



KEY TERMS SHEET Macquarie Bank Limited

21 JANUARY 2015

80 million European Style Index Call Warrants expiring on 30 March 2015 relating to the Hang Seng Index (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 14 July 2014 (the "**Base Listing Document**") and the supplemental listing document to be dated on or about 22 January 2015 (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	80 million Warrants
Type	European Style Index Call Warrants (out of the money ¹)	Launch Date	19 January 2015
Index	Hang Seng Index (RIC: .HSI)	Issue/Initial Settlement Date	22 January 2015
Index Sponsor	Hang Seng Indexes Company Limited		
Reference Level¹ and Source	24,000 [Reuters/Bloomberg]	Expected Listing Date	23 January 2015
Issue Price	SGD 0.202	Expiry Date	30 March 2015 or if the Valuation Date falls after 30 March 2015, the Expiry Date shall be the Business Day following the Valuation Date (subject to adjustment of the Valuation Date upon the occurrence of Market Disruption Event(s) as set out in the Conditions of the Warrants)
Strike Level	25,000	Valuation Date	30 March 2015 or if such day is not the day on which the Hang Seng Index March 2015 Futures Contract expires on the Hong Kong Futures Exchange Limited, the day on which the Hang Seng Index March 2015 Futures Contract will expire on the Hong Kong Futures Exchange Limited or its successor or assign
Gearing¹	20.3x		
Premium¹	9.1%		
Volatility¹	Implied: 40% Historical: 16%		
Conversion Ratio (No. of Index Units per Warrant)	0.001000 (i.e. 1,000 Warrant[s] : 1 Index unit)	Last Trading Date	The 5th Business Day immediately preceding the Expiry Date, currently being 23 March 2015
Board Lot	100 Warrants	Cash Settlement Date	No later than 5 Business Days following the Valuation Date, currently being 07 April 2015
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

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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Settlement Currency	Singapore Dollars (SGD)	Reference Currency	Hong Kong Dollars
Business Day	A day on which the SGX-ST is open for dealings during its normal trading hours and banks are open for business in Singapore	Governing Law	Singapore Law
Cash Settlement Amount	The Cash Settlement Amount, if positive, in respect of each Warrant will be paid in Singapore Dollars (subject as provided otherwise in the Conditions) equal to the amount calculated in accordance with the following formula: Cash Settlement Amount = $[(\text{Closing Level} - \text{Strike Level}) \times \text{Conversion Ratio}] \times \text{Exchange Rate}$		
Closing Level	Final settlement price for settling the Hang Seng Index March 2015 Futures Contract determined pursuant to Regulation 012 of the Regulations for trading Stock Index Futures and the Contract Specifications for Hang Seng Index Futures Contracts (as amended from time to time) of the Hong Kong Futures Exchange Limited		
Exchange Rate	The rate for the conversion of Hong Kong Dollars to Singapore Dollars as at 5:00 p.m. (Singapore time) on the Valuation Date as shown on Reuters provided that if the Reuters 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 the following take place: if the Index is calculated and published by a replacement index sponsor, the Index is replaced or modified or if the Index Sponsor fails to calculate and publish the Index on any Valuation Date.		
Further Issuance	The Issuer has the authority to issue further warrants which will form a single series with the Warrants.		
Documents	The Listing Documents are/will be available for inspection at the office of Macquarie Capital Securities (Singapore) Pte. Limited, 10 Marina Boulevard, #17-01 Marina Bay Financial Centre Tower 2, Singapore 018983.		
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 Standard & Poor's: 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), the DMM will not provide the bid price. In such an instance, the DMM will provide the offer price only; (c) when trading in the shares or securities relating to or constituting the Index is suspended or limited in a material way for any reason, 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 Warrants are suspended from trading for any reason including, but without limitation, as a result of trading in the shares or securities relating to or constituting the Index being suspended, trading of



	options or futures relating to the Index on any options or futures exchanges being suspended, or options or futures generally on any options and/or futures exchanges on which options relating to the Index are traded being suspended, or if the Index for whatever reason is not calculated; (e) market disruption events, including, without limitation, any suspension of or limitation imposed on trading (including but not limited to unforeseen circumstances such as by reason of movements in price exceeding limits permitted by the SGX-ST or any act of God, war, riot, public disorder, explosion, terrorism or otherwise) in shares or securities relating to or constituting the Index, options or futures relating to the Index on any options or futures exchanges or options or futures generally on any options and/or futures exchanges on which options relating to the Index are traded; (f) where the Issuer or the DMM faces technical problems affecting the ability of the DMM to provide bids and offer quotations; (g) 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; (h) in cases where the Issuer has no Warrants to sell, then the DMM will only provide the bid price; (i) if the stock market experiences exceptional price movement and volatility; and (j) when it is a public holiday in Singapore and/or Hong Kong and/or the SGX-ST and/or the HKEx are not open for dealings.
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D. PRODUCT SUITABILITY

WHO IS THIS PRODUCT SUITABLE FOR? - This product is <u>only</u> suitable for investors who believe that the index level of the Index will increase and are seeking a short term leveraged exposure to the Index. - 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.	
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Key Product Features

WHAT ARE YOU INVESTING IN? - You are investing in cash settled call warrants that may allow you to benefit from increase in the index level of the Index, which is the Hang Seng Index. - Information relating to the Index may be obtained at HKEx's website at www.hkex.com.hk.	Further Information Please refer to the "Information relating to the Index" section in the Supplemental Listing Document
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Calculation of Cash Settlement Amount

The Cash Settlement Amount, if positive, in respect of each Warrant will be paid in Singapore Dollars (subject as provided otherwise in the Conditions) equal to the amount calculated in accordance with the following formula: Cash Settlement Amount = [(Closing Level - Strike Level) x Conversion Ratio] x Exchange Rate WHAT WOULD YOU GAIN OR LOSE IN DIFFERENT SITUATIONS? Best case scenario: The index level of the Index increases 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 index level of the Index decreases sharply. If you have not sold the Warrants, you will lose your entire investment.	
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E. KEY RISKS

WHAT ARE THE KEY RISKS OF THIS INVESTMENT? - 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 - The Risk Factors below are a summary of the Risk Factors set out in the Base Listing Document and the Supplemental Listing Document.	Further Information 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.
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Market Risks

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 Index, 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 level of the Index can be unpredictable, sudden and large, resulting in the Index moving in a direction which will negatively impact upon the return on investment. If the level of the Index reaches a level such that the Cash Settlement Amount at expiry is less than or equal to zero, you will lose	
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may lose your entire investment.	
Liquidity Risks	
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	
Trading in the Warrants may be suspended If trading in the shares or securities relating to or constituting the Index is suspended, trading of options or futures relating to the Index on any options or futures exchanges is suspended, or options or futures generally on any options and/or futures exchanges on which options or futures relating to the Index are traded is suspended, or if the Index for whatever reason is not calculated, trading in the Warrants will be suspended for a similar period. The value of certain index constituents may not be included in the closing level of the Index A level for the Index may be published by the Index Sponsor at a time when one or more shares comprised in the Index are not trading. If this occurs on a Valuation Date and there is no Market Disruption Event under the terms of the Warrants then the value of such shares will not be included in the closing level of the Index. 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 Index. The level of the Index may vary over time by reference to various factors, including changes in computation or composition. Certain events relating to the Index may require or permit the Issuer to make certain adjustments or amendments to the Conditions. However, the Issuer is not required to make an adjustment for every event that affects the Index 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. 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.	
Issuer Related Risks	
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 Index. Such activities and information may involve or otherwise affect the Index 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 Index 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? Normal transaction and brokerage fees apply, similar to fees that you would pay for other transactions on SGX-ST.	



APPENDIX

DISCLAIMER OF THE INDEX SPONSOR

The Hang Seng Index (the “**Index(es)**”) is/are published and compiled by Hang Seng Indexes Company Limited pursuant to a licence from Hang Seng Data Services Limited. The mark(s) and name(s) “Hang Seng Index” are proprietary to Hang Seng Data Services Limited. Hang Seng Indexes Company Limited and Hang Seng Data Services Limited have agreed to the use of, and reference to, the Index(es) by the Issuer in connection with the warrants (the “**Product**”), **BUT NEITHER HANG SENG INDEXES COMPANY LIMITED NOR HANG SENG DATA SERVICES LIMITED WARRANTS OR REPRESENTS OR GUARANTEES TO ANY BROKER OR HOLDER OF THE PRODUCT OR ANY OTHER PERSON (i) THE ACCURACY OR COMPLETENESS OF ANY OF THE INDEX(ES) AND ITS COMPUTATION OR ANY INFORMATION RELATED THERETO; OR (ii) THE FITNESS OR SUITABILITY FOR ANY PURPOSE OF ANY OF THE INDEX(ES) OR ANY COMPONENT OR DATA COMPRISED IN IT; OR (iii) THE RESULTS WHICH MAY BE OBTAINED BY ANY PERSON FROM THE USE OF ANY OF THE INDEX(ES) OR ANY COMPONENT OR DATA COMPRISED IN IT FOR ANY PURPOSE, AND NO WARRANTY OR REPRESENTATION OR GUARANTEE OF ANY KIND WHATSOEVER RELATING TO ANY OF THE INDEX(ES) IS GIVEN OR MAY BE IMPLIED.** The process and basis of computation and compilation of any of the Index(es) and any of the related formula or formulae, constituent stocks and factors may at any time be changed or altered by Hang Seng Indexes Company Limited without notice. **TO THE EXTENT PERMITTED BY APPLICABLE LAW, NO RESPONSIBILITY OR LIABILITY IS ACCEPTED BY HANG SENG INDEXES COMPANY LIMITED OR HANG SENG DATA SERVICES LIMITED (i) IN RESPECT OF THE USE OF AND/OR REFERENCE TO ANY OF THE INDEX(ES) BY THE ISSUER IN CONNECTION WITH THE PRODUCT; OR (ii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES OR ERRORS OF HANG SENG INDEXES COMPANY LIMITED IN THE COMPUTATION OF ANY OF THE INDEX(ES); OR (iii) FOR ANY INACCURACIES, OMISSIONS, MISTAKES, ERRORS OR INCOMPLETENESS OF ANY INFORMATION USED IN CONNECTION WITH THE COMPUTATION OF ANY OF THE INDEX(ES) WHICH IS SUPPLIED BY ANY OTHER PERSON; OR (iv) FOR ANY ECONOMIC OR OTHER LOSS WHICH MAY BE DIRECTLY OR INDIRECTLY SUSTAINED BY ANY BROKER OR HOLDER OF THE PRODUCT OR ANY OTHER PERSON DEALING WITH THE PRODUCT AS A RESULT OF ANY OF THE AFORESAID, AND NO CLAIMS, ACTIONS OR LEGAL PROCEEDINGS MAY BE BROUGHT AGAINST HANG SENG INDEXES COMPANY LIMITED AND/OR HANG SENG DATA SERVICES LIMITED** in connection with the Product in any manner whatsoever by any broker, holder or other person dealing with the Product. Any broker, holder or other person dealing with the Product does so therefore in full knowledge of this disclaimer and can place no reliance whatsoever on Hang Seng Indexes Company Limited and Hang Seng Data Services Limited. For the avoidance of doubt, this disclaimer does not create any contractual or quasi-contractual relationship between any broker, holder or other person and Hang Seng Indexes Company Limited and/or Hang Seng Data Services Limited and must not be construed to have created such relationship.

