

Amending Deed Poll

to amend the terms of the BEN Capital Notes

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This Deed Poll is made on 21 December 2020

Party

Bendigo and Adelaide Bank Limited (ABN 11 068 049 178) registered in Victoria of The Bendigo Centre, Bendigo VIC 3550 (**BEN**).

Recitals

- A BEN executed the BEN Capital Notes Deed Poll on 28 October 2020 (the **Capital Notes Deed Poll**).
- B Schedule 1 to the Capital Notes Deed Poll sets out the terms of the BEN Capital Notes (the **Terms**).
- C BEN has identified a manifest error in the formula contained in clause 2.4 of the Terms and, in accordance with clause 14.3(b) of the Terms, wishes to amend the Terms in the manner set out in this Deed Poll.

It is declared as follows.

1 Definitions and Interpretation

- (a) Definitions in the Capital Notes Deed Poll apply in this Deed unless the context requires otherwise.
- (b) Clause 1.3 of the Capital Notes Deed Poll applies as if incorporated in this Deed, but as if references to 'this Deed Poll' in the Capital Notes Deed Poll are to this Deed Poll.

2 Amendment

With immediate effect from the time of execution of this Deed Poll, the Capital Notes Deed Poll is amended by replacing the formula in clause 2.4 of the Terms with the following formula:

$$\text{Distribution payable} = \frac{D}{1 - [T \times (1 - F)]}$$

3 Remaining Provisions Unaffected

Except as specifically amended by this Deed Poll, the provisions of the Capital Notes Deed Poll remain in full force and effect.

4 Governing law and jurisdiction

- (a) This Deed Poll is governed by the laws of the State of Victoria, Australia.
- (b) Each person taking benefit of or bound by this Deed Poll irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of the State of Victoria and courts of appeal from them in connection with any proceedings arising out of this Deed Poll. Each party waives any right it has to object to an action being brought in those courts, to claim that the action has been brought in an inconvenient forum, or to claim those courts do not have jurisdiction.

Executed and delivered as a Deed Poll in Victoria.

Executed as a deed in accordance with section 127 of the *Corporations Act 2001* by **Bendigo and Adelaide Bank Limited:**



Director Signature
Jacqueline Hey

Print Name



Director/Secretary Signature
Carmen Lunderstedt

Print Name