## asx release



09 September 2015

#### **Basel III Pillar 3 Disclosures: Prudential Standard APS 330**

**Adelaide**Bank

Bendigo and Adelaide Bank is an Authorised Deposit-taking Institution (ADI) subject to regulation by Australian Prudential Authority (APRA). Attached is the prudential information required to be disclosed in accordance with Prudential Standard APS 330.

The prudential disclosures have been prepared for the Bendigo and Adelaide Bank Limited (the Group) including Rural Bank Limited.

The disclosures provided have been prepared as at 30 June 2015.

#### **Further information**

Travis Crouch
Head of Capital and Investor Relations

Phone: 03 5485 6261 Mobile: 0418 552 922

### Table 1 Common Disclosure Template

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.

	30 June 2015	
	Basel III	
Capital Ratios	%	
Common Equity Tier 1	8.17%	
Tier 1	10.60%	
Total Capital	12.57%	

		30 June 2015 Basel III \$m	Reconciliation Table Reference
Comm	on Equity Tier 1 capital: instruments and reserves		
	Directly issued qualifying ordinary shares (and equivalent for		
1	mutually-owned entities) capital	4,235.4	а
2	Retained earnings	486.9	е
	Accumulated other comprehensive income (and other		_
3	reserves)	-55.0	f, p, q, r, s
	Directly issued capital subject to phase out from CET1 (only	<b>N1/A</b>	
4	applicable to mutually-owned companies)	N/A	
_	Ordinary share capital issued by subsidiaries and held by third	N1/A	
5	parties (amount allowed in group CET1)	N/A	
6	Common Equity Tier 1 capital before regulatory adjustments	4,667.3	
Comm	non Equity Tier 1 capital : regulatory adjustments		
7	Prudential valuation adjustments	N/A	
8	Goodwill (net of related tax liability)	1,441.5	d
	Other intangibles other than mortgage servicing rights (net of		
9	related tax liability)	64.3	g - h
	Deferred tax assets that rely on future profitability excluding		-
	those arising from temporary differences (net of related tax		
10	liability)	0.0	
11	Cash-flow hedge reserve	-51.2	f
12	Shortfall of provisions to expected losses	0.0	
	Securitisation gain on sale (as set out in paragraph 562 of		
13	Basel II framework)	N/A	
	Gains and losses due to changes in own credit risk on fair		
14	valued liabilities	N/A	
15	Defined benefit superannuation fund net assets	2.3	С
	Investments in own shares (if not already netted off paid-in		
16	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 issued share capital (amount above 10%		
18	threshold)	N/A	
	Significant investments in the ordinary shares of banking,		
	financial and insurance entities that are outside the scope of		
10	regulatory consolidation, net of eligible short positions (amount	NI/A	
19	above 10% threshold)	N/A	
20	Mortgage service rights (amount above 10% threshold)	N/A	
24	Deferred tax assets arising from temporary differences (amount above 10% threshold, net of related tax liability)	N1/A	
21	Amount exceeding the 15% threshold	N/A	
22	Amount exceeding the 1070 threshold	N/A	

		30 June 2015 Basel III	Reconciliation Table
		\$m	Reference
	of which: significant investments in the ordinary shares	φιιι	
23	of financial entities	N/A	
24	of which: mortgage servicing rights	N/A	
	of which: deferred tax assets arising from temporary		
25	differences	N/A	
	National specific regulatory adjustments (sum of rows 26a,		
26	26b, 26c, 26d, 26e, 26f, 26g, 26h, 26i and 26j)	375.5	
26a	of which: treasury shares	N/A	
	of which: offset to dividends declared under a dividend		
	reinvestment plan (DRP), to the extent that the		
	dividends are used to purchase new ordinary shares		
26b	issued by the ADI	N/A	
26c	of which: deferred fee income	N/A	
	of which: equity investments in financial institutions not		
26d	reported in rows 18, 19 and 23	20.2	v (less g)
	of which: deferred tax assets not reported in rows 10,		
26e	21 and 25	42.6	t (less u)
26f	of which: capitalised expenses	284.2	i - n
	of which: investments in commercial (non-financial)		
	entities that are deducted under APRA prudential		
26g	requirements	8.0	V
	of which: covered bonds in excess of asset cover in		
26h	pools	N/A	
	of which: undercapitalisation of a non-consolidated		
26i	subsidiary	9.1	V
	of which: other national specific regulatory adjustments		
26j	not reported in rows 26a to 26i	11.4	Х
	Regulatory adjustments applied to Common Equity Tier 1 due		
27	to insufficient Additional Tier 1 and Tier 2 to cover deductions	0.0	
28	Total regulatory adjustments to Common Equity Tier 1	1,832.4	
29	Common Equity Tier 1 Capital (CET1)	2,834.9	
۸dditi	onal Tier 1 Capital: instruments		
30	Directly issued qualifying Additional Tier 1 instruments	843.2	b
00	of which: classified as equity under applicable	040.2	b
31	accounting standards	N/A	
0.	of which: classified as liabilities under applicable	1471	
32	accounting standards	843.2	
<b>-</b>	Directly issued capital instruments subject to phase out from	0.0.2	
33	Additional Tier 1	0.0	
	Additional Tier 1 instruments (and CET1 instruments not		
	included in row 5) issued by subsidiaries and held by third		
34	parties (amount allowed in group AT1)	N/A	
	of which: instruments issued by subsidiaries subject to		
35	phase out	N/A	
36	Additional Tier 1 Capital before regulatory adjustments	843.2	
	onal Tier 1 Capital: regulatory adjustments	<b>.</b>	
37	Investments in own Additional Tier 1 instruments	N/A	
38	Reciprocal cross-holdings in Additional Tier 1 instruments	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		
20	more than 10% of the issued share capital (amount above 10% threshold)	N1/A	
39	un condu	N/A	

Table	1 Common Disclosure Template Continued		
		30 June 2015 Basel III	Reconciliation Table
			Reference
		\$m	
	Significant investments in the capital of banking, financial and		
40	insurance entities that are outside the scope of regulatory	NI/A	
40	consolidation (net of eligible short positions)  National specific regulatory adjustments (sum of rows 41a, 41b	N/A	
41	and 41c)	N/A	
41	of which: holdings of capital instruments in group	IVA	
	members by other group members on behalf of third		
41a	parties	N/A	
	of which: investments in the capital of financial		
	institutions that are outside the scope of regulatory		
41b	consolidations not reported in rows 39 and 40	N/A	
	of which: other national specific regulatory adjustments		
41c	not reported in rows 41a and 41b	N/A	
	Regulatory adjustments applied to Additional Tier 1 due to		
42	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)	843.2	
45	Tier 1 Capital (T1=CET1+AT1)	3,678.1	
	Tier 2 Canital instruments and provisions		
46	Tier 2 Capital: instruments and provisions Directly issued qualifying Tier 2 instruments	300.0	W
40	Directly issued capital instruments subject to phase out from	300.0	У
47	Tier 2	206.8	w
71	Tier 2 instruments (and CET1 and AT1 instruments not	200.0	VV
	included in rows 5 or 34) issued by subsidiaries and held by		
48	third parties (amount allowed in group T2)	N/A	
.0	of which: instruments issued by subsidiaries subject to	1471	
49	phase out	N/A	
50	Provisions	178.1	0
51	Tier 2 Capital before regulatory adjustments	684.9	
<b>-</b> :			
	Capital: regulatory adjustments	NI/A	
52	Investments in own Tier 2 instruments	N/A	
53	Reciprocal cross-holdings in Tier 2 instruments Investments in the Tier 2 capital of banking, financial and	N/A	
	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		
54	(amount above 10% threshold)	N/A	
•	Significant investments in the Tier 2 capital of banking, financial	1471	
	and insurance entities that are outside the scope of regulatory		
55	consolidation, net of eligible short positions	N/A	
	National specific regulatory adjustments (sum of rows 56a, 56b		
56	and 56c)	0.0	
	of which: holdings of capital instruments in group		
	members by other group members on behalf of third		
56a	parties	N/A	
	of which: investments in the capital of financial		
	institutions that are outside the scope of regulatory		
56b	consolidation not reported in rows 54 and 55	N/A	
	of which: other national specific regulatory adjustments		
56c	not reported in rows 56a and 56b	N/A	
57	Total regulatory adjustments to Tier 2 capital	0.0	
58	Tier 2 capital (T2)	684.9	
59	Total capital (TC=T1+T2)	4,363.0	
60	Total risk-weighted assets based on APRA standards	34,712.9	

Table 1	Common Disclosure Template Continued		
	·	30 June 2015 Basel III	Reconciliation Table
		\$m	Reference
Capital	ratios and buffers	•	
	Common Equity Tier 1 (as a percentage of risk-weighted		
61	assets)	8.17%	
62	Tier 1 (as a percentage of risk-weighted assets)	10.60%	
63	Total capital (as a percentage of risk-weighted assets)	12.57%	
	Buffer requirement (minimum CET1 requirement of 4.5% plus capital conservation buffer of 2.5% plus any countercyclical		
	buffer requirements expressed as a percentage of risk-		
64	weighted assets)	7.00%	
65	of which: capital conservation buffer requirement of which: ADI-specific countercyclical buffer	2.50%	
66	requirements	0.00%	
67	of which: G-SIB buffer requirement (not applicable)	0.00%	
	Common Equity Tier 1 available to meet buffers (as a		
68	percentage of risk-weighted assets)	3.67%	
Nationa	al minima (if different from Basel III)		
69	National Common Equity Tier 1 minimum ratio (if different from Basel III minimum)		
00	National Tier 1 minimum ratio (if different from Basel III		
70	minimum)		
	National total capital minimum ratio (if different from Basel III		
71	minimum)		
Amount	below thresholds for deductions (not risk-weighted)  Non-significant investments in the capital of other financial		
72	entities	N/A	
12	Significant investments in the ordinary shares of financial	IVA	
73	entities	N/A	
73 74	Mortgage servicing rights (net of related tax liability)	N/A	
74	Deferred tax assets arising from temporary differences (net of	IV/A	
75	related tax liability)	N/A	
Applica	ble caps on the inclusion of provisions in Tier 2		
, фроч	Provisions eligible for inclusion in Tier 2 in respect of		
	exposures subject to standardised approach (prior to		
76	application of cap)	178.1	
. •	Cap on inclusion of provisions in Tier 2 under standardised		
77	approach	388.7	
	Provisions eligible for inclusion in Tier 2 in respect of		
	exposures subject to internal ratings-based approach (prior to		
78	application of cap)	N/A	
	Cap for inclusion of provisions in Tier 2 under internal ratings-		
79	based approach	N/A	
Canital	instruments subject to phase-out arrangements (only		
	ble between 1 Jan 2018 and 1 Jan 2022)  Current cap on CET1 instruments subject to phase out		
80		N/A	
80	arrangements Amount excluded from CET1 due to cap (excess over cap after	IVA	
01	redemptions and maturities	NI/A	
81	Current cap on AT1 instruments subject to phase out	N/A	
82	arrangements	0.0	
UZ	Amount excluded from AT1 instruments due to cap (excess	0.0	
83	over cap after redemptions and maturities)	0.0	
83	Current cap on T2 instruments subject to phase out	0.0	
Q/I	·	206.0	
84	arrangements Amount excluded from T2 due to cap (excess over cap after	206.8	W
85	redemptions and maturities)	74.3	
55	rodomptiono una matantico)	14.3	

## Common Disclosure Template Reconciliation as at 30 June 2015

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

Template/

Assetts   Cash and cash applications   981.6   -59.0   922.6		Group Balance Sheet	-	Regulatory Balance Sheet	Template/ Reconciliation Table Reference
Cash and cash equivalents	Accate	\$m	\$m	\$m	
Description of the financial institutions   215.7   0.0   215.7   Amounts receivable from controlled entries   0.0   25.7   Financial assets bett for trading   5.56.29   0.4   5.563.7   Financial assets bett for trading   5.56.29   0.4   5.563.7   Financial assets bett to make the process   2.48   0.0   of which Equity Insestment Exposures   2.48   0.0   of which Delived Beset Superamustion Fund   48.0   25.6   48.5   Of controllation of the following the process   2.5   48.5   Of which Delived Beset Superamustion Fund   48.0   25.6   48.5   Of which Delived Beset Superamustion Fund   48.0   25.6   48.5   Of which Delived Beset Superamustion Fund   48.0   25.6   48.5   Of which Delived Beset Superamustion Fund   48.0   28.0   Of which Delived Capitalised Experames   55.531.6   40.03   28.0   Of which Delived Capitalised Experames   55.531.6   40.03   28.0   Of which Delived Beset Superamustion Fine and Commissions (Capitalised Experames)   55.531.6   40.03   28.0   Of which Delived Beset Superamustion Fine and Commissions (Capitalised Experames)   55.531.6   40.03   28.0   Of which Delived Beset Superamustion Fine and Commissions (Capitalised Experames)   55.531.6   40.03   28.0   Of which Delived Beset Superamustion Fine Superamustion Fin		981.6	-59.0	922.6	
France  as sets held for trading   5,562.9   0.4   5,563.3   1,565.0   1,000.0   1,0	·				
Financial assets available for asie of which Equip Interestment Egopomes  Financial assets held to maturity  30.07 6.65 2942  Financial assets held to maturity  4509 25.6 485.5  of which Defined Beroel Superminustry  4509 25.6 485.5  of which Defined Beroel Superminustry  and Which Defined	Amounts receivable from controlled entities	0.0	25.7	25.7	
Online   Caputs   December   Caputs	Financial assets held for trading	,		5,563.3	
Financial assets held to maturity		601.3	-40.7		
Other assetts   469,9   25.6   485.5		200.7	6.5		V
of which Defined Benefit Signermountion Fund of which Tax Anglements for Benefit Signer and Unrealised Gainst (Losses) 0.9 of which Loan and Lease Origination Fees and Commissions (Capitalised Expenses) 0.0 of which Loan and Lease Origination Fees and Commissions (Capitalised Expenses) 0.0 of which Other Capitalised Expenses 0.0 of which Other Lase Origination Fees and Commissions (Capitalised Expenses) 0.0 of which Other Lase Origination Fees and Commissions (Capitalised Expenses) 0.0 of which Other Lase Origination Status 0.0 of which Other Research to Costs (Capitalised Expenses) 0.0 of which Other Research Capitalised Expenses 0.0 of which Other Capitalised Expenses 0.0 of	•				
of which Tax Aquisments for Reserves and Unrealised Garnet(Losses)		400.0	20.0		С
of which Coart Associated with Issuing Capital instruments Cispitalised Expenses) 1004 of which Other Common Equity Tier 1 Specific Adjustments Relating to Securitisation 63.8 70.0 133.8 Net Loans and other receivables 63.8 70.0 133.8 Net Loans and other receivables 65.531.6 4,083.2 51,448.4 of which Chief Common Equity Tier 1 Specific Adjustments Relating to Securitisation 55.531.6 4,083.2 51,448.4 of which Chief Common Equity Tier 1 Specific Adjustments Relating to Securitisation 51.449.4 15.0 15.0 of which Chief Research Cess (Capitalised Expenses) 63.8 70.0 133.8 Net Loans and debre receivables 65.531.6 4,083.2 51.5 15.0 of which General Research Control Losses 73.3 16.0 of which Securitisation 51.449.2 Cess 73.3 16.0 of which Cess 73.4 of Securitis 61.449.2 Cess 73.3 of which Chief Interpolitis 61.44	·				t
of which Other Capitalisated Expenses of which Other Capitalisated Expenses of which Other Capitalisated Expenses of which Other Cammon Equity That 1 Specific Adjustments Relating to Securitisation of which Loan and Loans Origination Fees and Commissions (Capitalised Expenses) of which Loan and Loans Origination Fees and Commissions (Capitalised Expenses) of which Loan and Loans Origination Fees and Commissions of which Loan and Loans Origination Research Capitalised Expenses) of which Loan and Loans Origination Research Capitalised Expenses of which Loan and Loans Origination Research Capitalised Expenses) of which Loan and Loans Origination Research Capitalised Expenses of which Capitalised Expenses to Credit Loanses which Research Expenses to Credit Loanses The Capitalised Capitalised Expenses of which Souther Analysis of Capitalised Expenses of which Information Technology Software Costs (Capitalised Expenses)  Liabilities  Liabiliti	of which Loan and Lease Origination Fees and Commissions (Capitalised Expenses)			3.2	i
14   Christ   Charge Cammon Equity Tier   Specific Adjustments Relating to Securitisation   63.8   70.0   13.38   70.0   13.38   70.0   13.38   70.0   13.38   70.0   13.38   70.0   13.38   70.0   13.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   70.0   73.38   73.					j
Derhatives					m 
Net loans and other receivables   55,531.6   4,083.2   51,448.4	· · · · · · · · · · · · · · · · · · ·	63.8	70.0		х
of which Loan and Lasae Origination Fees and Commissions (Capitalised Expenses) of which General Resense for Condit Losses					
of which General Reseness for Credit Losses   1313   1316		22,222	.,		i
Investments in joint ventures accounted for using the equiry method	of which Securitisation Start-up Costs (Capitalised Expenses)			15.0	1
Sharesin controlled entities   0.0   8.13   8.2   8.5   9.					0
Poperty plant & equipment   98.8   -2.3   96.5   Poterty plant & equipment   146.4   -1.2   145.2   145.2   Poterty plant & sasets   146.4   -1.2   145.2   Poterty plant & sasets   146.4   -1.2   145.2   Poterty plant & sasets   146.4   -1.2   Poterty plant & sasets   146.4   -1.2   Poterty plant   148.2   Poterty	,				V
Deferred tax assets   146.4   -1.2   145.2					V
Investment property   A82.0   0.0   A82.0					t
Assets held for sale         0.0         0.0         0.0           Intangible assets and goodwill         1,580.5         9.2         1,571.3           of which is Goodwill         1,580.5         9.2         1,571.3           of which is Goodwill         1,411.5         0.0           of which Differ Intangables         4,062.1         1,913.3           of which Differ Intangables         4,062.1         1,913.3           Total Assets         66,028.8         4,062.1         1,913.3           Liabilities         202.7         0.0         202.7           Due to other financial institutions         202.7         0.0         202.7           Opposits         53,505.3         0.3         53,505.6           Notes payable         4,925.9         4,221.4         704.5           Derivatives         188.2         14.4         19.6           Other payables         688.4         145.9         381.6           Income tax payable         114.7         0.0         114.7           Of which Tax Adjustments for Resense and Unrealised Gains/(Losses)         111.8         9.8         31.6           Or weith Tax Adjustments for Resense and Unrealised Gains/(Losses)         81.5         0.0         592.6					ι
Intangible assets and goodwill of which is Intangible component of Investment in Subsidiaries and Other Entities of which is Intangible component of Investment in Subsidiaries and Other Entities of which is Goodwill of which in Induntation Technology Software Costs (Capitalised Expenses)	· · ·				
1,41,15   1,41					
1,411,5   1,65   1,55				9.2	g
Total Assets   Tota	of which is Goodwill				d
	· · · · · · · · · · · · · · · · · · ·				h
Due to other financial institutions   202.7   0.0   202.7		CC 000 0	4.000.4		k
Due to other financial institutions         202.7 beposits         0.0 202.7 beposits         35,505.3 b.         42,221.4 b.         704.5 b.         704	Total Assets	66,028.8	-4,062.1	61,991.3	
Deposits         53,505.3         0.3         53,505.6           Notes payable         4,925.9         -4,221.4         704.5           Derivatives         108.0         5.4         111.4           Other payables         688.4         145.9         834.3           Income tax payable         118.2         1.4         19.6           Provisions         111.7         0.0         111.4           Deferred tax liabilities         111.8         19.8         131.6           of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)         819.5         0.0         819.5           Ownertible Preference Shares         819.5         0.0         819.5         0.0           of which Amount Eligible ATI         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities)         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities)         61,087.1         -4,048.6         57,038.5           Net Assets         61,087.1         -4,048.6         57,038.5         1           Default         Total Liabilities         61,087.1         -4,048.6         57,038.5           Net Assets	Liabilities				
Notes payable         4,925,9         -4,221,4         704,5           Derivatives         108.0         5.4         113.4           Other payables         688.4         145,9         834.3           Income tax payable         118.2         1.4         19.6           Provisions         111.7         0.0         114.7           Deferred tax liabilities         111.8         19.8         131.6           of which Tax Adjustments for Resenes and Unrealised Gains/(Losses)         81.5         0.0         819.5           Convertible Preference Shares         819.5         0.0         819.5         1.0           of which Amount Eligible ATI         843.2         1.0 </td <td></td> <td></td> <td></td> <td></td> <td></td>					
Derivatives         108.0         5.4         113.4           Other payables         688.4         145.9         834.3           Income tax payable         18.2         1.4         19.6           Provisions         111.7         0.0         114.7           Deferred tax liabilities         111.8         19.8         131.6           of which Tax Adjustments for Resense and Unrealised Gains/(Losses)         819.5         0.0         819.5           of which Amount Eligible AT1         843.2         1         4           of which Amount lingible AT2         22.7         22.7         1           Subordinated debt         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital (Post Hairout, Excluding Redemptions and Maturities)         20.0         592.6           of which Amount Included in Tier 2 Capital (Post Hairout, Excluding Redemptions and Maturities)         4.941.7         11.2         4.952.6           Net Associated with Issuing Capital Instrument (Capitalised Expenses)         4.941.7         11.2         4.952.6           Net Associated with Issuing Capital Instrument (Capitalised Expenses)         4.941.7         11.2         4.923.6           Net Associated with Issuing Capital Instrument (Capitalised Expenses)         4.941.7         11.2         4.923.6 </td <td>·</td> <td>,</td> <td></td> <td>,</td> <td></td>	·	,		,	
Other payables         688.4         145.9         834.3           Income tax payable         18.2         1.4         19.6           Provisions         111.6         0.0         114.7           Deferred tax liabilities         111.8         19.8         131.6           of which Tax Adjustments for Resense and Unrealised Gains/(Losses)         819.5         0.0         819.5           Convertible Preference Shares         819.5         0.0         819.5         843.2         1           of which Amount Eligibite AT1         843.2         843.2         1         4           of which Amount Included in Tier 2 Capital (Post Hairout, Excluding Redemptions and Maturities)         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital         206.8         v         206.8         v           of which Amount Included in Tier 2 Capital         300.0         592.6         300.0         592.6           of which Associated with Issuing Capital Instrument (Capitalised Expenses)         61,087.1         -4,048.6         57,038.5           Net Assets         4,941.7         11.2         4,952.9         -4,048.6         57,038.5           Equity         Share acpital         4,223.6         0.0         4,223.6         -4,048.6	• •				
Income tax payable   Income					
Provisions         114.7         0.0         114.7           Deferred tax liabilities         111.8         19.8         131.6           of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)         819.5         0.0         819.5           Convertible Preference Shares         819.5         0.0         819.5           of which Amount Eligible AT1         843.2         8           of which Cost Associated with Issuing Capital Instruments (Capitalised Expenses)         592.6         0.0         592.6           Subordinated debt         592.6         0.0         592.6         9.0         592.6           of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities)         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital Instrument (Capitalised Expenses)         4,00         4,00         592.6           Net Assets         61,087.1         -4,048.6         57,038.5         57.038.5           Net Assets         4,941.7         11.2         4,952.9           Equity         4         4,223.6         0.0         4,223.6           Share capital         4,223.6         0.0         4,223.6         2           of which Amount Included in Eligible for CET1         4,223.6         0	• •				
Deferred tax liabilities         111.8         19.8         131.6           of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)         81.6         1.0           Convertible Preference Shares         819.5         0.0         819.5           of which Amount Eligible AT1         843.2         843.2         843.2           of which Cost Associated with Issuing Capital Instruments (Capitalised Expenses)         592.6         0.0         592.6           Subordinated debt         592.6         0.0         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities)         592.6         0.0         592.6           of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)         1.3         1         1           Total Liabilities         61,087.1         -4,048.6         57,038.5         57,038.5           Net Assets         4,941.7         11.2         4,952.9           Equity         Share capital         4,223.6         0.0         4,223.6           of which Amount Included in Eligible for CET1         4,235.4         4         4           Reserves         95.0         -3.2         91.8         -51.2           of which Gains/(Losses) on Effective Cash Flow Hedges </td <td>· ·</td> <td></td> <td></td> <td></td> <td></td>	· ·				
Convertible Preference Shares         819.5         0.0         819.5           of which Amount Eligible AT1         843.2         843.2           of which Cost Associated with Issuing Capital Instruments (Capitalised Expenses)         592.6         0.0         592.6           Subordinated debt         592.6         0.0         592.6         w           of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities)         90.0	Deferred tax liabilities	111.8	19.8		
of which Amount Eligible AT1         843.2         1           of which Cost Associated with Issuing Capital Instruments (Capitalised Expenses)         592.6         0.0         592.6           Subordinated debt         592.6         0.0         592.6         0           of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities)         300.0         0         0           of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)         1.3         1.3         1           Total Liabilities         61,087.1         -4,048.6         57,038.5         57,038.5           Net Assets         4,941.7         11.2         4,952.9         1           Equity         Share capital         0.0         4,223.6         0         4,223.6         0         4,235.4         6         6         6         6         6         6         6         6         6         6         7         9         8         6         6         6         7         9         8         6         7         9         8         9         9         0         4,223.6         6         9         9         8         9         9         8         9         9 <t< td=""><td>of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)</td><td></td><td></td><td>81.6</td><td>u</td></t<>	of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)			81.6	u
of which Cost Associated with Issuing Capital Instruments (Capitalised Expenses)         23.7         7           Subordinated debt         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities)         206.8         w           of which Amount Included in Tier 2 Capital         300.0         9           of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)         1,3         1           Total Liabilities         61,087.1         -4,048.6         57,038.5           Net Assets         4,941.7         11.2         4,952.9           Equity         Equity         Equity         Equity         Equity         Use a capital of which Amount Included in Eligible for CET1         4,223.6         0.0         4,223.6         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         4,223.6         0         0         0         0         0		819.5	0.0		
Subordinated debt         592.6         0.0         592.6           of which Amount Included in Tier 2 Capital         300.0         300.0           of which Amount Included in Tier 2 Capital         300.0         300.0           of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)         61,087.1         -4,048.6         57,038.5           Net Assets         4,941.7         11.2         4,952.9           Equity         Share capital         4,223.6         0.0         4,223.6           of which Amount Included in Eligible for CET1         4,235.4         4           Reserves         95.0         -3.2         91.8           of which Gains/(Losses) on Effective Cash Flow Hedges         -51.2         -51.2           of which Gains/(Losses) on Effective Cash Flow Hedges         -51.2         -51.2           of which General Reserves for Credit Losses         146.8         6           of which General Reserves for Credit Losses         146.8         6           of which General Reserves         0.3         6           of which General Reserves         -20.4         -20.4           of which General Reserves for Credit Losses         -20.4         -20.4           of which General Reserves for Equity-Settled Share-Based Payments         14.5 <td< td=""><td>· · · · · · · · · · · · · · · · · · ·</td><td></td><td></td><td></td><td>b</td></td<>	· · · · · · · · · · · · · · · · · · ·				b
of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities) of which Amount Included in Tier 2 Capital of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)  Total Liabilities 61,087.1 -4,048.6 57,038.5  Net Assets 4,941.7 11.2 4,952.9  Equity  Share capital of which Amount Included in Eligible for CET1 4,236. of which Amount Included in Eligible for CET1 4,236. of which Amount Included in Eligible for CET1 4,236. of which Gains/(Losses) on Effective Cash Flow Hedges of which Gains/(Losses) on Effective Cash Flow Hedges of which General Reserves for Credit Losses of which General Reserves for Credit Losses of which General Reserves for Credit Losses of which General Reserves of which Reserves for Equity-Settled Share-Based Payments  Retained earnings  Retained earnings 623.1 -10.3 612.8 which Retained Earnings and Current Year Earnings		502.6	0.0		n
of which Amount Included in Tier 2 Capital of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)         300.0 mode of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)         1.3 mode of Ministrument (Capitalised Expenses)         57,038.5         57,03		392.0	0.0		w
of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses)         1.3         1.7           Total Liabilities         61,087.1         -4,048.6         57,038.5           Net Assets         4,941.7         11.2         4,952.9           Equity         Equity           Share capital         4,223.6         0.0         4,223.6           of which Amount Included in Eligible for CET1         4,235.4         4           Reserves         95.0         -3.2         91.8           of which Gains/(Losses) on Effective Cash Flow Hedges         95.0         -3.2         91.8           of which General Reserves for Credit Losses         95.0         -3.2         91.8           of which General Reserves for Credit Losses         146.8         90.0           of which Unrealised Gains/(Losses) on AFS Items         146.8         90.0           of which Property Revaluation Reserves         0.3         90.0         90.3         90.0           of which Reserves for Equity-Settled Share-Based Payments         20.4         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0         90.0					y
Net Assets         4,941.7         11.2         4,952.9           Equity         Share capital         4,223.6         0.0         4,223.6         of A,223.6         of Which Amount Included in Eligible for CET1         4,235.4         at 2,235.4				1.3	ń
Equity         4,223.6         0.0         4,223.6         of A,223.6	Total Liabilities	·		·	
Share capital         4,223.6         0.0         4,223.6           of which Amount Included in Eligible for CET1         4,235.4         4,235.4           Reserves         95.0         -3.2         91.8           of which Gains/(Losses) on Effective Cash Flow Hedges         -51.2         -51.2           of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)         21.9         0.0           of which General Reserves for Credit Losses         146.8         0.0           of which Unrealised Gains/(Losses) on AFS Items         1.8         0.3           of which Property Revaluation Reserves         0.3         0.3           of which General Reserves for Equity-Settled Share-Based Payments         14.5         5.0           Retained earnings         623.1         -10.3         612.8           which Retained Earnings and Current Year Earnings         486.9         666.2	Net Assets	4,941.7	11.2	4,952.9	
Share capital         4,223.6         0.0         4,223.6           of which Amount Included in Eligible for CET1         4,235.4         4,235.4           Reserves         95.0         -3.2         91.8           of which Gains/(Losses) on Effective Cash Flow Hedges         -51.2         -51.2           of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)         21.9         0.0           of which General Reserves for Credit Losses         146.8         0.0           of which Unrealised Gains/(Losses) on AFS Items         1.8         0.3           of which Property Revaluation Reserves         0.3         0.3           of which General Reserves for Equity-Settled Share-Based Payments         14.5         5.0           Retained earnings         623.1         -10.3         612.8           which Retained Earnings and Current Year Earnings         486.9         666.2	Equity				
of which Amount Included in Eligible for CET1       4,235.4         Reserves       95.0       -3.2       91.8         of which Gains/(Losses) on Effective Cash Flow Hedges       -51.2       -51.2         of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)       21.9       0         of which General Reserves for Credit Losses       146.8       0         of which Unrealised Gains/(Losses) on AFS Items       1.8       0         of which Property Revaluation Reserves       0.3       0         of which General Reserves       -20.4       0         of which Reserves for Equity-Settled Share-Based Payments       14.5       5         Retained earnings       623.1       -10.3       612.8         which Retained Earnings and Current Year Earnings       486.9       6		4,223.6	0.0	4,223.6	
of which Gains/(Losses) on Effective Cash Flow Hedges of which Tax Adjustments for Reserves and Unrealised Gains/(Losses) of which General Reserves for Credit Losses of which Unrealised Gains/(Losses) on AFS Items of which Property Revaluation Reserves of which General Reserves of which General Reserves to Which Reserves for Equity-Settled Share-Based Payments  Retained earnings fe23.1 -10.3 612.8 which Retained Earnings and Current Year Earnings	·	,			а
of which Tax Adjustments for Reserves and Unrealised Gains/(Losses)  of which General Reserves for Credit Losses  of which Unrealised Gains/(Losses) on AFS Items  of which Property Revaluation Reserves  of which General Reserves  of which General Reserves  thich General Reserves  of which Reserves for Equity-Settled Share-Based Payments  Retained earnings  feeds.1 -10.3 612.8  which Retained Earnings and Current Year Earnings		95.0	-3.2	91.8	
of which General Reserves for Credit Losses       146.8         of which Unrealised Gains/(Losses) on AFS Items       1.8         of which Property Revaluation Reserves       0.3         of which General Reserves       -20.4         of which Reserves for Equity-Settled Share-Based Payments       14.5         Retained earnings       623.1       -10.3       612.8         which Retained Earnings and Current Year Earnings       486.9       686.9	, ,				f
of which Unrealised Gains/(Losses) on AFS Items  of which Property Revaluation Reserves  of which General Reserves  of which Reserves for Equity-Settled Share-Based Payments  Retained earnings  which Retained Earnings and Current Year Earnings  1.8  p. 1.8  p. 2.0  623.1  1.8  p. 3  p. 4  p. 3  p. 4  p. 3  p. 4  p. 4  p. 5  p. 7  p. 7					u
of which Property Revaluation Reserves  of which General Reserves  of which Reserves for Equity-Settled Share-Based Payments  Retained earnings  which Retained Earnings and Current Year Earnings  0.3  -20.4  14.5  SRETAINED  623.1  -10.3  612.8  486.9					0
of which General Reserves of which Reserves for Equity-Settled Share-Based Payments  Retained earnings 623.1 -10.3 612.8 which Retained Earnings and Current Year Earnings					p q
of which Reserves for Equity-Settled Share-Based Payments  Retained earnings 623.1 -10.3 612.8 which Retained Earnings and Current Year Earnings 486.9					q r
which Retained Earnings and Current Year Earnings 486.9					s
	Retained earnings	623.1	-10.3	612.8	
Total Equity 4,941.7 -13.5 4,928.2					е
	Total Equity	4,941.7	-13.5	4,928.2	

#### Notes

<sup>&</sup>lt;sup>1</sup> The Adjustment column reflects entities that are treated as non-consolidated entities and are excluded from the Level 2 Regulatory Consolidated Banking Group.

# Entities Excluded from Level 2 Regulatory Consolidation Group

The following table provides details of material entities included within the accounting scope of consolidation but excluded from regulatory consolidation.

Entity	Total Assets Total Liabiliti			
	\$m	\$m		
Securitisation				
Torrens Series 2007-1	64.1	64.1		
Torrens Series 2008-3	65.8	65.8		
Torrens Series 2009-1	124.7	124.7		
Torrens Series 2009-3	238.2	238.2		
Torrens Series 2010-1	297.5	297.5		
Torrens Series 2010-2	388.0	388.0		
Torrens Series 2010-3	281.3	281.3		
Torrens Series 2011-1(E)	390.1	390.1		
Torrens Series 2011-2	256.5	256.5		
Torrens Series 2013-1	499.9	499.9		
Torrens Series 2013-2	306.1	306.1		
Torrens Series 2014-1	379.9	379.9		
Torrens Series 2014-2	545.8	545.8		
Torrens Series 2015-1	511.4	511.4		
AIL Trust No 1	4.7	4.7		
ABL Portfolio Funding Trust	2.4	2.4		
Insurance and Funds Management				
Sandhurst Trustees Limited	25.9	3.9		
Adelaide Managed Funds Limited	1.6	0.4		

## Table 2 Main Features of Capital Instruments

The main features of capital instruments are updated on an ongoing basis. The information as at the reporting date is provided in Appendix A.

## Bendigo and Adelaide Bank Limited, Basel III Pillar 3 Disclosures, 30 June 2015

Table 3 Capital Adequacy	30 June 2015	31 March 2015
Risk-weighted Assets	\$m	\$m
Capital requirements (in terms of risk-weighted assets) for credit risk (excluding securitisation) by portfolio:		
Claims secured by residential mortgage	14,204.0	14,219.0
Other retail	15,449.4	15,380.5
Corporate	-	-
Banks and Other ADIs	171.8	180.6
Government	37.9	42.7
All other	968.3	1,491.8
Total on balance sheet assets and off balance sheet exposures	30,831.4	31,314.5
Securitisation Risk weighted assets <sup>3</sup>	262.8	334.5
Market Risk weighted assets	493.0	416.5
Operational Risk weighted assets	3,125.7	3,025.3
Total Risk Weighted Assets	34,712.9	35,090.9
Capital Ratios (for the consolidated group)	%	%
Common Equity Tier 1	8.17	7.92
Tier 1	10.60	9.77
Total Capital	12.57	11.73

#### Notes

<sup>&</sup>lt;sup>2</sup> Please refer to Table 5 for securitisation exposures.

### Bendigo and Adelaide Bank Limited, Basel III Pillar 3 Disclosures, 30 June 2015

Exposure Type <sup>4</sup> Loans  Debt securities  Commitments and other non-market off balance sheet exposures <sup>3</sup> Market-related off balance sheet exposures <sup>3</sup> Total exposures  Portfolios <sup>4</sup> Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate  Banks and other ADIs	30 June 2015 \$m  52,885.7  636.1  1,971.0  99.5  55,592.3  Gross Credit 30 June 2015  \$m  36,382.5  16,837.6  - 1,007.8	31 March 2015 \$m  53,133.6  709.3  1,988.3  146.6  55,977.8  Exposure  31 March 2015  \$m  36,351.5  16,685.1	30 June 2015 \$m  53,009.7  672.7  1,979.6  123.0  55,785.0  Average Gross C 30 June 2015  \$m  36,367.0  16,761.4	31 March 2019 \$m  52,530.0 646.4 1,971.3 109.3 55,257.0  Fredit Exposure 31 March 2019 \$m  35,933.3 16,625.6
Loans  Debt securities  Commitments and other non-market off balance sheet exposures <sup>3</sup> Market-related off balance sheet exposures <sup>3</sup> Total exposures  Portfolios <sup>4</sup> Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	52,885.7 636.1 1,971.0 99.5 55,592.3 Gross Credit 30 June 2015 \$m 36,382.5 16,837.6	53,133.6 709.3 1,988.3 146.6 55,977.8 Exposure 31 March 2015 \$m	53,009.7 672.7 1,979.6 123.0 55,785.0 Average Gross C 30 June 2015 \$m	52,530.0 646.4 1,971.3 109.3 55,257.0 Fredit Exposure 31 March 2019 \$m
Debt securities  Commitments and other non-market off balance sheet exposures <sup>3</sup> Market-related off balance sheet exposures <sup>3</sup> Total exposures  Portfolios <sup>4</sup> Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	636.1 1,971.0 99.5 55,592.3 Gross Credit 30 June 2015 \$m 36,382.5 16,837.6	709.3 1,988.3 146.6 55,977.8  Exposure 31 March 2015 \$m  36,351.5 16,685.1	672.7 1,979.6 123.0 55,785.0 Average Gross C 30 June 2015 \$m	646.4 1,971.3 109.3 55,257.0 Fredit Exposure 31 March 2019 \$m
Commitments and other non-market off balance sheet exposures <sup>3</sup> Market-related off balance sheet exposures <sup>3</sup> Total exposures  Portfolios <sup>4</sup> Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	1,971.0 99.5 55,592.3 Gross Credit 30 June 2015 \$m 36,382.5 16,837.6	1,988.3 146.6 55,977.8 Exposure 31 March 2015 \$m 36,351.5 16,685.1	1,979.6 123.0 55,785.0 Average Gross C 30 June 2015 \$m	1,971.3 109.3 55,257.0 Fredit Exposure 31 March 2015 \$m
Market-related off balance sheet exposures <sup>3</sup> Total exposures  Portfolios <sup>4</sup> Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	99.5  55,592.3  Gross Credit 30 June 2015  \$m  36,382.5  16,837.6	146.6  55,977.8  Exposure 31 March 2015 \$m  36,351.5 16,685.1	123.0 55,785.0 Average Gross C 30 June 2015 \$m 36,367.0	109.3 55,257.0 Fredit Exposure 31 March 201: \$m
Portfolios <sup>4</sup> Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	55,592.3  Gross Credit 30 June 2015 \$m  36,382.5 16,837.6	55,977.8  Exposure 31 March 2015 \$m  36,351.5 16,685.1	55,785.0  Average Gross C 30 June 2015 \$m  36,367.0	55,257.0 Fredit Exposure 31 March 201! \$m 35,933.3
Portfolios <sup>4</sup> Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	Gross Credit 30 June 2015 \$m 36,382.5 16,837.6	2015 \$m 36,351.5 16,685.1	Average Gross C 30 June 2015 \$m 36,367.0	redit Exposure 31 March 2019 \$m 35,933.3
Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	30 June 2015 \$m 36,382.5 16,837.6	31 March 2015 \$m 36,351.5 16,685.1	30 June 2015 \$m 36,367.0	31 March 2015 \$m 35,933.3
Claims secured by residential mortgage <sup>3</sup> Other retail <sup>3</sup> Corporate	\$m 36,382.5 16,837.6 -	\$m 36,351.5 16,685.1	<b>\$m</b> 36,367.0	\$m 35,933.3
Other retail <sup>3</sup> Corporate	16,837.6 -	16,685.1		
Corporate	-		16,761.4	16,625.6
		-		
Banks and other ADIs	1,007.8		-	-
		1,077.0	1,042.4	998.8
Government	38.0	42.8	40.4	41.3
All other <sup>3</sup>	1,326.4	1,821.5	1,573.9	1,658.1
Total exposures	55,592.3	55,977.8	55,785.0	55,257.0
				Charges fo specific provisions
30 June 2015 Portfolios	Impaired Loans \$m	Past Due Loans > 90 days \$m	Specific Provisions \$m	and write-offs during the period \$m
Claims secured by residential mortgage	27.9	172.7	7.2	2.1
Other retail <sup>5</sup>	294.7	426.3	136.3	- 0.1
Corporate	-	-	-	-
Banks and other ADIs	-	-	-	-
Government	-	-	-	-
All other	-	-	-	-
Total exposures	322.6	599.0	143.5	2.0
31 March 2015	Impaired Loans	Past Due Loans > 90 days	Specific Provisions	Charges for specific provisions and write-offs during the period
Portfolios	\$m	\$m	\$m	\$m
Claims secured by residential mortgage	32.0	193.2	7.8	2.5
Other retail <sup>5</sup>	300.6	493.5	128.7	6.7
Corporate	-	-	-	-
Banks and other ADIs	-	-	-	-
Government	-	-	-	-
All other				
Total exposures	332.6	686.8	136.5	9.2
	30 June 2015 \$m	31 March 2015 \$m		
The general reserve for credit losses	178.1	181.2		

#### Notes

Off-balance sheet exposures have been converted to their credit equivalent amounts.
 Excludes equity investments and securitisation exposures.
 \$27.7 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.

## Bendigo and Adelaide Bank Limited, Basel III Pillar 3 Disclosures, 30 June 2015

Table 5 Securitisation	30 June 201	5 Quarter	31 March 201	31 March 2015 Quarter		
Exposure Type	Securitisation Activity \$m	Gain or Loss on Sale \$m	Securitisation Activity \$m	Gain or Loss on Sale \$m		
Residential Mortgage	500.0	-	-	-		
Credit Card and Other Personal Loans	-	-	-	-		
Commercial Loans	-	-	-	-		
Other	-	-	-	-		
Total	500.0	-	-	-		
30 June 2015 Securitisation Exposures	Liquidity support facilities \$m	Derivative facilities \$m	Holdings of securities \$m	Other \$m		
On-balance sheet securitisation exposures retained or purchased	-	142.7	4,809.5	-		
Off-balance sheet securitisation exposures	45.0	118.9	-	-		
Total	45.0	261.6	4,809.5	-		
31 March 2015 Securitisation Exposures	Liquidity support facilities \$m	Derivative facilities \$m	Holdings of securities \$m	Other \$m		
On-balance sheet securitisation exposures retained or purchased	-	115.8	5,063.4	-		
Off-balance sheet securitisation exposures	37.2	83.0	-	-		
Total	37.2	198.8	5,063.4	-		

# **Appendix A – Main features of Capital Instruments**

Table 2 Main Features of	Capital Instruments						
Disclosure template for main eatures of Regulatory Capital nstruments	Instrument 1	Instrument 2	Instrument 3	Instrument 4	Instrument 5	Instrument 6	Instrument 7
Issuer	Bendigo and Adelaide Bank Limited						
Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	BEN	BENPD	BENPE	BENPF	BENHB	BE3073	BE3085
Governing law(s) of the instrument	Victoria	Victoria	Victoria	Victoria	South Australia	South Australia	Victoria
Regulatory Treatment	t Instrument 1	Instrument 2	Instrument 3	Instrument 4	Instrument 5	Instrument 6	Instrument 7
Transitional Basel III rules	Common Equity Tier 1	Additional Tier 1	Additional Tier 1	Additional Tier 1	Tier 2	Tier 2	Tier 2
Post-transitional Basel III rules	Common Equity Tier 1	Additional Tier 1	Additional Tier 1	Additional Tier 1	Tier 2	Tier 2	Tier 2
Eligible at solo/group/group & solo	Solo and Group						
Instrument type (ordinary shares/preference shares/subordinated notes/other)	Ordinary shares	Preference shares	Preference shares	Preference shares	Subordinated notes	Subordinated notes	Subordinated notes
Amount recognised in Regulatory Capital (Currency in mil, as of most recent reporting date)	4212.35	268.87	292.12	282.21	21.09	203.78	300.00
Par value of instrument	N/A	268.87	292.12	282.21	21.09	250.00	300.00
) Accounting classification	Shareholders equity	Liability-amortised cost	Liability-amortised cos				
Original date of issuance	19-December-1985	01-November-2012	10-October-2014	15-June-2015	28-August-1998	15-December-2010	29-January-2014
2 Perpetual or dated	Perpetual	Perpetual	Perpetual	Perpetual	Perpetual	Dated	Dated
Original maturity date	No maturity	15-December-2020	29-January-2024				
Issuer call subject to prior supervisory approval	No	Yes	Yes	Yes	Yes	Yes	Yes

Table 2	able 2 Main Features of Capital Instruments continued								
	Regulatory Treatment	Instrument 1	Instrument 2	Instrument 3	Instrument 4	Instrument 5	Instrument 6	Instrument 7	
15	Optional call date, contingent call dates and redemption amount	N/A	Optional Call Date: 13 December 2017, Redemption of \$100 per CPS.	Optional Call Date : 30 November 2020, Redemption of \$100 per CPS2.	Optional Call Date: 15 June 2021, Redemption of \$100 per CPS3.	N/A	N/A	Subject to receiving prior written approval from APRA, the Issuer may elect (but will not be obliged) to redeem all of the Notes at par plus accrued interest (if any) on 29 January 2019 (the "First Call Date") and on any Business Day being an Interest Payment Date thereafter.	
16	Subsequent call dates, if applicable	N/A	option to Convert all CPS	•	Bendigo and Adelaide Bank may also elect at its option to Exchange all or some CPS3 after a Tax Event or a Regulatory Event, and may elect at its option to Convert all CPS3 following the occurrence of an Acquisition Event.	N/A	N/A	Subject to receiving prior written approval from APRA, the Issuer may also elect (but will not be obliged) to redeem all of the Notes at par plus accrued interest (if any) on any Business Day being an Interest Payment Date after 29 January 2019 (the "First Call Date").	
	Coupons/Dividends	Instrument 1	Instrument 2	Instrument 3	Instrument 4	Instrument 5	Instrument 6	Instrument 7	
17	Fixed or floating dividend/coupon	Fixed	Floating	Floating	Floating	Floating	Floating	Floating	
18	Coupon rate and any related index	N/A	180 Day BBSW + 5.00% Margin	180 Day BBSW + 3.20% Margin	180 Day BBSW + 4.00% Margin	90 Day BBSW + 1.00% Margin	3 month BBSW + 4.00% Margin	3 month BBSW + 2.80% Margin	
19	Existence of a dividend stopper	Fully discretionary	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	Mandatory	
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Fully discretionary	Fully discretionary	Fully discretionary	Mandatory	Mandatory	Mandatory	
21	Existence of step up or other incentive to redeem	N/A	No	No	No	No	No	No	
22	Noncumulative or cumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative	Cumulative	
23	Convertible or non- convertible	Nonconvertible	Convertible	Convertible	Convertible	Nonconvertible	Nonconvertible	Convertible	

	Coupons/Dividends	Instrument 1	Instrument 2	Instrument 4	Instrument 5	Instrument 5	Instrument 7	Instrument 7
4	If convertible, conversion trigger(s)	N/A	Mandatory Conversion Optional Conversion Conversion or write-down on Capital Trigger Event or a Non-Viability Trigger Event	Mandatory Conversion Optional Conversion Conversion or write-down on Capital Trigger Event or a Non-Viability Trigger Event	Mandatory Conversion Optional Conversion Conversion or write-down on Capital Trigger Event or a Non-Viability Trigger Event	N/A	N/A	A Non-Viability Trigger Event will occur if APRA has provided a written determination to the Issuer that the conversion or write-off of relevant Tier 1 and Tier 2 instruments of the Issuer is necessary becaust without (1) the conversion of write-off, or (2) a public sector injection of capital into (or equivalent capital support with respect to) the Issuer, APRA considers that the Issuer would become no viable.
5	If convertible, fully or partially	N/A	May convert fully or partially	/ May convert fully or partially	May convert fully or partially	N/A	N/A	May convert fully or partial
6	If convertible, conversion rate	N/A	Conversion into Ordinary Shares: Conversion is into approximately \$102.56 worth of Ordinary Shares per CPS based on the \$100 CPS Issue Price and the volume weighted average price (subject to certain adjustments and calculated in accordance with the Term).	Conversion into Ordinary Shares: Conversion is into approximately \$101.01 worth of Ordinary Shares per CPS2 based on the \$100 CPS2 Issue Price and the volume weighted average price (subject to certain adjustments and calculated in accordance with the Term).	Conversion into Ordinary Shares: Conversion is into approximately \$101.01 worth of Ordinary Shares per CPS3 based on the \$100 CPS3 Issue Price and the volume weighted average price (subject to certain adjustments and calculated in accordance with the Term).	N/A	N/A	The Conversion Number is calculated according to the follow ing formula, subject to the Conversion Number being no greater than the Maximum Conversion Number 1. Conversion Number for each Note = Nominal Amount ((1-0.01) x VWAP);  2. VWAP refers to the VWA of BEN ordinary shares over the latest period of 5 busines days on w hich trading of BE ordinary shares took place before (but not including) the conversion date; and  3. Nominal Amount means \$10,000.  Maximum Conversion Numbe is the Nominal Amount / (20% x Issue Date VWAP). Issue Date VWAP refers to the VWAP of BEN ordinary shares over the 20 business days on w hich trading of BE ordinary shares took place before (but not including) issue date of the Notes.
	If convertible, mandatory							

Table	le 2 Main Features of Capital Instruments continued										
		Instrument 1	Instrument 2	Instrument 3	Instrument 4	Instrument 5	Instrument 6	Instrument 7			
28	If convertible, specify instrument type convertible into	N/A	Ordinary Shares	Ordinary Shares	Ordinary Shares	N/A	N/A	Ordinary Shares			
29	If convertible, specify issuer of instrument it converts into	N/A	BEN	BEN	BEN	N/A	N/A	BEN			
30	Write-down feature	N/A	Yes	Yes	Yes	N/A	No	Yes			
31	If write-down, write-down trigger(s)	N/A	writing that: conversion or write-off of Additional Capital Instruments is necessary because, without it, APRA considers that Bendigo	writing that: conversion or write-off of Additional Capital Instruments is necessary because, without it, APRA considers that Bendigo and Adelaide Bank would become non-viable.  If Conversion is prevented for any reason the CPS2	because, without it, APRA considers that Bendigo	N/A	N/A	A Non-Viability Trigger Event will occur if APRA has provided a written determination to the Issuer that the conversion or write-off of relevant Tier 1 and Tier 2 instruments of the Issuer is necessary because without (1) the conversion or write-off, or (2) a public sector injection of capital into (or equivalent capital support with respect to) the Issuer, APRA considers that the Issuer would become non-viable.			
32	If write-down, full or partial	N/A	May be written down partially	May be written down partially	May be written down partially	N/A	N/A	May be written down in full or partially			
33	If write-down, permanent or temporary	N/A	Permanent	Permanent	Permanent	NA	NA	Permanent			
34	If temporary write-down, description of write-up mechanism	N/A	N/A	N/A	N/A	N/A	N/A	N/A			
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	N/A	Senior obligations (ranking higher): Preferred and secured debt, Unsubordinated and unsecured debt, Subordinated and unsecured debt.	Senior obligations (ranking higher): Preferred and secured debt, Unsubordinated and unsecured debt, Subordinated and unsecured debt.	Senior obligations (ranking higher): Preferred and secured debt, Unsubordinated and unsecured debt, Subordinated and unsecured debt.	Senior Notes	Senior Notes	Senior Notes			
36	Non-compliant transitioned features	N/A	No	No	No	No	No	No			
37	If yes, specify non- compliant features	N/A	N/A	N/A	N/A	N/A	N/A	N/A			

Further details of the main features of Capital Instruments included in the Group's Regulatory Capital can be found at: <a href="http://www.bendigoadelaide.com.au/public/shareholders/pros">http://www.ruralbank.com.au/public/shareholders/pros</a>
<a href="http://www.ruralbank.com.au/about-ural-bank/investor-information">http://www.ruralbank.com.au/about-ural-bank/investor-information</a>