

Basel III Pillar 3 Disclosures: Prudential Standard APS 330 Attachment B - Main features of capital instruments.

3 December 2020

Bendigo and Adelaide Bank Limited (**ASX: BEN**), is an Authorised Deposit-taking Institution (ADI) subject to regulation by the Australian Prudential Regulation Authority (APRA). Attached is the prudential information required to be disclosed in accordance with Prudential Standard APS 330, Attachment B - Main features of capital instruments.

The prudential disclosures have been prepared for Bendigo and Adelaide Bank Limited.

This information has been updated following BEN's Capital Notes (BENPH) issue and BEN's Convertible Preference Shares 2 (BENPE) resale on 30 November 2020.

The disclosures provided have been prepared as at 2 December 2020.

Approved for release by: Travis Crouch – Chief Financial Officer.

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About Bendigo and Adelaide Bank Limited

Bendigo and Adelaide Bank is Australia's fifth largest retail bank, with more than 7,400 staff helping our 1.9 million customers to achieve their financial goals. Bendigo and Adelaide Bank's vision is to be Australia's bank of choice, by feeding into the prosperity of customers and their communities.

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Appendix A – Main features of Capital Instruments

| Disclosure template for main features of Regulatory Capital instruments | | | | | | | | | | |
|---|---|-----------------------------------|---|---|--|-----------------------------------|---|---|---|---|
| | Instrument 1 | Instrument 2 | Instrument 3 | Instrument 4 | Instrument 5 | Instrument 6 | Instrument 7 | Instrument 8 | Instrument 9 | |
| 1 | Issuer | Bendigo and Adelaide Bank Limited | Bendigo and Adelaide Bank Limited | Bendigo and Adelaide Bank Limited | Bendigo and Adelaide Bank Limited | Bendigo and Adelaide Bank Limited | 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 | BENPF | BENPG | BENPH | BENHB | AU3FN0012340 | AU3FN0033668 | AU3FN0046066 | AU3FN0057410 |
| 3 | Governing law(s) of the instrument | Victoria | Victoria | Victoria | Victoria | South Australia | South Australia | Victoria | Victoria | Victoria |
| Regulatory Treatment | | | | | | | | | | |
| 4 | Transitional Basel III rules | Common Equity Tier 1 | Additional Tier 1 | Additional Tier 1 | Additional Tier 1 | Tier 2 | Tier 2 | Tier 2 | Tier 2 | Tier 2 |
| 5 | Post-transitional Basel III rules | Common Equity Tier 1 | Additional Tier 1 | Additional Tier 1 | Additional Tier 1 | Tier 2 | Tier 2 | 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 | Solo and Group | Solo and Group |
| 7 | Instrument type (ordinary shares/preference shares/subordinated notes/other) | Ordinary shares | Preference shares | Preference shares | Capital notes | Subordinated notes | Subordinated notes | Subordinated notes | Subordinated notes | Subordinated notes |
| 8 | Amount recognised in Regulatory Capital (Currency in mil, as of most recent reporting date ¹) | 4,909.31 | 282.21 | 321.62 | 0.00 | 21.09 | 35.13 | 125.00 | 275.00 | 0.00 |
| 9 | Par value of instrument | N/A | 282.21 | 321.62 | 502.44 | 21.09 | 250.00 | 125.00 | 275.00 | 150.00 |
| 10 | Accounting classification | Shareholders equity | Liability-amortised cost | Liability-amortised cost | Liability - amortised cost | Liability-amortised cost | Liability-amortised cost | Liability-amortised cost | Liability - amortised cost | Liability - amortised cost |
| 11 | Original date of issuance | 19-December-1985 | 15-June-2015 | 13-December-2017 | 30-November-2020 | 28-August-1998 | 15-December-2010 | 09-December-2016 | 30-November-2018 | 19-November-2020 |
| 12 | Perpetual or dated | Perpetual | Perpetual | Perpetual | Perpetual | Perpetual | Dated | Dated | Dated | Dated |
| 13 | Original maturity date | No maturity | No maturity | No maturity | No maturity | No maturity | 15-December-2020 | 09-December-2026 | 30-November-2028 | 19-November-2030 |
| 14 | Issuer call subject to prior supervisory approval | No | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| 15 | Optional call date, contingent call dates and redemption amount | N/A | Optional Call Date: 15 June 2021, Redemption of \$100 per CPS3. | Optional Call Date: 13 June 2024, Redemption of \$100 per CPS4. | Call Date: 15 June 2027, Redemption of \$100 per Capital Note. | 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) after the Issue Date on any Interest Payment Date if a Regulatory Call Event occurs. | Subject to receiving prior written approval from APRA, the Issuer may elect (but will not be obliged) to redeem all of the Notes (subject to any earlier Conversion or Write Off (in whole or in part) following the receipt of a Non-Viability Determination) at par plus accrued interest (if any) on 30 November 2023 (the First Call Date) and on any Business Day being an Interest Payment Date thereafter. | Subject to receiving prior written approval from APRA, the Issuer may elect (but will not be obliged) to redeem all of the Notes (subject to any earlier Conversion or Write Off (in whole or in part) following the receipt of a Non-Viability Determination) at par plus accrued interest (if any) on 30 November 2025 (the First Call Date) and on any Business Day being an Interest Payment Date thereafter. | Subject to receiving prior written approval from APRA, the Issuer may elect (but will not be obliged) to redeem all of the Notes (subject to any earlier Conversion or Write Off (in whole or in part) following the receipt of a Non-Viability Determination) at par plus accrued interest (if any) on 19 November 2025 (the First Call Date) and on any Business Day being an Interest Payment Date thereafter. |

Notes

¹ 30 June 2020.

Table 2 Main Features of Capital Instruments continued

| Regulatory Treatment | Instrument 1 | Instrument 2 | Instrument 3 | Instrument 4 | Instrument 5 | Instrument 6 | Instrument 7 | Instrument 8 | Instrument 9 | |
|----------------------|---|---------------------|--|--|---|----------------------------|-----------------------------|--|--|--|
| 16 | Subsequent call dates, if applicable | N/A | 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. | Bendigo and Adelaide Bank may also elect at its option to Exchange all or some CPS4 after a Tax Event or a Regulatory Event, and may elect at its option to Convert all CPS4 following the occurrence of an Acquisition Event. | Bendigo and Adelaide Bank may also elect at its option to Exchange all or some Capital Notes after a Tax Event or a Regulatory Event, and may elect at its option to Convert all Capital Notes following the occurrence of a Change of Control Event. | 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 (subject to any earlier Conversion or Write Off (in whole or in part) following Non-Viability Loss Absorption) at par plus accrued interest (if any) on 9 December 2021 (the First Call Date) and on any Business Day being an Interest Payment Date thereafter. | Subject to receiving prior written approval from APRA, the Issuer may elect (but will not be obliged) to redeem all of the Notes (subject to any earlier Conversion or Write Off (in whole or in part) following the receipt of a Non-Viability Determination) at par plus accrued interest (if any) on 30 November 2023 (the First Call Date) and on any Business Day being an Interest Payment Date thereafter. | Subject to receiving prior written approval from APRA, the Issuer may elect (but will not be obliged) to redeem all of the Notes (subject to any earlier Conversion or Write Off (in whole or in part) following the receipt of a Non-Viability Determination) at par plus accrued interest (if any) on 19 November 2025 (the First Call Date) and on any Business Day being an Interest Payment Date thereafter. |
| Coupons/Dividends | Instrument 1 | Instrument 2 | Instrument 3 | Instrument 4 | Instrument 5 | Instrument 6 | Instrument 7 | Instrument 8 | Instrument 9 | |
| 17 | Fixed or floating dividend/coupon | N/A | Floating | Floating | Floating | Floating | Floating | Floating | Floating | |
| 18 | Coupon rate and any related index | N/A | 180 Day BBSW + 4.00% Margin | 90 Day BBSW + 3.75% Margin | 90 Day BBSW + 3.80% Margin | 90 Day BBSW + 1.00% Margin | 3 month BBSW + 4.00% Margin | 3 month BBSW + 2.80% Margin | 3 month BBSW + 2.45% Margin | 3 month BBSW + 1.95% Margin |
| 19 | Existence of a dividend stopper | Fully discretionary | Mandatory | Mandatory | Mandatory | N/A | N/A | N/A | N/A | N/A |
| 20 | Fully discretionary, partially discretionary or mandatory | Fully discretionary | Fully discretionary | Fully discretionary | Fully discretionary | Mandatory | Mandatory | Mandatory | Mandatory | Mandatory |
| 21 | Existence of step up or other incentive to redeem | N/A | No | No | No | No | No | No | No | No |
| 22 | Noncumulative or cumulative | Noncumulative | Noncumulative | Noncumulative | Noncumulative | Noncumulative | Noncumulative | Cumulative | Cumulative | Cumulative |
| 23 | Convertible or non-convertible | Nonconvertible | Convertible | Convertible | Convertible | Nonconvertible | Nonconvertible | Convertible | Convertible | Convertible |
| 24 | 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 Exchange Optional Exchange Exchange or write-down on Capital Trigger Event or a Non-Viability Trigger Event | N/A | N/A | Non-Viability Trigger Event: A Non-Viability Trigger Event occurs when APRA has provided a written determination (Non-Viability Determination) to the Issuer that: (i) the conversion or write-off of Relevant Capital Instruments of the Issuer is necessary because without the conversion or write-off APRA considers that the Issuer would become non-viable; or (ii) without a public sector injection of capital, or equivalent support, APRA determines that the Issuer will become non-viable. | Non-Viability Trigger Event: A Non-Viability Trigger Event occurs when APRA has provided a written determination (Non-Viability Determination) to the Issuer that: (i) the conversion or write-off of Relevant Capital Instruments of the Issuer is necessary because without the conversion or write-off APRA considers that the Issuer would become non-viable; or (ii) without a public sector injection of capital, or equivalent support, APRA determines that the Issuer will become non-viable. | Non-Viability Trigger Event: A Non-Viability Trigger Event occurs when APRA has provided a written determination (Non-Viability Determination) to the Issuer that: (i) the conversion or write-off of Relevant Capital Instruments of the Issuer is necessary because without the conversion or write-off APRA considers that the Issuer would become non-viable; or (ii) without a public sector injection of capital, or equivalent support, APRA determines that the Issuer will become non-viable. |

Table 2 Main Features of Capital Instruments continued

| | Coupons/Dividends | Instrument 1 | Instrument 2 | Instrument 3 | Instrument 4 | Instrument 5 | Instrument 6 | Instrument 7 | Instrument 8 | Instrument 9 |
|----|---|--------------|---|---|---|--------------|--------------|---|---|---|
| 25 | 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 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 \$101.01 worth of BEN 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). | Conversion into Ordinary Shares: Conversion is into approximately \$101.01 worth of BEN Ordinary Shares per CPS4 based on the \$100 CPS4 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 BEN Ordinary Shares per Capital Note based on the \$100 Capital Note 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 following 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 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. Maximum Conversion Number: 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) Settlement Date of the Notes. | The Conversion Number is calculated according to the following 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 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. Maximum Conversion Number: = 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) Settlement Date of the Notes. | The Conversion Number is calculated according to the following 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 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. Maximum Conversion Number: = 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) Settlement Date of the Notes. |
| 27 | If convertible, mandatory or optional conversion | N/A | Mandatory | Mandatory | Mandatory | N/A | N/A | Mandatory | Mandatory | Mandatory |
| 28 | If convertible, specify instrument type convertible into | N/A | Ordinary Shares | Ordinary Shares | Ordinary Shares | N/A | N/A | Ordinary Shares | Ordinary Shares | Ordinary Shares |
| 29 | If convertible, specify issuer of instrument it converts into | N/A | BEN | BEN | BEN | N/A | N/A | BEN | BEN | BEN |
| 30 | Write-down feature | N/A | Yes | Yes | Yes | N/A | No | Yes | Yes | Yes |

Table 2 Main Features of Capital Instruments continued

| Coupons/Dividends | Instrument 1 | Instrument 2 | Instrument 3 | Instrument 4 | Instrument 5 | Instrument 6 | Instrument 7 | Instrument 8 | Instrument 9 |
|---|--------------|--|--|--|--------------|--------------|--|--|--|
| 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: exchange or write-off of Additional Capital Instruments is necessary because, without it, APRA considers that Bendigo and Adelaide Bank would become non-viable. | N/A | N/A | Upon a Non-Viability Trigger Event occurring, BEN must convert some or all of the relevant Tier 1 and Tier 2 instruments (including the Notes) into BEN ordinary shares in accordance with APRA's written determination. If this occurs, holders of the Notes will, for each Note converted, receive the Conversion Number of BEN ordinary shares, subject to the Maximum Conversion Number. Investors will be required to provide specified information (including their CHES account details) by the conversion date in order to receive BEN ordinary shares on conversion. | Upon a Non-Viability Trigger Event occurring, BEN must convert some or all of the relevant Tier 1 and Tier 2 instruments (including the Notes) into BEN ordinary shares in accordance with APRA's written determination. If this occurs, holders of the Notes will, for each Note converted, receive the Conversion Number of BEN ordinary shares, subject to the Maximum Conversion Number. Investors will be required to provide specified information (including their CHES account details) by the conversion date in order to receive BEN ordinary shares on conversion. | Upon a Non-Viability Trigger Event occurring, BEN must convert some or all of the relevant Tier 1 and Tier 2 instruments (including the Notes) into BEN ordinary shares in accordance with APRA's written determination. If this occurs, holders of the Notes will, for each Note converted, receive the Conversion Number of BEN ordinary shares, subject to the Maximum Conversion Number. Investors will be required to provide specified information (including their CHES account details) by the conversion date in order to receive BEN ordinary shares on conversion. |
| | | If Conversion is not effected within five Business Days after a Capital Trigger Conversion Date or Non-Viability Conversion Date (as applicable) for any reason (including an Inability Event), the CPS3 would be Written Off. | If Conversion is not effected within five Business Days after a Capital Trigger Conversion Date or Non-Viability Conversion Date (as applicable) for any reason (including an Inability Event), the CPS4 would be Written Off. | If Exchange is not effected within five Business Days after a Capital Trigger Event or Non-Viability Event for any reason, the Capital Notes would be Written Off. | | | If conversion is not possible or does not occur as specified in the Conditions, the Notes (including all rights under the Notes) will be immediately Written-Off and the rights of holders of Notes will be immediately and irrevocably terminated within 5 days of the Conversion Date, with any such Write-Off to be taken as having effect on and from the Conversion Date. If the Issuer fails to issue BEN ordinary shares when it is required to do so, the remedies of holders of Notes will be limited to seeking an order for specific performance (noting that when Notes are Written-Off, no rights to conversion will remain). | If Conversion is not possible or does not occur as specified in the Conditions (including if there is an Inability Event and Conversion has not been effected within 5 Business Days after the Conversion Date), the Notes (including all rights under the Notes) will be immediately Written-Off and the rights of holders of Notes will be immediately and irrevocably terminated, with any such Write-Off to be taken as having effect on and from the Conversion Date. If the Issuer fails to issue BEN ordinary shares when it is required to do so, the remedies of holders of Notes will be limited to seeking an order for specific performance (noting that when Notes are Written-Off, no rights to conversion will remain). | If Conversion is not possible or does not occur as specified in the Conditions (including if there is an Inability Event and Conversion has not been effected within 5 Business Days after the Conversion Date), the Notes (including all rights under the Notes) will be immediately Written-Off and the rights of holders of Notes will be immediately and irrevocably terminated, with any such Write-Off to be taken as having effect on and from the Conversion Date. If the Issuer fails to issue BEN ordinary shares when it is required to do so, the remedies of holders of Notes will be limited to seeking an order for specific performance (noting that when Notes are Written-Off, no rights to conversion will remain). |
| 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 | May be written down in full or partially | May be written down in full or partially |
| 33 If write-down, permanent or temporary | N/A | Permanent | Permanent | Permanent | NA | NA | Permanent | Permanent | 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 | N/A | N/A |
| 35 Position in subordination hierarchy in liquidation (specify instrument type immediately senior to instrument) | | 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 | Senior Notes | Senior Notes |
| 36 Non-compliant transitioned features | N/A | No | No | 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 | N/A | N/A |