



KEY TERMS SHEET Macquarie Bank Limited

26 NOVEMBER 2019

15 million European Style Cash Settled Put Warrants expiring on 02 June 2020 relating to the ordinary shares of Tencent Holdings Limited (the “Warrants”)

- The terms set out in this Term Sheet are a summary of, and are subject to the terms and conditions (the “Conditions”) set out in Macquarie Bank Limited’s (the “**Issuer**”) base listing document dated 15 July 2019 (the “**Base Listing Document**”) and the supplemental listing document to be dated on or about 29 November 2019 (the “**Supplemental Listing Document**”, together with the Base Listing Document, the “**Listing Documents**”).
- If you are in any doubt on whether Warrants are suitable for you, you should consult your financial advisers or such other professional advisers to the extent that you consider necessary.**
- Please read the Listing Documents and the risk factors stated in such Listing Documents and in this Term Sheet carefully. **You should not invest in Warrants if you do not understand the risks or are not willing to assume the risks.**
- This Term Sheet does not constitute or form part of any offer, or invitation, to subscribe for or to sell, or solicitation of any offer to subscribe for or to purchase, the Warrants or other securities of the Issuer, nor is it calculated to invite, nor does it permit the making of, offers by the public to subscribe for or purchase for cash or other consideration the Warrants or other securities of the Issuer. This Term Sheet may not be distributed or circulated by you to any other person other than in a manner which complies with the restrictions set out in the section entitled "Sales Restrictions" in the Base Listing Document.

A. TERMS OF THE ISSUE

SGX Counter Full Name (SGX Stock Code)	To be determined	Issue Size	15 million Warrants
Type	European Style Cash Settled Put Warrants (out of the money ¹)	Launch Date	26 November 2019
Underlying Shares	Tencent Holdings Limited (RIC: 0700.HK)	Issue/Initial Settlement Date	29 November 2019
Underlying Price¹ and Source	HKD 338.000 [Reuters/Bloomberg]	Expected Listing Date	02 December 2019
Issue Price	SGD 0.218	Expiry Date	02 June 2020
Exercise Price	HKD 320.000	Valuation Dates	Each of the 5 Exchange Business Days immediately preceding the Expiry Date (subject to Market Disruption Events as set out in the Conditions)
Gearing¹	6.8X		
Premium¹	20.1%		
Volatility¹	Implied: 65 % Historical: 25 %		
Conversion Ratio (No. of Shares per Warrant)	0.025000 (i.e. 40 Warrants : 1 Underlying Share)	Last Trading Date	The 5th Business Day immediately preceding the Expiry Date, provided that if such day is not a day on which HKEx is open for dealings during its normal trading hours (“HK Business Day”), the Business Day immediately preceding such day which is also a HK Business Day, currently being 26 May 2020.
Board Lot	100 Warrants	Cash Settlement Date	No later than 5 Business Days following the Last Valuation Date (as defined in the Conditions), currently being 08 June 2020.
Relevant Stock Exchange	The Stock Exchange of Hong Kong Limited (the “ HKEX ”)	Listing	Application will be made for the listing of, and permission to deal in, the Warrants on the Singapore Exchange Securities Trading Limited (the “ SGX-ST ”). The issue of the Warrants is conditional upon listing being granted.
Clearing System	The Central Depository (Pte) Limited (“ CDP ”)	Warrant Agent	Macquarie Capital Securities (Singapore) Pte. Limited
Exercise	Automatic Exercise	Settlement Method	Cash Settlement
Settlement Currency	Singapore Dollars (SGD)	Reference Currency	Hong Kong Dollars (HKD)
Business Day	A day on which the SGX-ST is open for dealings during its normal trading	Exchange Business Day	A day on which the HKEX is open for dealings during its normal trading hours.

¹ These figures are calculated as at, and based on information available to the Issuer on or about, the date of the termsheet in respect of the Warrants. The Issuer is not obliged, and undertakes no responsibility to any person, to update or inform any person of any changes to the figures after the date of the termsheet in respect of the Warrants.



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	hours and banks are open for business in Singapore	Governing Law	Singapore Law
Cash Settlement Amount	The Cash Settlement Amount in respect of each Warrant, shall be an amount (if positive) payable in the Settlement Currency equal to (A) (i) the Exercise Price (subject to adjustment as provided in the terms and conditions of the Warrants) LESS (ii) the arithmetic mean of the closing prices of one Underlying Share (as derived from the daily publications of the HKEX subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date MULTIPLIED by (B) the Conversion Ratio		
Exchange Rate	The rate of exchange for the conversion of the Reference Currency to the Settlement Currency as at 5:00 p.m. (Singapore time) on the Expiry Date as shown on Bloomberg provided that if the Bloomberg service ceases to display such information, such page as displays such information on such other services as may be selected by the Issuer.		
Form	The Warrants will be represented by a Global Warrant, which will be deposited with CDP. No definitive Warrants will be issued.		
Adjustments and Extraordinary Events	The Issuer has the right to make adjustments to the terms of the Warrants if certain events, including any capitalisation issue, rights issue, extraordinary distributions, merger, delisting, insolvency (as more specifically set out in the terms and conditions of the Warrants in the Listing Documents) occur in respect of the Underlying Shares.		
Further Issuance Documents	The Issuer has the authority to issue further warrants which will form a single series with the Warrants. The Listing Documents are/will be available for inspection at the office of Macquarie Capital Securities (Singapore) Pte. Limited, 9 Straits View, #21-07 Marina One West Tower, Singapore 018937.		
Selling Restrictions	No action has or will be taken by the Issuer that would permit a public offering of the Warrants or possession or distribution of any offering material in relation to the Warrants in any jurisdiction where action for that purpose is required. No offers, sales or deliveries of any Warrants or distribution of any offering material relating to the Warrants may be made in or from any jurisdiction except in circumstances which will result in compliance with any applicable laws or regulations.		
B. INFORMATION ON THE ISSUER			
Name of Issuer	Macquarie Bank Limited, ABN 46 008 583 542		
Issuer's Credit Rating (long term)	As of the Launch Date: Moody's Investors Service: A2 S&P Global Ratings: A Fitch Ratings: A		
Issuer Regulated By	The Issuer is regulated as an authorised deposit taking institution by the Australian Prudential Regulation Authority. The Issuer, acting through its Singapore branch is authorised and licensed by the Monetary Authority of Singapore to carry on wholesale banking business in Singapore pursuant to the Banking Act, Chapter 19 of Singapore and therefore is subject to the supervision of the Monetary Authority of Singapore.		
Issuer's Website and Contact Information	For more information, including financial information, on the Issuer, please see www.macquarie.com E-mail : info@warrants.com.sg Contact No : 1800 288 2880 (Toll Free) +65 6601 0289 (International)		
C. INFORMATION ON MARKET MAKING			
Name of Designated Market Maker ("DMM")	Macquarie Capital Securities (Singapore) Pte. Limited		
Maximum Bid and Offer Spread	10 times the minimum permitted price movement in the Warrants in accordance with the rules of the Exchange or \$0.20 whichever is greater		
Minimum Quantity subject to Bid and Offer Spread	100 Board Lots		
Last Trading Day for Market Making	The 5 th Business Day immediately preceding the Expiry Date		
Circumstances where a Quote will/may not be provided	(a) during the pre-market opening and five minutes following the opening of the SGX-ST on any trading day; (b) if the Warrants are valueless (where the Issuer's bid price is below the minimum bid size for such securities as prescribed by the SGX-ST); (c) where trading in the Underlying Shares is suspended or limited in a material way (including price quote limits activated by the relevant exchange or otherwise); for the avoidance of doubt, the DMM is not obliged to provide quotations for the Warrants at any time when the shares or securities relating to or constituting the Index are not traded for any reason; (d) where the Issuer or DMM faces technical problems affecting the ability of the DMM to provide bids and offer quotations; (e) where the ability of the Issuer to source a hedge or unwind an existing hedge, as determined by the Issuer in good faith, is materially affected by the prevailing market conditions, and the Issuer informs the SGX-ST of its inability to do so as soon as practicable; (f) in cases where the Issuer has no Warrants to sell, then the DMM will only provide the bid price; (g) when the stock market experiences exceptional price movement and volatility; and (h) when it is a public holiday in Singapore or Hong Kong and the SGX-ST or HKEX is not open for dealings.		



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D. PRODUCT SUITABILITY

WHO IS THIS PRODUCT SUITABLE FOR?	
<ul style="list-style-type: none"> This product is <u>only</u> suitable for investors who believe that the price level of the Underlying Shares will decrease and are seeking a short term leveraged exposure to the Underlying Shares. You should consider carefully whether Warrants are suitable for you in light of your experience, objectives, financial position and other relevant circumstances. Warrants are not suitable for inexperienced investors. 	
Key Product Features	
	Further Information
WHAT ARE YOU INVESTING IN?	
<ul style="list-style-type: none"> You are investing in cash settled put warrants that may allow you to benefit from decrease in the price level of the Underlying Shares, which are the ordinary shares of Tencent Holdings Limited. Information relating to the Underlying Shares may be obtained from the Company's website. 	
Please refer to the "Information relating to the Company" section in the Supplemental Listing Document.	
Calculation of Cash Settlement Amount	
<p>The Cash Settlement Amount in respect of each Warrant shall be an amount (if positive) payable in the Settlement Currency equal to:</p> <p>(A) (i) the Exercise Price (subject to adjustment as provided in the terms and conditions of the Warrants) LESS (ii) the arithmetic mean of the closing prices of one Underlying Share (as derived from the daily publications of the HKEX subject to any adjustments to such closing prices determined by the Issuer to be necessary to reflect any capitalisation, rights issue, distribution or the like) for each Valuation Date MULTIPLIED by</p> <p>(B) the Conversion Ratio.</p>	
WHAT WOULD YOU GAIN OR LOSE IN DIFFERENT SITUATIONS?	
<ul style="list-style-type: none"> Best case scenario: The value of the Underlying Shares decreases substantially resulting in a significant increase in the price of the Warrants. You would then sell the Warrants and realise a profit. The DMM is required to provide liquidity in the Warrants to ensure that there will generally be a market price available for the purchase and sale of the Warrants. Worst case scenario: If you buy the Warrants and the value of the Underlying Shares increases sharply. If you have not sold the Warrants, you will lose your entire investment. 	
E. KEY RISKS	
	Further Information
WHAT ARE THE KEY RISKS OF THIS INVESTMENT?	
<ul style="list-style-type: none"> Investment in the Warrants involves substantial risks, including market risk, liquidity risk and risk that the Issuer will be unable to satisfy its obligations under the Warrants. Investors should ensure that they understand the nature of all these risks before making a decision to invest in the Warrants. 	
PLEASE REFER TO THE LISTING DOCUMENTS FOR A COMPLETE LIST OF RISKS	
<ul style="list-style-type: none"> The Risk Factors below are a summary of the Risk Factors set out in the Base Listing Document and the Supplemental Listing Document. 	
Please refer to the "Risk Factors" section set out in the Base Listing Document and in the Supplemental Listing Document for a complete list of risks and details of the risks.	
Market Risks	
<ul style="list-style-type: none"> Market price of the Warrants may be affected by many factors Warrants are volatile instruments and are subject to considerable fluctuations in value due to, including but not limited to, the level and volatility of the Underlying Shares, dividends and interest rate, the time remaining to expiry and the creditworthiness of the Issuer. You may lose your entire investment Changes in the price of the Underlying Shares can be unpredictable, sudden and large, resulting in the price of such shares moving in a direction which will negatively impact upon the return on investment. If the price of the Underlying Shares reaches a level such that the Cash Settlement Amount at expiry is less than or equal to zero, you will lose your entire investment. 	
Liquidity Risks	
<ul style="list-style-type: none"> The secondary market may be illiquid DMM may be the only market participant buying and selling the Warrants. Therefore, the secondary market for the Warrants may be limited and you may not be able to realise the value of the Warrants. Please note that the bid-ask spread increases with illiquidity. As the Warrants are only exercisable on the Expiry Date, you will not be able to exercise your Warrants to realise value in the event that the trading in the Warrants becomes illiquid. 	
Product Specific Risks	
<ul style="list-style-type: none"> Trading in the Warrants may be suspended If trading in the Underlying Shares on the HKEX is suspended, trading in the Warrants will also be suspended for a similar period. 	



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<ul style="list-style-type: none"> • Issuer may make adjustments to the terms and conditions of the Warrants You should note that an investment in the Warrants involves valuation risks in relation to the Underlying Shares. The value of the Underlying Shares may vary over time by reference to various factors, including corporate actions by the underlying company. Certain events relating to the Underlying Shares may require or permit the Issuer to make certain adjustments or amendments to the Conditions (including adjusting the Exercise Price and the Conversion Ratio). However, the Issuer is not required to make an adjustment for every event that affects the Underlying Shares and if an event occurs which does not require the Issuer to adjust the Conditions, the market price of the Warrants and the return upon exercise of the Warrants may be affected. • HKEX trading days and hours and different from that of SGX-ST The price of the Share is published during the trading hours of the Relevant Stock Exchange. The trading days and hours of the Relevant Stock Exchange are different from that of the SGX-ST. In assessing the price of the Warrants, you should be aware of the differences in the time zone and the actual trading days and hours of the relevant exchanges in Singapore and Hong Kong. For example, the price of the Share may be volatile during which the Stock SGX-ST is not open for trading of the Warrants. There may also be certain period of time during the trading hours of the SGX-ST when the prices of the Shares are not available. The market maker will not be able to provide liquidity for the Warrants during such times. • You may be exposed to an exchange rate risk There may be an exchange rate risk where the Cash Settlement Amount is converted from a foreign currency into Singapore Dollars. • Underlying Shares have no trading history The Underlying Shares have no trading history and an active public market for such shares may not develop. During the initial period of trading, the price and trading volume of the Underlying Shares may be highly volatile subject to the market sentiment, and may be more volatile than would generally be expected for shares that have a longer trading history. • Risks relating to the weighted voting rights structure The Company is controlled through weighted voting rights. Certain individuals who own shares of a class which is being given more votes per share may have the ability to determine the outcome of most matters. If the Company takes actions that the other shareholders do not view as beneficial, the market price of the Underlying Shares and hence the Warrants could be adversely affected. 	
Issuer Related Risks	
<ul style="list-style-type: none"> • You are exposed to the credit risk of the Issuer The Warrants constitute direct, general and unsecured contractual obligations of the Issuer and of no other person, and rank on a parity with the Issuer's other unsecured contractual obligations and unsecured and unsubordinated debt other than indebtedness preferred by mandatory provisions of law. If you purchase the Warrants, you are relying upon the creditworthiness of the Issuer and have no rights under the Warrants against any other person. If the Issuer is unable to meet its obligations under the Warrants, you will lose your entire investment. The Issuer issues a large number of financial instruments, including Warrants, on a global basis and at any given time, the financial instruments outstanding may be substantial. A reduction in the rating, if any, accorded to the outstanding debt securities of the Issuer by any one of its rating agencies could result in a reduction in the trading value of the Warrants. The Issuer does not in any respect underwrite or guarantee the performance of any Warrant. As the Issuer is not incorporated in Singapore, any insolvency proceedings in respect of the Issuer will be subject to foreign insolvency laws and procedures. • Conflicts of interest may arise from the overall activities of the Issuer or its affiliates The Issuer and any of its affiliates are diversified financial institutions that engage in a wide range of commercial and investment banking, brokerage, funds management, hedging transactions and investment and other activities for their own account or the account of others. In addition, the Issuer and any of its affiliates, in connection with their other business activities, may possess or acquire material information or publish or issue research reports about the Underlying Shares. Such activities and information may involve or otherwise affect the Underlying Shares in a manner that may cause consequences adverse to investors in the Warrants or otherwise create conflicts of interests in connection with the issue of Warrants by the Issuer. • Hedging or market-making activities by the Issuer or its affiliates may affect the Warrants In connection with hedging or market-making activities or with respect to proprietary or other trading activities by the Issuer or its affiliates, the Issuer or its affiliates may enter into transactions in the Underlying Shares or related derivatives which may affect the market price, liquidity or value of the Warrants and which may affect the interests of investors in the Warrants. 	
F. FEES AND CHARGES	
WHAT ARE THE FEES AND CHARGES OF THIS INVESTMENT?	
<ul style="list-style-type: none"> • Normal transaction and brokerage fees apply, similar to fees that you would pay for other transactions on SGX-ST. 	