

16 October 2014

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, Attachment B - Main features of capital instruments. This information has been updated following the Convertible Preference Shares 2 (CPS2) issue on 10 October 2014, the redemption of the Step-up Preference Shares (BENPC) on 10 October 2014 and the redemption of the subordinated notes (BE3069) on 16 October 2014.

The disclosures provided have been prepared as at 16 October 2014.

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Further information

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Main Features of Capital Instruments as at October 16th 2014

Disclosure template for main features of Regulatory Capital Instruments					
1	Issuer	Bendigo and Adelaide Bank Limited	Bendigo and Adelaide Bank Limited	Bendigo and Adelaide Bank Limited	Bendigo and Adelaide Bank Limited
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	BEN	BENPB	BENPD	BENPE
3	Governing law(s) of the instrument	Victoria	Victoria	Victoria	Victoria
<i>Regulatory Treatment</i>					
4	Transitional Basel III rules	Common Equity Tier 1	Additional Tier 1	Additional Tier 1	Additional Tier 1
5	Post-transitional Basel III rules	Common Equity Tier 1	Additional Tier 1	Additional Tier 1	Additional Tier 1
6	Eligible at solo/group/group&solo	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
8	Amount recognised in Regulatory Capital (Currency in mil, as of most recent reporting date)	4,183.30	70.78	261.39	Nil as at 30th June 2014, most recent reporting date.
9	Par value of instrument		90.00	268.87	292.12
10	Accounting classification	Shareholders equity	Shareholders equity	Liability-amortised cost	Liability-amortised cost
11	Original date of issuance	19/12/1985	9/05/2005	1/11/2012	10/10/2014
12	Perpetual or dated	Perpetual	Perpetual	Perpetual	Perpetual
13	Original date of maturity	No maturity	No maturity	No maturity	No maturity
14	Issuer call subject to prior supervisory approval	No	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	N/A	Optional Call Date : 15 June 2015, Redemption of \$100 per Preference Share.	Optional Call Date : 13 December 2017, Redemption of \$100 per CPS.	Optional Call Date : 30 November 2020, Redemption of \$100 per CPS2.
16	Subsequent call dates, if applicable	N/A	Bendigo and Adelaide Bank may also elect at its option to Exchange all or some BPS after a Tax Event or a Regulatory Event, and may elect at its option to Convert all BPS following the occurrence of an Acquisition Event.	Bendigo and Adelaide Bank may also elect at its option to Exchange all or some CPS after a Tax Event or a Regulatory Event, and may elect at its option to Convert all CPS following the occurrence of an Acquisition Event.	Bendigo and Adelaide Bank may also elect at its option to Exchange all or some CPS2 after a Tax Event or a Regulatory Event, and may elect at its option to Convert all CPS2 following the occurrence of an Acquisition Event.
<i>Coupons/dividends</i>					
17	Fixed or floating dividend/coupon	Fixed	Floating	Floating	Floating
18	Coupon rate and any related index	N/A	1.50% above 90 Day Bank Bill Rate	180 Day BBSW + 5.00% Margin	180 Day BBSW + 3.20% Margin
19	Existence of a dividend stopper	Fully discretionary	Mandatory	Mandatory	Mandatory
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary	Partially discretionary	Fully discretionary	Fully discretionary
21	Existence of step up or other incentive to redeem	N/A	Yes	No	No
22	Noncumulative or cumulative	Noncumulative	Noncumulative	Noncumulative	Noncumulative
23	Convertible or non-convertible	Nonconvertible	Convertible	Convertible	Convertible

			Mandatory Conversion Optional conversion Conversion or write-down on Capital Trigger Event	Mandatory Conversion Optional conversion Conversion or write-down on Capital Trigger Event	Mandatory Conversion Optional conversion Conversion or write-down on Capital Trigger Event
24	If convertible, conversion trigger(s)	N/A			
25	If convertible, fully or partially	N/A	May convert fully or partially	May convert fully or partially	May convert fully or partially
26	If convertible, conversion rate	N/A	Conversion into Ordinary Shares: Conversion is into approximately \$102.56 worth of Ordinary Shares per BPS based on the \$100 BPS Issue Price and the volume weighted average price (subject to certain adjustments and calculated in accordance with the Terms).	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).
27	If convertible, mandatory or optional conversion	N/A	Mandatory	Mandatory	Mandatory
28	If convertible, specify instrument type convertible into	N/A	Ordinary Shares	Ordinary Shares	Ordinary Shares
29	If convertible, specify issuer of instrument it converts into	N/A	BEN	BEN	BEN
30	Write-down feature	N/A	Yes	Yes	Yes
31	If write-down, write-down trigger(s)	N/A	APRA notifies the Issuer in 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.	APRA notifies the Issuer in 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.	APRA notifies the Issuer in 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.
32	If write-down, full or partial	N/A	May be written down partially	May be written down partially	May be written down partially
33	If write-down, permanent or temporary	N/A	Permanent	Permanent	Permanent
34	If temporary write-down, description of write-up mechanism	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.
36	Non-compliant transitional features	N/A	No	No	No
37	If yes, specify non-compliant features	N/A	N/A	N/A	N/A

Main Features of Capital Instruments as at October 16th 2014 continued

Disclosure template for main features of Regulatory Capital Instruments				
1	Issuer	Bendigo and Adelaide Bank Limited	Bendigo and Adelaide Bank Limited	Bendigo and Adelaide Bank Limited
2	Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement)	BENHB	BE3073	BE3085
3	Governing law(s) of the instrument	South Australia	South Australia	Victoria
	<i>Regulatory Treatment</i>			
4	Transitional Basel III rules	Tier 2	Tier 2	Tier 2
5	Post-transitional Basel III rules.	Tier 2	Tier 2	Tier 2
6	Eligible at solo/group/group&solo	Solo and Group	Solo and Group	Solo and Group
7	Instrument type (ordinary shares/preference shares/subordinated notes/other)	Subordinated notes	Subordinated notes	Subordinated notes
8	Amount recognised in Regulatory Capital (Currency in mil, as of most recent reporting date)	16.87	200.00	300.00
9	Par value of instrument	21.09	250.00	300.00
10	Accounting classification	Liability-amortised cost	Liability-amortised cost	Liability-amortised cost
11	Original date of issuance	28/08/1998	15/12/2010	29/01/2014
12	Perpetual or dated	Perpetual	Dated	Dated
13	Original date of maturity	No maturity	15/12/2020	29/01/2024
14	Issuer call subject to prior supervisory approval	Yes	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	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	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").
	<i>Coupons/dividends</i>			
17	Fixed or floating dividend/coupon	Floating	Floating	Floating

18	Coupon rate and any related index	90 Day BBSW + 1.00% Margin	3 month BBSW + 4.00% Margin	3 month BBSW + 2.80% Margin
19	Existence of a dividend stopper	Mandatory	Mandatory	Mandatory
20	Fully discretionary, partially discretionary or mandatory	Mandatory	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No	No	No
22	Noncumulative or cumulative	Noncumulative	Noncumulative	Cumulative
23	Convertible or non-convertible	Nonconvertible	Nonconvertible	Convertible
24	If convertible, conversion trigger(s)	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.
25	If convertible, fully or partially	N/A	N/A	May convert fully or partially

				<p>The Conversion Number is calculated according to the following formula, subject to the Conversion Number being no greater than the Maximum Conversion Number:</p> <ol style="list-style-type: none"> 1. Conversion Number for each Note = Nominal Amount / ((1-0.01) x VWAP); 2. VWAP refers to the VWAP of BEN ordinary shares over the latest period of 5 business days on which trading of BEN ordinary shares took place before (but not including) the conversion date; and 3. Nominal Amount means \$10,000. <p>Maximum Conversion Number 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 which trading of BEN ordinary shares took place before (but not including) issue date of the Notes.</p>
26	If convertible, conversion rate	N/A	N/A	
27	If convertible, mandatory or optional conversion	N/A	N/A	Mandatory
28	If convertible, specify instrument type convertible into	N/A	N/A	Ordinary Shares
29	If convertible, specify issuer of instrument it converts into	N/A	N/A	BEN
30	Write-down feature	N/A	No	Yes

				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.
31	If write-down, write-down trigger(s)	N/A	N/A	
32	If write-down, full or partial	N/A	N/A	May be written down in full or partially
33	If write-down, permanent or temporary	0.00	0.00	Permanent
34	If temporary write-down, description of write-up mechanism	N/A	N/A	N/A
35	Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument)	Senior Notes	Senior Notes	Senior Notes
36	Non-compliant transitional features	No	No	No
37	If yes, specify non-compliant features	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:

<http://www.bendigoadelaide.com.au/public/shareholders/prospectus.asp>