 2 Capital: instruments and provisions		
46	Directly issued qualifying Tier 2 instruments	0.0	
47	Directly issued capital instruments subject to phase out from Tier 2	290.8	Х
	Tier 2 instruments (and CET1 and AT1 instruments not included in rows 5 or 34) issued by subsidiaries		
48	and held by third parties (amount allowed in group T2)	N/A	
49	of which: instruments issued by subsidiaries subject to phase out	N/A	
50	Provisions	154.1	р
51	Tier 2 capital before regulatory adjustments	444.9	
	Tier 2 Capital: regulatory adjustments		
52	Investments in own Tier 2 instruments	N/A	
53	Reciprocal cross-holdings in Tier 2 instruments	N/A	
54	Investments in the Tier 2 capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the ADI does not own more than 10% of the issued share capital (amount above 10% threshold)	N/A	
55	Significant investments in Tier 2 capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions	N/A	
56	National specific regulatory adjustments (sum of rows 56a, 56b and 56c)	0.0	
56a	of which: holdings of capital instruments in group members by other group members on behalf of third parties	N/A	
56b	of which: investments in capital of financial institutions that are outside the scope of regulatory consolidation not reported in row 54 and 55	N/A	
56c	of which: other national specific regulatory adjustments not reported in rows 56a and 56b	N/A	
57	Total regulatory adjustments to Tier 2 capital	0.0	
58	Tier 2 capital (T2)	444.9	
59	Total capital (TC=T1+T2)	3,270.3	
60	Total risk-weighted assets based on APRA standards	30,530.2	

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	Capital ratios and buffers					
61	Common Equity Tier 1 (as a percentage of risk-weighted assets)	7.82%				
62	Tier 1 (as a percentage of risk-weighted assets)	9.25%				
63	Total capital (as a percentage of risk-weighted assets)	10.71%				
	Buffer requirement (minimum CET1 requirement of 4.5% plus capital conservation buffer of 2.5% plus any					
64	countercyclical buffer requirements expressed as a percentage of risk-weighted assets)	7.00%				
65	of which: capital conservation buffer requirement	2.50%				
66	of which: ADI-specific countercyclical buffer requirements	0.00%				
67	of which: G-SIB buffer requirement (not applicable)	0.00%				
68	Common Equity Tier 1 available to meet buffers (as a percentage of risk-weighted assets)	0.82%				
	National minima (if different from Basel III)					
69	National Common Equity Tier 1 minimum ratio (if different from Basel III minimum)					
70	National Tier 1 minimum ratio (if different from Basel III minimum)					
71	National total capital minimum ratio (if different from Basel III minimum)					
	Amount below thresholds for deductions (not risk-weighted)					
72	Non-significant investments in the capital of other financial entities	N/A				
73	Significant investments in the ordinary shares of financial entities	N/A				
74	Mortgage servicing rights (net of related tax liability)	N/A				
75	Deferred tax assets arising from temporary differences (net of related tax liability)	N/A				
	Applicable caps on the inclusion of provisions in Tier 2					
	Provisions eligible for inclusion in Tier 2 in respect of exposures subject to standardised approach (prior to					
76	application of cap)	154.1				
77	Cap on inclusion of provisions in Tier 2 under standardised approach	344.3				
	Provisions eligible for inclusion in Tier 2 in respect of exposures subject to internal ratings-based					
78	approach (prior to application of cap)	N/A				
79	Cap for inclusion of provision in Tier 2 under internal ratings-based approach	N/A				
	Capital instruments subject to phase-out arrangements (only applicable between 1 Jan 2018 to 1 Jan 2022)					
80	Current cap on CET1 instruments subject to phase out arrangements	N/A				
81	Amount excluded from CET1 due to cap (excess over cap after redemptions and maturities)	N/A				
82	Current cap on AT1 instruments subject to phase out arrangements	169.6	c-d			
83	Amount excluded from AT1 instruments due to cap (excess over cap after redemptions and maturities)	18.8				
84	Current cap on T2 instruments subject to phase out arrangements	290.8	Х			
85	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	32.3				



Entities excluded from Level 2 Regulatory Consolidated Group

The material legal entities included within the accounting scope of consolidation, but excluded from the Level 2 regulatory consolidated group are details below:

Entity Name	Total Assets \$m	Total Liabilities \$m
1. Securitisation		
Torrens Series 2005-1	154.2	154.2
Torrens Series 2006-1(E) ⁽¹⁾	249.4	263.7
Torrens Series 2007-1	116.0	116.0
Torrens Series 2008-3	122.9	122.9
Torrens Series 2009-1	195.6	195.6
Torrens Series 2009-3	415.7	415.7
Torrens Series 2010-1	510.4	510.4
Torrens Series 2010-2	668.9	668.9
Torrens Series 2010-3 ⁽¹⁾	536.9	535.5
Torrens Series 2011-1 (E) ⁽¹⁾	653.6	652.5
Torrens Series 2011-2	498.3	498.3
Torrens Series 2013-1	825.8	825.8
Torrens Series 2013-2	516.0	516.0
Torrens Series 2005-3(E) ⁽¹⁾	201.1	209.7
Lighthouse Trust No 1	0.8	0.8
AIL Trust No 1	9.6	9.6
ABL Portfolio Funding Trust	15.4	15.4
2. Insurance and Funds Management		
Sandhurst Trustees Limited	33.1	17.0
Adelaide Managed Funds Limited	1.5	0.4

⁽¹⁾ The trust has in place cash flow hedges which will impact the net assets of the trust, due to the application of hedge accounting. For these swaps were hedge accounting is applied the value of the swap is recorded in equity. These entities remain solvent despite these accounting measurement differences.



Common Disclosure Template Reconciliation as at June 30th 2013

The following table provides details on the Bendigo and Adelaide Bank Limited Group's Balance Sheet and the Level 2 Regulatory Balance Sheet

Consolidated

	Group Balance Sheet \$m	Adjustment ⁽¹⁾	Level 2 Regulatory Balance Sheet \$m	Reference
Assets				
Cash and cash equivalents	383.8		352.9	
Due from other financial institutions Amounts receivable from controlled entities	293.9	- 0.0 84.6	293.9 84.6	
Amounts receivable from controlled entitles	- 0.0	04.0	04.0	
Financial assets held for trading	5,465.2	0.6	5,465.8	
Financial assets available for sale - debt securities	535.5	11.8	547.3	
Financial assets held to maturity Current tax asset	323.3	- 7.0	316.3	
Other assets	615.4		559.3	
of which Defined Benefit Superannuation Fund			2.4	е
of which Defined Benefit Superannuation Fund (Tax)			1.0	u
of which Loan and Lease Origination Fees and Commissions (Capitalised Expenses) of which Cost Associated with Issuing Capital Instruments (Capitalised Expenses)			3.0 0.1	k I
of which Other Capitalised Expenses			53.6	0
of which Other Common Equity Tier 1 Specific Adjustment Relating to Securtisations			2.8	У
Financial assets available for sale - equity investments	18.1		4.5	w
Derivatives Loans and other receivables - investment	31.9 554.1	88.4	120.3 554.1	
Net loans and other receivables	49,957.4	- 5,248.5	44,708.9	
of which Loan and Lease Origination Fees and Commissions (Capitalised Expenses)			63.1	k
of which Securitisation Start-up Costs (Capitalised Expenses)			17.0	n
of which General Reserves for Credit Losses of which Provisions			15.9 - 6.8	p u
OF WHICH FIOUSIONS			- 0.0	u
Investments accounted for using the equity method	15.6		14.2	w
Shares in controlled entities Property, plant & equipment	0.0 63.4	18.3 - 1.7	18.3 61.7	W
Deferred tax assets	132.1		125.4	u
Investment property	348.9	-	348.9	
Assets held for sale	25.4	-	25.4	
Intangible assets and goodwill of which is Intangible component of investment in subsidiaries and other entities	1,518.2	9.1	1,509.1 9. <i>1</i>	i
of which is Goodwill			1,367.7	f
of which Other Intangibles			90.6	j
of which Information Technology Software Costs (Capitalised Expenses)			50.8	m
Total Assets	60,282.2	- 5,171.3	55,110.9	
Liabilities				
Due to other financial institutions	379.5	-	379.5	
Deposits	47,439.0	0.2	47,439.2	
Notes payable Derivatives	6,400.6 98.4	- 5,464.4 - 13.0	936.2 85.4	
Other payables	688.7	230.8	919.5	
Amounts payable to controlled entities	-	-	-	
Loans payable to securitisation trusts		-	-	
Income tax payable Provisions	47.1 93.5	56.7	103.8 93.5	
Deferred tax liabilities	78.2	26.0	104.2	V
Reset preference shares	-	-	-	
Convertible Preference Sharres	268.9	-	268.9	
of which amount eligible AT1 Subordinated debt - at amortised cost	354.3	_	268.9 354.3	b
of which included in Tier 2 Capital (post haircut)	004.0		290.8	x
Total Liabilities	55,848.2	- 5,163.7	50,684.5	
Net Assets	4,434.0	- 7.6	4,426.4	
Equity				
Equity attributable to equity holders of the parent	-			
Issued capital - ordinary	3,758.0	- 0.0	3,758.0	
of which amount eligible for CET1			3,758.0	а
Perpetual non-cumulative redeemable convertible preference shares of which amount eliqible for CET1 (post haircut)	88.5	-	88.5 79.6	С
Step up preference shares	100.0		100.0	C
of which amount eligible for CET1 (post haircut)			90.0	d
Employee Share Ownership Plan (ESOP) shares	- 18.7	-	- 18.7	
Reserves	108.1	12.4	120.5 - 20.5	b
of which Gains/(Losses) on effective cash flow hedges of which Gains/(Losses) on effective cash flow hedges (tax)			- 20.5 8.8	h V
of which General Reserves for Credit Losses			138.3	p
of which Unrealised Gains/(Losses) on AFS Items			1.7	q
of which Property Revaluation Reserves			3.0	r
of which General Reserves of which Reserves for Equity-Settled Share-Based Payments			- 20.4 18.5	s t
Retained earnings	398.1	20.0	378.1	•
of which Retained Earnings and Current Year Earnings			320.7	g
Total Equity	4,434.0	7.6	4,426.4	

⁽¹⁾ Adjustment column reflects entities that are treated as non-consolidated entities and are excluded from the Level 2 Regulatory Consolidated Banking Group

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Main Features of Capital Instruments as at June 30th 2013

	Disclosure template for main features of Regulatory Capital Instruments							
		Bendigo and	Bendigo and	Bendigo and	Bendigo and	Bendigo and	Bendigo and	Bendigo and
		Adelaide Bank	Adelaide Bank	Adelaide Bank	Adelaide Bank	Adelaide Bank	Adelaide Bank	Adelaide Bank
1	Issuer	Limited	Limited	Limited	Limited	Limited	Limited	Limited
	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	BEN	BENPB	BENPC	BENPD	BENHB	BE3069	BE3073
3	Governing law(s) of the instrument	Victoria	Victoria	Victoria	Victoria	South Australia	South Australia	South Australia
	Regulatory Treatment							
		Common Equity						
4	Transitional Basel III rules	Tier 1	Additional Tier 1	Additional Tier 1	Additional Tier 1	Tier 2	Tier 2	Tier 2
		Common Equity						
5	Post-transitional Basel III rules.	Tier 1	Additional Tier 1	Additional Tier 1	Additional Tier 1	Tier 2	Tier 2	Tier 2
- 6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group	Solo and Group	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (ordinary shares/preference shares/subordinated notes/other)	Ordinary shares	Preference shares	Preference shares	Preference shares	Subordinated notes	Subordinated notes	Subordinated notes
. 8	Amount recognised in Regulatory Capital (Currency in mil, as of most recent reporting date)	3.758.00	79.63	90.00	268.87	18.98	9.00	225.0
9	Par value of instrument	5,. 55.55	90.00	100.00	268.87	21.09	10.00	250.0
	. a. valde of medianion		00.00		200.07	Liability-amortised	Liability-amortised	Liability-amortised
10	Accounting classification	Shareholders equity	Shareholders equity	Shareholders equity	Shareholders equity		cost	cost
	Original date of issuance	19/12/1985	9/05/2005	30/09/2004	1/11/2012	28/08/1998	16/10/2009	15/12/2010
	Perpetual or dated	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Dated	Dated
13		No maturity	No maturity	No maturity	No maturity	No maturity	16/10/2019	15/12/2020
	Issuer call subject to prior supervisory approval	No	Yes	Yes	Yes	Yes	Yes	Yes
			Optional Call Date :	Optional Call Date :				
			15 June 2015,		Optional Call Date :			
			Redemption of	Redemption of	13 December 2017,			
			\$100 per	\$100 per	Redemption of			
15	Optional call date, contingent call dates and redemption amount		preference share	preference share	\$100 per CPS			
	-							
			Bendigo and	Bendigo and	Bendigo and			
			Adelaide Bank may	Adelaide Bank may	Adelaide Bank may			
			also elect at its	also elect at its	also elect at its			
				option to Exchange				
			all or some CPS	all or some CPS	all or some CPS			
				after a Tax Event or				
I				a Regulatory Event,				
				and may elect at its				
				option to Convert all				
			CPS following the	CPS following the	CPS following the			
			occurrence of an	occurrence of an	occurrence of an			
I			Acquisition Event.	Acquisition Event.	Acquisition Event.			
			 Bendigo and 	 Bendigo and 	 Bendigo and 			
I			Adelaide Bank must	Adelaide Bank must	Adelaide Bank must			
16	Subsequent call dates, if applicable		С	С	С			

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			T	1			I	
17	Coupons/dividends Fixed or floating dividend/coupon	Fixed	Floating	Floating	Floating	Floating	Flooting	Floating
17	Fixed of floating dividend/coupon	rixeu	Floating	Floating	rioating	Floating	Floating	rioating
				1.75% up to the step up date and			The aggregate of 3 months BBSW and the margin: (A) For the period from (and including) the Issue Date to (but excluding) 16 October 2014, 4% (B) For the period from (and including) 16 October 2014 to (but excluding) the	
			4.50/ L 00.D	then 2.75 thereafer		00 B BB0W	Maturity Date, 4%	0 // DDOM
40	Occurs and and accordated index	N/A		above 90 day Bank	50/ - D1- Dill D-4-	90 Day BBSW +	plus 2%.	3 months BBSW +
18 19	Coupon rate and any related index Existence of a dividend stopper	Fully discretionary	Bank Bill Rate Mandatory	Bill Rate. Mandatory	5% + Bank Bill Rate Mandatory	100 bps Mandatory	Mandatory	4% margin
19	Existence of a dividend stopper	Fully discretionary	Mandatory	iviandatory	Iviaridatory	Manuatory	iviaridatory	Mandatory
20	Fully discretionary, partially discretionary or mandatory				Partially dicretionary	Mandatory	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	N/A	Yes	Yes	No	No step up	No step up	No step up
22	Noncumulative or cumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative
23	Convertible or non-convertible	Nonconvertible	Convertible	Convertible	Convertible	Nonconvertible	Nonconvertible	Nonconvertible
				Mandatory Conversion Optional conversion Conversion or write- down on Capital Trigger Event				
24	If convertible, conversion trigger(s)		ggor Evont	ggor Evont	ggc/ Lvont	N/A	N/A	N/A
25	If convertible, fully or partially		May convert fully or partialy	May convert fully or partialy	May convert fully or partialy	N/A	N/A	N/A

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	Conversion into Ordinary Shares:	Conversion into Ordinary Shares:	Conversion into Ordinary Shares:			
	Conversion is into approximately	Conversion is into approximately	Conversion is into approximately			
	\$102.56 worth of Ordinary Shares	\$102.56 worth of Ordinary Shares	\$102.56 worth of Ordinary Shares			
			per CPS (based on the \$100 CPS Issue			
	Price and the	Price and the	Price and the			
	volume weighted	volume weighted	volume weighted			
	average price (subject to certain	average price (subject to certain	average price (subject to certain			
	adjustments and	adjustments and	adjustments and			
	calculated in	calculated in	calculated in			
	accordance with the	accordance with the	accordance with the			
26 If convertible, conversion rate	Terms)	Terms)	Term			
27 If convertible, mandatory or optional conversion	Mandatory	Mandatory	Mandatory			
28 If convertible, specify instrument type convertible into	Ordinary Shares	Ordinary Shares	Ordinary Shares	•		
29 If convertible, specify issuer of instrument it coverts into	BEN	BEN	BEN			
30 Write-down feature	Yes	Yes	Yes		No	No

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		APRA notifies the	APRA notifies the	APRA notifies the			
		Issuer in writing	Issuer in writing	Issuer in writing			
		that:	that:	that:			
		conversion or write-	conversion or write-	conversion or write-			
		off of Additional	off of Additional	off of Additional			
		Capital Instruments	Capital Instruments	Capital Instruments			
		is necessary	is necessary	is necessary			
		because, without it.	because, without it,				
		APRA considers	APRA considers	APRA considers			
		that Bendigo and	that Bendigo and	that Bendigo and			
		Adelaide Bank	Adelaide Bank	Adelaide Bank			
			would become non-				
		viable: or	viable; or	viable: or			
		it has determined	it has determined	it has determined			
		that Bendigo and	that Bendigo and	that Bendigo and			
31 If write-down, write-down trigger(s)		Adelaide Ban	Adelaide Ban	Adelaide Ban			
i white down, white down anggeritor		May be written	May be written	May be written			
32 If write-down, full or partial		down partially	down partially	down partially			
oz ii wine down, fair or partial		down partially	down partially	down partially			
33 If write-down, permanent or temporary		Permanent	Permanent	Permanent			
34 If temporary write-down, description of write-up mechanism				N/A			
				,			
		Senior obligations	Senior obligations	Senior obligations			
		(ranking higher):	(ranking higher):	(ranking higher):			
		Prefered and	Prefered and	Prefered and			
		secured debt.	secured debt,	secured debt.			
			Unsubordinated and				
		unsecured debt.	unsecured debt.	unsecured debt.			
		Subordinated and	Subordinated and	Subordinated and			
35 Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)		unsecured debt	unsecured debt	unsecured debt	Senior Notes	Senior Notes	Senior Notes
36 Non-compliant transitional features		No	No	No	No	No	No
37 If yes, specify non-compliant features		N/A	N/A	N/A	140	110	140
or jury 500, opening from complicant relations	l .	1973	14//3	14//1			

Further details of the main features of Capital Instruments included in the Group's Regulatory Capital can be found at: http://www.bendigoadelaide.com.au/public/shareholders/prospectus.asp

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Capital Adequacy as at June 30th 2013

Reference	Item Description	Value
(a)	Capital requirements (in terms of risk-weighted assets) for credit risk (excluding securitisation) by	
	portfolio:	
	Claims secured by residential mortgage	12,382.0
	Other retail	13,313.6
	Corporate	0.0
	Banks and Other ADIs	125.9
	Government	46.9
	All other	1,041.4
	Capital requirements (in terms of risk-weighted assets) for securitisation	630.7
(b)	Capital requirements (in terms of risk-weighted assets) for equity exposures in the IRB approach	N/A
(c)	Capital requirements (in terms of risk-weighted assets) for market risk	363.6
(d)	Capital requirements (in terms of risk-weighted assets) for operational risk	2,626.1
	Capital requirements (in terms of risk-weighted assets) for interest rate risk in the banking book	
(e)	(IRRBB) (IRB/AMA-approved Australian-owned ADI's only)	N/A
(f)	Common Equity Tier 1, Tier 1 and Total Capital ratio for the consolidated banking group	
	Common Equity Tier 1 for the consolidated group	7.82%
	Tier 1 capital ratio for the consolidated group	9.25%
	Total capital ratio for the consolidated group	10.71%

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Credit Risk as at June 30th 2013

D-(Credit Risk as at June 30th 2013	lun 2012 Quester	Mar 2012 Quarter	Averege
Reference	Item Description	Jun 2013 Quarter	Mar 2013 Quarter	Average
(a) i	Total gross credit risk exposures (excluding equity investments and securitisation			
	exposures), plus average gross exposure over the period, broken down by major types of			
	credit exposure:			
	Loans	45,927.9	45,123.6	45,525.7
	Debt securities (1)	558.6	439.4	499.0
	Commitments and other non-market off balance sheet exposures (1)	1,462.2	1,338.1	1,400.1
	Market-related off balance sheet exposures (1)	67.2	54.8	61.0
II	Total gross credit risk exposures (excluding equity investments and securitisation exposures), plus average gross exposure over the period, broken down by portfolio:	0.0	0.0	0.0
			0.0	
	Claims secured by residential mortgage ⁽¹⁾ Other retail ⁽¹⁾	31,254.2	30,690.8	30,972.5
		14,681.3	14,282.0	14,481.6
	Corporate	0.0	0.0	0.0
	Banks and Other ADIs	581.4	452.8	517.1
	Government	47.0	44.3	45.7
	All other (1)	1,451.9	1,486.1	1,469.0
(b) i	Amount of impaired facilities, by portfolio:			
	Claims secured by residential mortgage	38.2		
	Other retail	352.0		
	Corporate	0.0		
	Banks and Other ADIs	0.0		
	Government	0.0		
	All other	0.0		
	Amount of past due facilities, by portfolio:	0.0		
	Claims secured by residential mortgage	175.8		
	Other retail	546.4		
	Corporate	0.0		
	Banks and Other ADIs	0.0		
	Government	0.0		
	All other	0.0		
ii	Specific provisions, by portfolio:	0.0		
	Claims secured by residential mortgage	9.1		
	Other retail (2)	106.7		
	Corporate	0.0		
	Banks and Other ADIs	0.0		
	Government	0.0		
	All other	0.0		
iii	Charges for specific provisions and write-offs during the period, by portfolio:	0.0		
	Claims secured by residential mortgage	2.2		
	Other retail	23.5		
	Corporate	0.0		
	Banks and Other ADIs	0.0		
	Government	0.0		
	All other	0.0		
(c)	The general reserve for credit losses	154.1		

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Securitisation Exposures as at June 30th 2013

Reference	Item Description	Jun 2013 Quarter	Jun 2013 Quarter
	Summary of current period's securitisation activity, including the total amount of exposures securitised (by exposure type) and recognised gain or loss on sale by exposure type:	Total exposures securitised	Recognised gain or loss on sale
	Residential Mortgage	500.0	0.0
	Credit Card and other personal loans	0.0	0.0
	Commercial Loans	0.0	0.0
	Other	0.0	0.0
(b)	Aggregate amount of total securitisation exposures retained or purchased:	On Balance Sheet	Off Balance Sheet
	Liquidity support facilities	0.0	28.4
	Derivative facilities	155.7	162.2
	Holdings of securities	6,531.0	0.0
	Other	0.0	0.0

- (1) Off-balance sheet exposures have been converted to their credit equivalent amounts.
- (2) \$11.8 million of provisions raised on the Great Southern Portfolio as collective provisions for statutory accounting purposes are reported here as specific provisions for APRA reporting purposes.