

Bendigo and Adelaide Bank

Convertible Preference Shares 2 Offer and SPS Reinvestment Offer

3 September 2014



incorporating



This presentation has been prepared by Bendigo and Adelaide Bank Limited (ABN 11 068 049 178, AFSL 237879) ("BEN") in relation to the offer of Convertible Preference Shares 2 ("CPS2") in Australia (the "Offer"). The Offer is made pursuant to a prospectus under Part 6D.2 of the Corporations Act 2001 (Cth) which was lodged with the Australian Securities and Investments Commission ("ASIC") on 3 September 2014 ("Prospectus"). BEN intends to lodge a replacement Prospectus which will include the margin and offer size determined after the bookbuild to be held on or about 8 September 2014. Investors may request a Prospectus by calling the CPS2 Information Line on 1300 722 018 (within Australia) or +61 3 9415 4814 (international) or by visiting www.BendigoCPS2offer.com.au. Applicants for CPS2 will need to complete the application form in or accompanying the Prospectus.

CPS2 are not deposit liabilities of BEN and are not protected accounts for the purposes of the Banking Act 1959 (Cth), and are not guaranteed. Investors should carefully read the risks set out in the Prospectus.

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All amounts are presented in Australian dollars (A\$) unless otherwise stated. All references starting with "2H" refer to the six months ended 30 June, being the second half of BEN's financial year. For example, "2H14" refers to the six months ended 30 June 2014. All references starting with "FY" refer to the financial year ended 30 June. For example, "FY14" refers to the year ended 30 June 2014.

Unless otherwise defined, capitalised terms in this presentation have the meaning in the Prospectus. References to time are Melbourne time, unless otherwise stated.

Disclaimer

CPS2 Offer

CPS2	<ul style="list-style-type: none">• Bendigo and Adelaide Bank (“BEN”) Convertible Preference Shares 2 (“CPS2”)
Offer size	<ul style="list-style-type: none">• \$200m, with the ability to raise more or less
Use of proceeds	<ul style="list-style-type: none">• The CPS2 will qualify as Additional Tier 1 Capital and the proceeds will be partly used to fund the redemption of BEN SPS and for general corporate purposes
Term	<ul style="list-style-type: none">• CPS2 are perpetual and have no fixed maturity date• Optional Exchange Date: 30 November 2020• Mandatory Conversion Date: 30 November 2022• If certain conditions are met and with APRA approval BEN may elect to Redeem, Resell or Convert CPS2 into BEN Ordinary Shares on 30 November 2020 or upon a Regulatory Event or Tax Event• Unless Exchanged earlier and subject to certain conditions being satisfied CPS2 will mandatorily Convert into BEN Ordinary Shares on 30 November 2022 or upon a Change of Control Event• CPS2 will Convert upon a Capital Trigger Event or a Non-Viability Trigger Event occurring
Dividends	<ul style="list-style-type: none">• Floating rate, semi-annual, discretionary, non-cumulative dividends, expected to be fully franked• Margin to be determined through the Bookbuild and is expected to be between 3.2% and 3.3% p.a.
Ranking	<ul style="list-style-type: none">• CPS2 will rank ahead of BEN Ordinary Shares, equally and without preference among themselves, equally with Equal Ranking Instruments, but behind the claims of all creditors of Bendigo and Adelaide Bank (other than creditors who are expressed to rank equally with CPS2 in a winding up)
Offer Structure	<ul style="list-style-type: none">• Reinvestment Offer, Securityholder Offer, Broker Firm Offer, Institutional Offer, General Offer
Bookbuild Date	<ul style="list-style-type: none">• Expected to be Monday 8 September 2014
ASX quotation	<ul style="list-style-type: none">• BEN will apply for CPS2 to be quoted on the ASX – expected to trade under ASX code BENPE

CPS2 Offer overview

SPS Reinvestment Offer

Reinvestment Offer	<ul style="list-style-type: none">• BEN intends to redeem BEN's existing Step Up Preference Shares ("SPS") on 10 October 2014¹• SPS trade on the ASX under the code "BENPC"
Key details	<ul style="list-style-type: none">• Eligible holders of SPS may elect to have some or all of their SPS redemption proceeds (i.e. \$100 per SPS) to be applied to the Application Payment for CPS2• Eligible holders of SPS who elect to reinvest will<ul style="list-style-type: none">• Not be required to make a separate Application Payment to the extent that SPS will be reinvested directly in CPS2• Be guaranteed an allocation of 1 CPS2 for every 1 SPS reinvested• Eligible holders of SPS may also apply for additional CPS2
SPS Dividend	<ul style="list-style-type: none">• Holders of SPS as at 24 September 2014 (being the record date for the SPS Dividend) will receive, subject to certain conditions to payment under the SPS Terms being satisfied, a final SPS Dividend, which is expected to be fully franked, of \$0.78 per SPS on 10 October 2014, irrespective of whether they have elected to participate in the Reinvestment Offer• The SPS dividend is based on the 90 day bank bill rate plus a margin of 1.75% p.a.
SPS Step-Up Date	<ul style="list-style-type: none">• On 10 October 2014 SPS holders who elect to participate in the Reinvestment Offer will be issued with 1 CPS2 (face value \$100) for every 1 SPS (face value \$100) reinvested• BEN currently intends to give SPS holders an Exchange Notice to redeem any remaining SPS for their face value (\$100) on 10 October 2014¹

SPS Reinvestment Offer overview

¹ The Reinvestment Offer is conditional on BEN issuing an SPS exchange notice on or about 8 September 2014 to redeem SPS on 10 October 2014, which, subject to satisfactory completion of the bookbuild it intends to do on 8 September 2014.

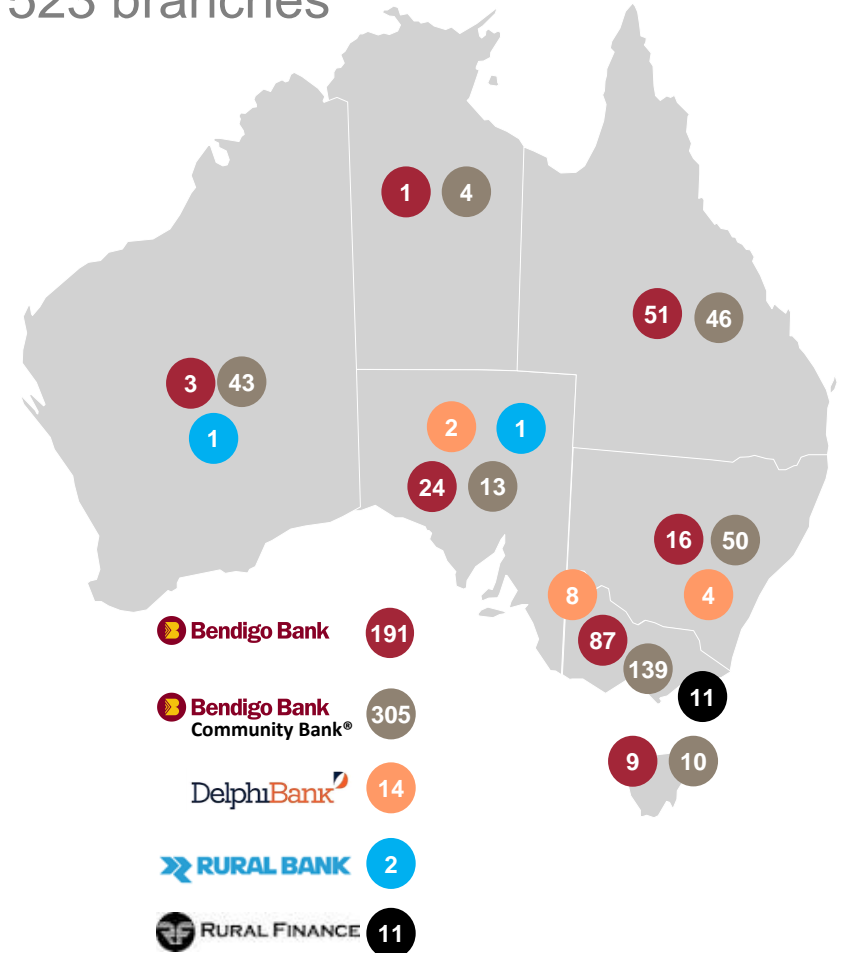
Bendigo and Adelaide Bank overview

Bendigo and Adelaide Bank overview

Bendigo and Adelaide Bank

- A leading Australian regional bank
- More than 90,000 shareholders
- Over 5,000 staff
- Market capitalisation of \$5.6bn¹
- A multi-brand strategy with four main business segments: Retail Banking, Third Party Banking, Bendigo Wealth, and Rural Banking
- Regulated by APRA

523 branches

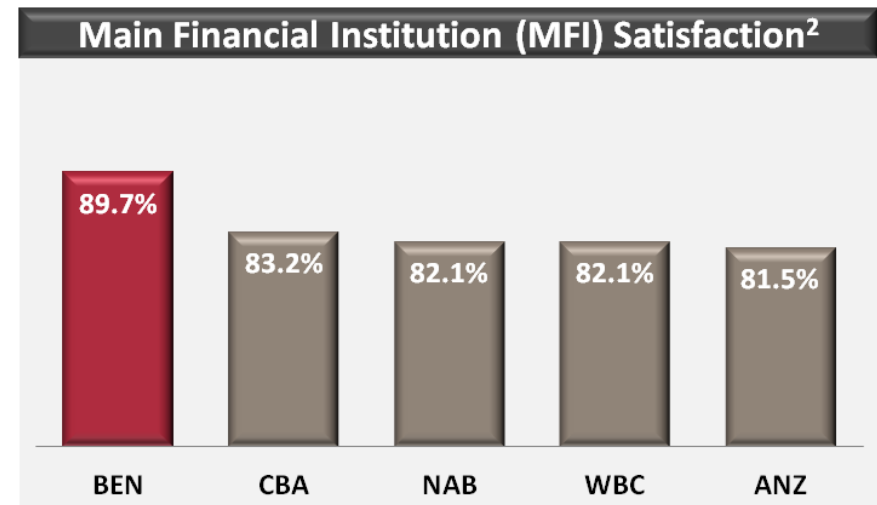
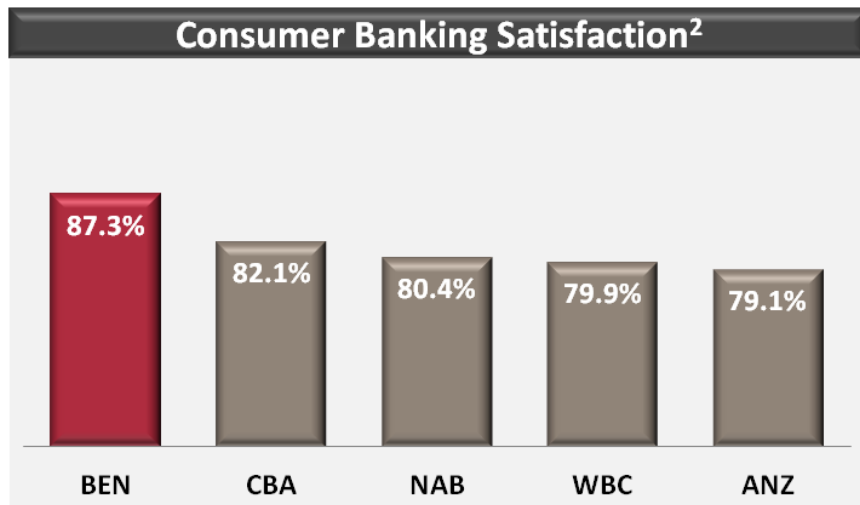
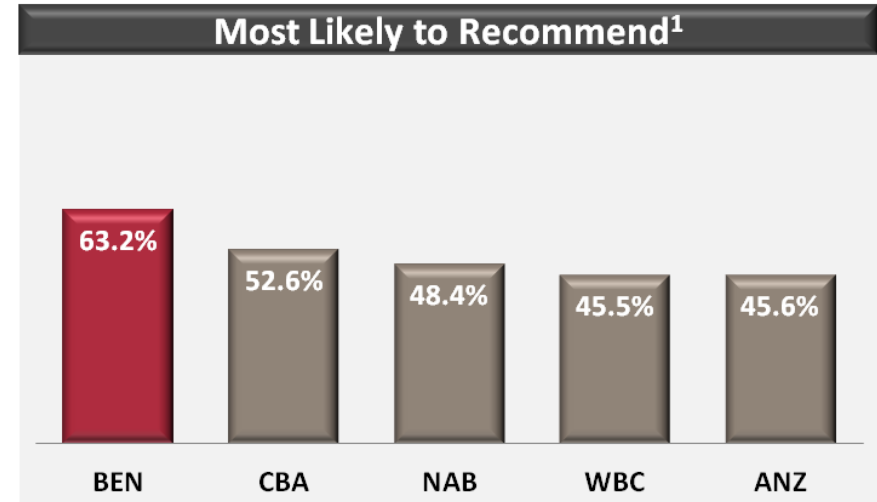


Overview

1. As at 28 August 2014

Unique and valued customer proposition

- Voted one of Australia's most trusted brands³
- Business bank of the year⁴ for 2011, 2012 & 2013
- Bendigo SmartStart Super[®] awarded 5 star rating by Canstar
- Leading financial institution for customer loyalty 2013⁵



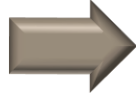
Overview

1. Roy Morgan Research, High Advocate Customers, 6 month average to June 2014 2. Roy Morgan Research - 6 month average to June 2014
3. Readers Digest Trusted Brands 2014 4. Roy Morgan – Business bank of the year award
5. Engaged Marketing – 2013 financial institution consumer recommendation & loyalty study

Consolidation to investment

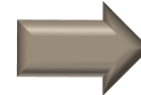
Consolidation

- BEN's securitisation program used to support funding and capital
- Balance sheet strength through strong retail deposit base and demand for our wholesale funding programs
- Improvement in Capital position through Tier 1 and Tier 2 issuances



Strengthening

- BEN buys Australian arm of Bank of Cyprus – later naming it Delphi Bank
- BEN acquires 100% of Community Telco and Rural Bank
- BEN buys Southern Finance and HD&C Securities portfolio's
- Flexible liability strategy
- Position Margin Lending business for growth
- Staff engagement



Investment

- Basel II Advanced Accreditation
- Industry consolidation
- Digital channels
- Lending systems platform
- Agri-business
- Payments innovation

Overview

Full year results

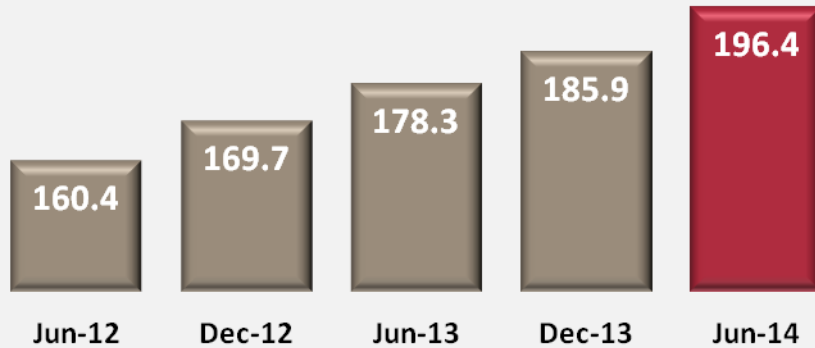
Financial performance - statutory profit after tax	Financial performance - cash basis earnings
<ul style="list-style-type: none">• Statutory profit after tax \$372.3m• Full year dividend of 64.0¢, fully franked¹• Final dividend of 33.0¢ fully franked¹	<ul style="list-style-type: none">• Cash earnings of \$382.3m• Cash earnings per share 91.5¢• Return on average tangible equity 13.34%• Return on average ordinary equity 8.96%
Balance sheet management	Credit
<ul style="list-style-type: none">• 5 basis point NIM improvement year-on-year• Disciplined pricing supporting margin growth• Basel III CET1 ratio increased to 8.02%²• \$230m institutional share placement and \$150m share purchase plan for RFC acquisition	<ul style="list-style-type: none">• Great Southern agreement reached pending court approval• Provision coverage strengthened• 90 days arrears to gross loans down 44bps year-on-year

1. Ex-dividend date for final dividend of 33.0¢ is 19 August 2014, record date is 21 August 2014, and dividend payment date is 30 September 2014

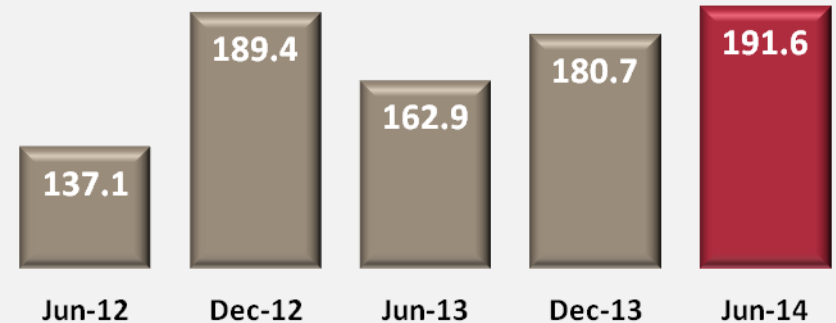
2. Capital ratio shows pro-forma impact to capital adequacy for the Rural Finance acquisition which was completed 1 July 2014

Positive earnings momentum

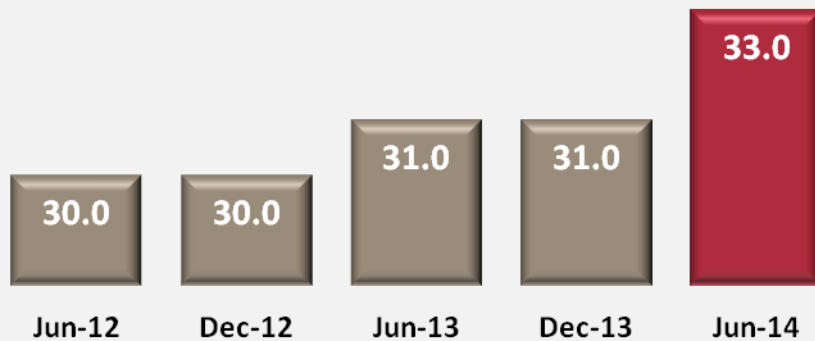
Cash basis profit (\$m)



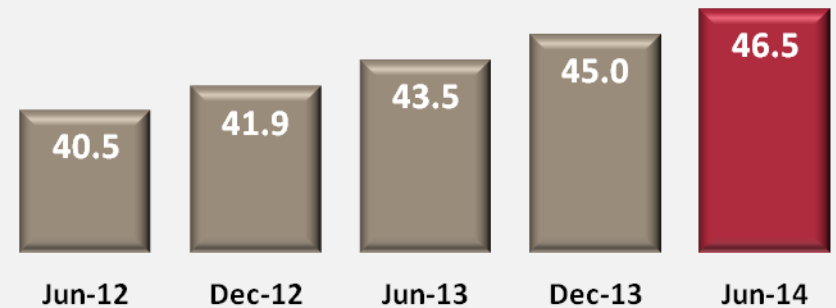
Statutory profit (\$m)



Dividends (cents)



Cash earnings per share (cents)

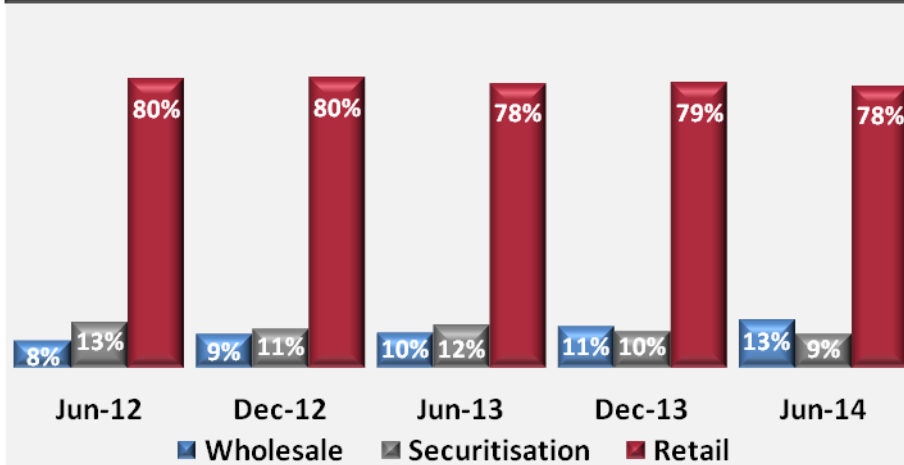


Financial performance

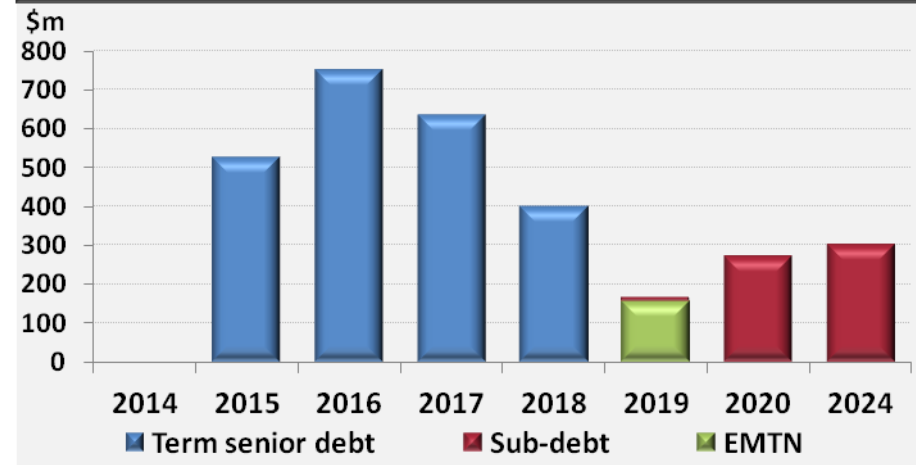
Flexible funding structure

- Leveraging core strengths of the retail brand and network
- We continue to issue in wholesale markets to achieve diversity, tenor and pricing benefits
- RMBS issue in 2H14
- Completed first Swiss Franc senior debt deal

Historical funding mix



Term funding maturity profile

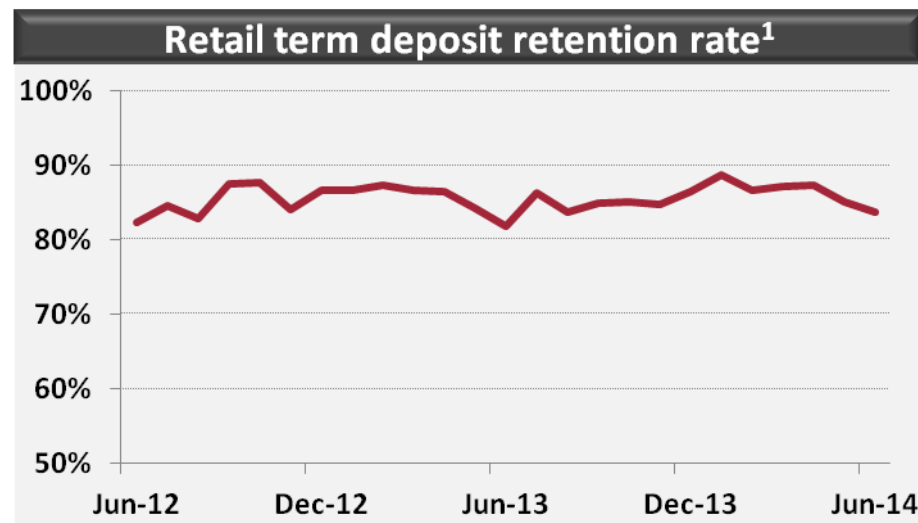
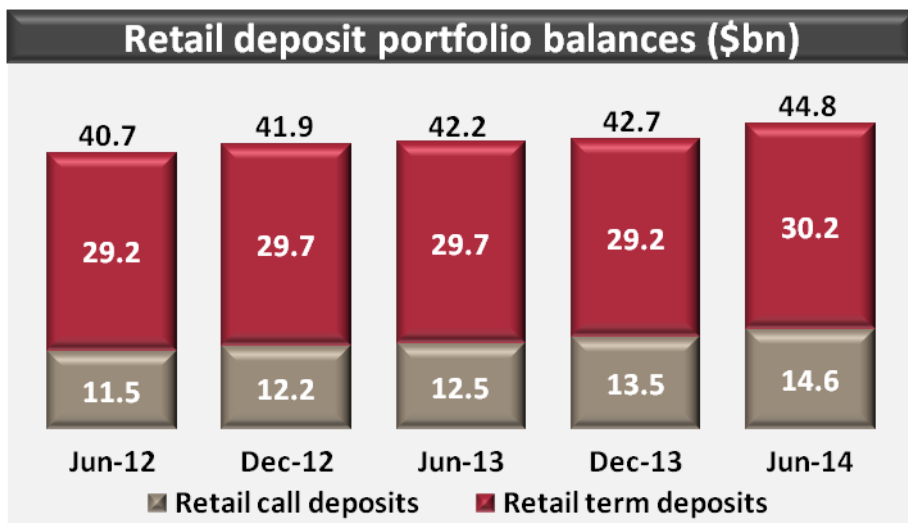


Financial overview

Note : Term funding maturity profile as at 30 June 2014

Retail funding

- Management target of 75-80% retail funding maintained
- Term deposit retention rate consistently above 80%
- Growth in at-call deposits
- Preparation well underway for Basel III liquidity

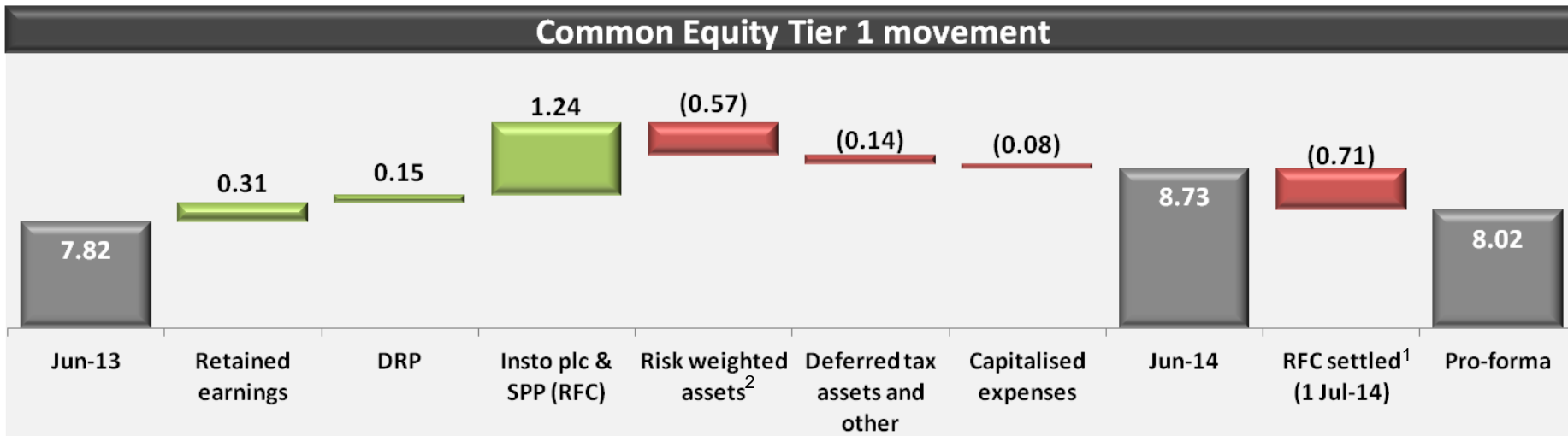
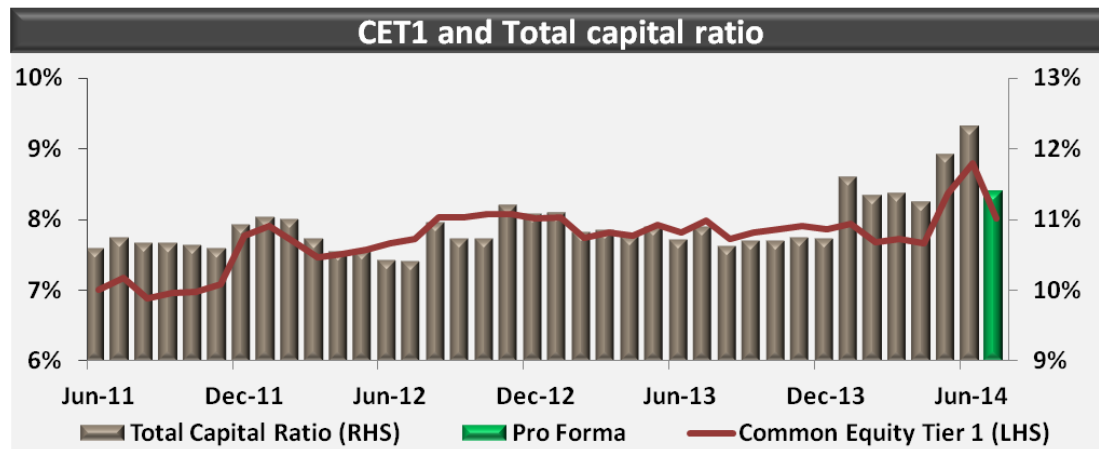


Financial overview

1. Source: Company data

Improved capital position

- Common equity Tier 1 capital improved to 8.02%¹
- Capital position strengthened through \$230m institutional share placement, \$150m SPP and \$300m Basel III compliant tier 2 sub debt

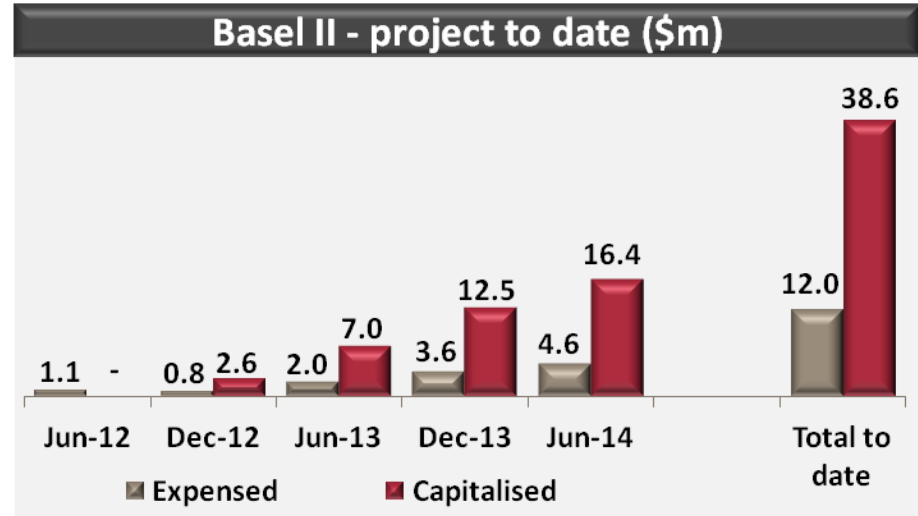


Financial overview

1. Shows pro-forma impact to capital adequacy of the Rural Finance acquisition which was completed 1 July 2014
 2. Included in the 57bps movement in CET1 for RWA is 8bps from the changes to certain loan products terms and conditions.

Basel II advanced accreditation

- Model development substantially complete across all risk areas
- Independent model validation well advanced
- Enhanced risk-adjusted performance measures and capital allocation methodologies being rolled-out
- Internal estimates reflect low risk credit profile

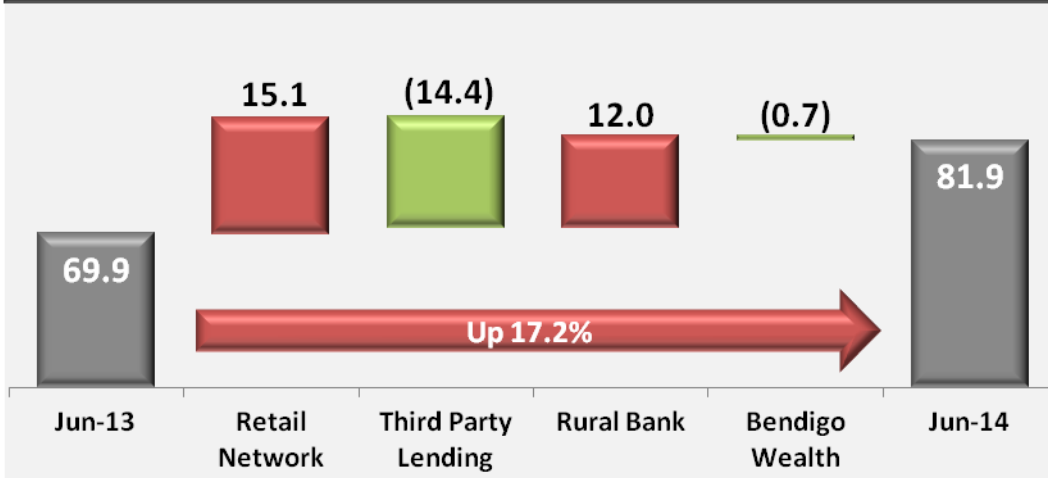


Financial overview

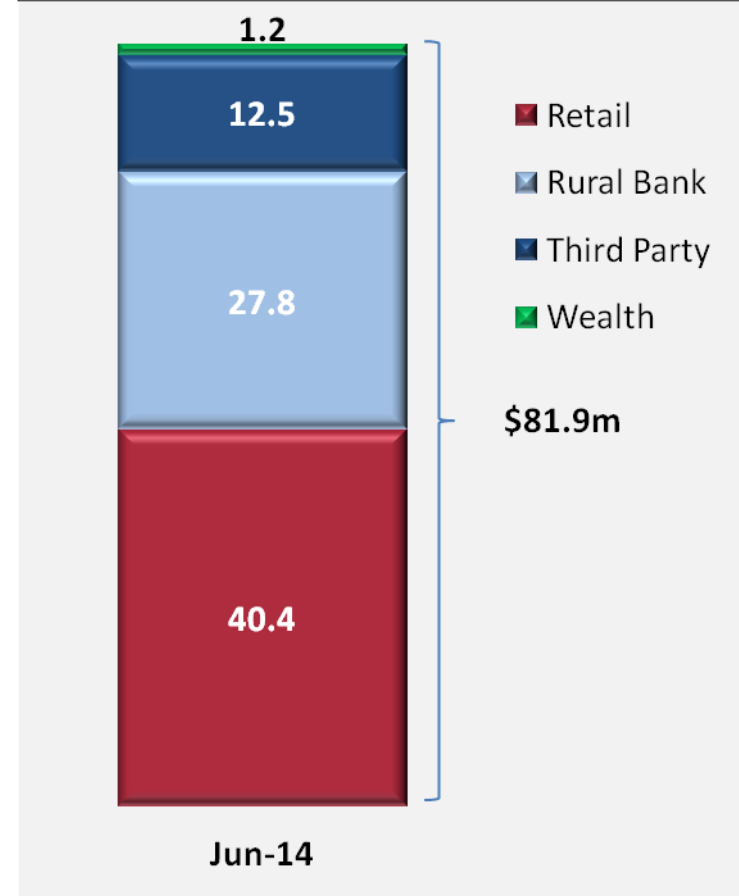
Bad and doubtful debts

- Retail BDD charge in 2H14 impacted by one large exposure
- Northern Australia cattle property values stabilised in 2H14
- Improvement in Third Party Lending predominantly due to Great Southern MIS portfolio

BDD expense by segment (\$m)



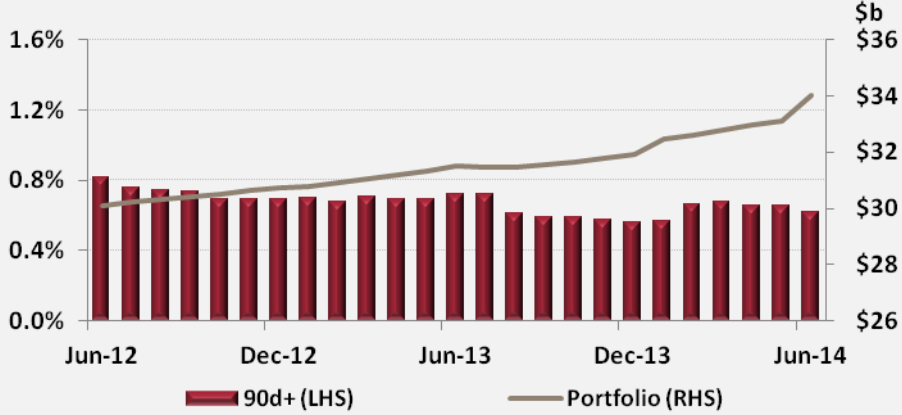
BDD segment breakdown (\$m)



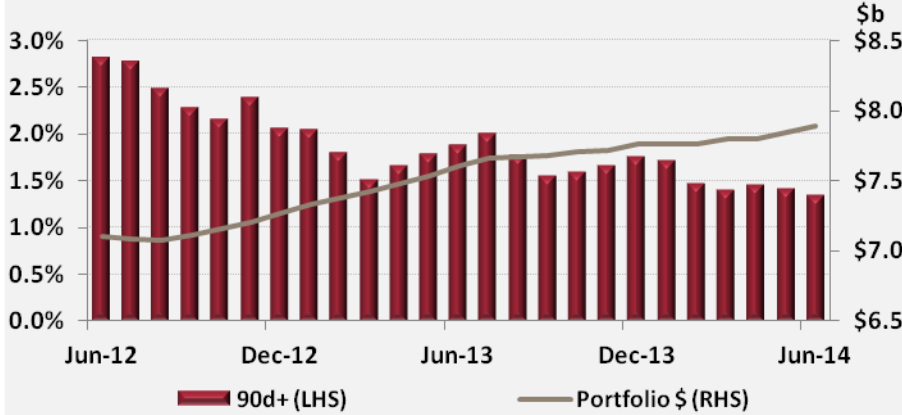
Financial overview

Arrears – 90 days+

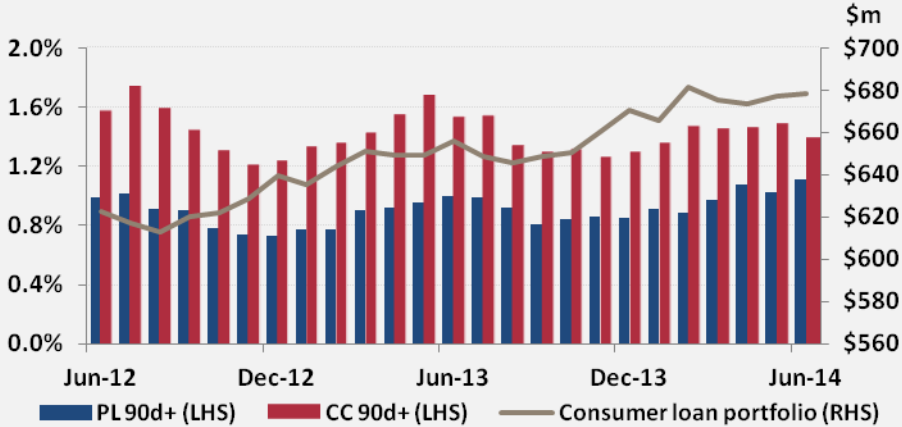
Residential loan arrears



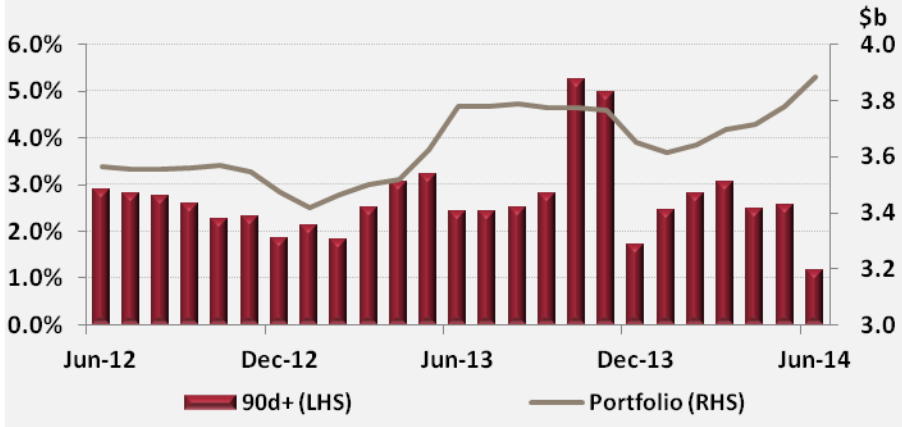
Business loan arrears



Consumer loan arrears



Rural Bank loan arrears



Financial overview

Great Southern

- BEN has entered into an agreement (subject to court approval) to conclude the class actions brought by investors in managed investment schemes operated by Great Southern
- BEN's borrowers who are members of the class actions have admitted that their loans are valid and enforceable
- All loans are full recourse
- Principal and interest payable by borrowers
- Total arrears - \$303.6m at June 2014
- Specific and collective provisions at June 2014 were \$15.8m and \$11.8m respectively

The borrower – occupation type¹

Occupation	% of funded book
Builders/Construction Workers	1%
Executives/General Managers	28%
Medical (ie. Doctors/Specialists)	9%
Professional (ie. Accountants,	24%
Retail (ie. Sales and Customer	2%
Self Employed	4%
Services (ie. Teachers, Police)	5%
Tradespersons	10%
Other (Not provided)	17%

The borrower – financial information¹

Net Assets	% of funded book	Salary/Income	% of funded book
> \$10m	13.8	> \$1m	15.3
\$ 5m - \$10m	12.9	\$ 500k - \$1m	15.1
\$ 1m - \$5m	45.4	\$ 250k - \$500k	22.1
\$ 500K - \$1m	17.2	\$ 100K - \$250k	34.5
\$100k < \$500k	10.2	\$50k < \$100k	11.9
< \$100k	0.5	< \$50k	1.1

Financial overview

1. Data as at date of loan application

CPS2 Offer

Dividends

Dividends	<ul style="list-style-type: none">• Dividends on CPS2 are preferred, discretionary, non-cumulative floating rate payments• Dividends on CPS2 are scheduled to be paid semi-annually in arrears subject to certain Dividend Payment Tests• Dividends are expected to be fully franked
Dividend Rate	<ul style="list-style-type: none">• Dividend Rate = (180 day Bank Bill Swap Rate + Margin) x (1 – Tax Rate¹)• Margin is expected to be in the range of 3.20% to 3.30%, to be determined under the Bookbuild• As an example, assuming the 180 day Bank Bill Swap Rate is 2.65% and the Margin is 3.20%<ul style="list-style-type: none">• The cash dividend received by a holder would be 4.095% per annum• If the potential value of the franking credits is taken into account in full, this would be equivalent to an unfranked dividend rate of 5.85%²
Dividend Restriction	<ul style="list-style-type: none">• If for any reason a Dividend has not been paid on a Dividend Payment Date, Bendigo and Adelaide Bank must not, subject to certain exceptions, without the approval of a Special Resolution, until and including the next Dividend Payment Date:<ul style="list-style-type: none">• Declare or pay a dividend or make any distribution on Ordinary Shares; or• Buy back or reduce capital on any Ordinary Shares <p>Unless the Dividend is paid in full within three Business Days of the relevant Dividend Payment Date</p> <ul style="list-style-type: none">• Failure to pay a Dividend when scheduled will not constitute an event of default

CPS2 key terms

1. Tax Rate is the Australian corporate tax rate applicable to the relevant franking account for BEN. As at the date of this presentation, the relevant rate is 30%

2. The value and availability of franking credits to a Holder will differ depending on the Holder's particular tax circumstances. Holders should also be aware that the potential value of any franking credits does not accrue at the same time as the receipt of any cash Dividend

Optional Exchange Date

Optional Exchange	<ul style="list-style-type: none">• BEN may choose to Exchange all or some CPS2 on issue on the Optional Exchange Date which is 30 November 2020
Exchange	<ul style="list-style-type: none">• Subject to APRA's prior written approval and provided certain conditions are satisfied, BEN may Exchange CPS2 via:<ul style="list-style-type: none">• Conversion¹ into a variable number of Ordinary Shares with a value of approximately \$101.01² based on the VWAP during a period, usually 20 Business Days, before the Exchange Date; or• Redemption of CPS2 for \$100 per CPS2; or• Resale of CPS2 for \$100 per CPS2
Requirements for Redemption	<ul style="list-style-type: none">• The choice of Redemption as the Exchange Method is subject to the condition that APRA is satisfied that either:<ul style="list-style-type: none">• CPS2 which are the subject of the Exchange are replaced concurrently or beforehand with a Relevant Preference Security of the same or better quality or Ordinary Shares and the replacement of CPS2 is done under conditions that are sustainable for BEN's income capacity; or• Having regard to the projected capital position of the Bendigo and Adelaide Bank Group, BEN does not have to replace the CPS2 the subject of the Redemption

CPS2 key terms

1. If an Approved NOHC Event has occurred, conversion will be into Approved NOHC Ordinary Shares. Refer to Section 2.9.6 of the Prospectus

2. Based on the \$100 CPS2 Issue Price and the VWAP of Ordinary Shares during the 20 Business Days before the Optional Exchange Date with the benefit of a 1% discount. However, this VWAP may differ from the Ordinary Share price on or after the Optional Exchange Date. This means that the value of Ordinary Shares received may be more or less than anticipated when they are issued or thereafter.

Mandatory Conversion

Mandatory Conversion

- The Mandatory Conversion Date is 30 November 2022 provided that all of the Mandatory Conversion Conditions are satisfied
- On the Mandatory Conversion Date, Holders will receive approximately \$101.01¹ worth of Ordinary Shares, unless CPS2 have been Exchanged earlier
- If any of the Mandatory Conversion Conditions are not satisfied, Conversion will be deferred until the first Dividend Payment Date on which all of the Mandatory Conversion Conditions are satisfied

Mandatory Conversion Conditions

- The Mandatory Conversion Conditions to be satisfied on a possible Mandatory Conversion Date are as follows:
 - The VWAP of Ordinary Shares on the 25th Business Day before (but not including) a possible Mandatory Conversion Date is greater than 55% of the Issue Date VWAP;
 - The VWAP of Ordinary Shares during the period of 20 Business Days on which trading in Ordinary Shares took place immediately preceding (but not including) a possible Mandatory Conversion Date is greater than 50.51% of the Issue Date VWAP; and
 - No Delisting Event applies (a Delisting Event means BEN is delisted or its Ordinary Shares have been suspended from ASX trading for a certain period or an Inability Event subsists)

Maximum Conversion Number

- The number of Ordinary Shares that Holders receive per CPS2 on Conversion may not be greater than the Maximum Conversion Number. This restriction means that the maximum number of Ordinary Shares issued on Conversion cannot exceed the number that would be issued if the CPS2 were Converted at a Conversion price equal to:
 - 50% of the Issue Date VWAP if Conversion is occurring on a Mandatory Conversion Date; or
 - 20% of the Issue Date VWAP in the case of any other Conversion

CPS2 key terms

¹. Based on the \$100 CPS2 Issue Price and the VWAP of Ordinary Shares during the 20 Business Days before the Mandatory Conversion Date with the benefit of a 1% conversion discount. However, this VWAP may differ from the Ordinary Share price on or after the Mandatory Conversion Date. This means that the value of Ordinary Shares received may be more or less than anticipated when they are issued or thereafter

Capital Trigger Event and Non-Viability Trigger Event

Capital Trigger Event	<ul style="list-style-type: none">• A Capital Trigger Event occurs when BEN determines, or APRA notifies BEN in writing, that it believes that either or both of Bendigo and Adelaide Bank's Common Equity Tier 1 Capital Ratio or Bendigo and Adelaide Bank Group's Common Equity Tier 1 Capital Ratio is equal to or less than 5.125%
Non-Viability Trigger Event	<ul style="list-style-type: none">• A Non-Viability Trigger Event occurs when APRA provides a written determination to Bendigo and Adelaide Bank that the conversion or write off of Relevant Preference Securities is necessary as without:<ul style="list-style-type: none">• That conversion or write off; or• A public sector injection of capital into (or equivalent capital support with respect to) Bendigo and Adelaide Bank,APRA considers that Bendigo and Adelaide Bank would become non-viable
Conversion	<ul style="list-style-type: none">• Following a Capital Trigger Event or a Non-Viability Trigger Event, some or all CPS2 will Convert into Ordinary Shares (in some cases all CPS2 must Convert)• Conversion in these circumstances is not subject to the Mandatory Conversion Conditions• Holders may receive less than \$101.01 worth of Ordinary Shares per CPS2 upon Conversion following a Capital Trigger Event or a Non-Viability Trigger Event due to the Maximum Conversion Number• If a Capital Trigger Event or a Non-Viability Trigger Event occurs, the Maximum Conversion Number will be based on a share price of 20% of the Issue Date VWAP• If, following a Capital Trigger Event or a Non-Viability Trigger Event, BEN is prevented for any reason from Converting CPS2 (within 5 Business Days after the Capital Trigger Conversion Date or the Non-Viability Conversion Date (as applicable)), those CPS2 will not be Converted but instead Written Off. This means that certain rights attached to the CPS2 will be amended to approximate the Ordinary Share rights which the Holder would have had if the relevant CPS2 had Converted into BEN Ordinary Shares

CPS2 key terms

Other early Exchange or Conversion

Other early Exchange or Conversion (subject to certain conditions)

- BEN may choose to Exchange all or some CPS2 following the occurrence of a Tax Event or a Regulatory Event
- BEN may choose to Convert all (but not some) CPS2 after an Acquisition Event
- BEN must Convert all (but not some) CPS2 on issue if a Change of Control Event occurs

Exchange

- Subject to APRA's prior written approval and provided certain conditions are satisfied, BEN may Exchange CPS2 following a Tax Event or a Regulatory Event via:
 - Conversion into a variable number of Ordinary Shares with a value of approximately \$101.01¹; or
 - Redemption of CPS2 for \$100 per CPS2; or
 - Resale of CPS2 for \$100 per CPS2

Requirements for Redemption

- Where BEN elects to Redeem CPS2 APRA must be satisfied that either:
 - CPS2 which are the subject of the Exchange are replaced concurrently or beforehand with a Relevant Preference Security of the same or better quality or Ordinary Shares and the replacement of CPS2 is done under conditions that are sustainable for Bendigo and Adelaide Bank's income capacity; or
 - Having regard to the projected capital position of the Bendigo and Adelaide Bank Group, Bendigo and Adelaide Bank does not have to replace the CPS2 the subject of the Redemption

CPS2 key terms

¹. Based on the \$100 CPS2 Issue Price and the VWAP of Ordinary Shares during the 20 Business Days before the Exchange Date with the benefit of a 1% discount. However, this VWAP may differ from the Ordinary Share price on or after the Mandatory Conversion Date. This means that the value of Ordinary Shares received may be more or less than anticipated when they are issued or thereafter

Level 2 Common Equity Tier 1 Capital Ratio

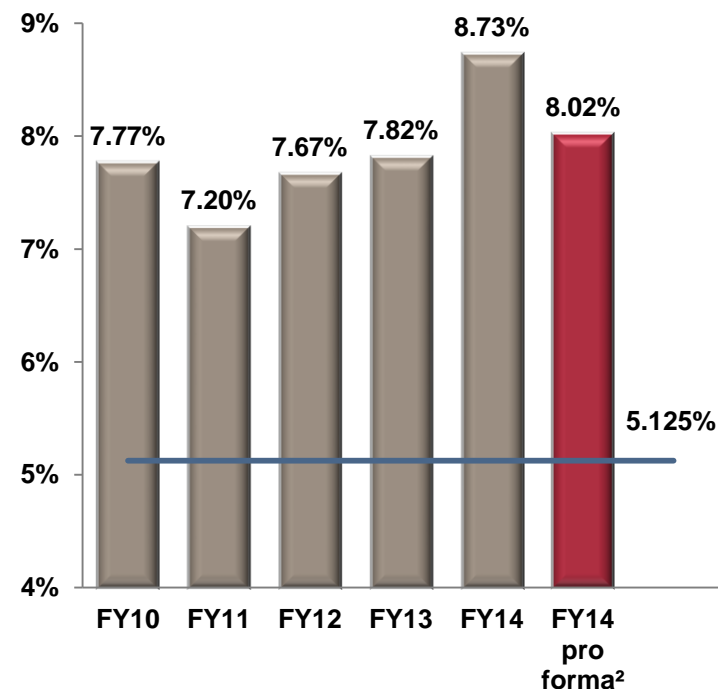
Balance sheet strength

- Bendigo and Adelaide Bank's Level 2 Common Equity Tier 1 Capital Ratio as at 30 June 2014 on a Basel III basis was 8.73%
- Bendigo and Adelaide Bank's Common Equity Tier 1 Ratio as at 30 June 2014 would have been 8.02% on a pro-forma basis had the Rural Finance Corporation of Victoria acquisition completed on that date

Capital buffer

- A Common Equity Tier 1 Capital Ratio of 8.02% would imply \$993.5 million of Common Equity Tier 1 Capital above the Capital Trigger Event Common Equity Tier 1 Capital Ratio level of 5.125%

Level 2 common equity tier 1 ratio¹



Level 2 Common Equity Tier 1 Capital Ratio

1. Bendigo and Adelaide Bank's financial year denoted "FY" above, finishes on 30 June of each calendar year
 2. Pro-forma for impact of the Rural Finance acquisition which was completed 1 July 2014

Key risks¹

Key risks associated with investing in CPS2

Not deposit liabilities	<ul style="list-style-type: none"> CPS2 are not deposit liabilities of Bendigo and Adelaide Bank, are not protected accounts for the purposes of the depositor protection provisions under the Banking Act and are not guaranteed by any government or other person
Market price of CPS2	<ul style="list-style-type: none"> The price at which Holders are able to sell CPS2 on the ASX is uncertain and CPS2 may trade at a market price below the Issue price
Liquidity	<ul style="list-style-type: none"> There may be no liquid market for CPS2 Holders who wish to sell their CPS2 may be unable to do so at a price acceptable to them, or at all
Exposure to BEN Group's financial performance	<ul style="list-style-type: none"> If Bendigo and Adelaide Bank (BEN) Group's financial performance or position declines, or if market participants anticipate that it may decline, an investment in CPS2 could decline in value even if CPS2 have not been Converted
Fluctuation in Ordinary Share price	<ul style="list-style-type: none"> The price of Ordinary Shares may fluctuate due to various factors, including investor perceptions, Australian and worldwide economic conditions, the financial performance and position of financial institutions generally in Australia and globally and BEN's financial performance and position
Dividends may not be paid	<ul style="list-style-type: none"> There is a risk that Dividends will not be paid, including where the Directors determine not to pay a Dividend or where APRA objects to the Dividend payment Dividends are non-cumulative. Accordingly, in the event that BEN does not pay a scheduled Dividend, a Holder has no entitlement to such Dividend
Changes in Dividend Rate	<ul style="list-style-type: none"> The Dividend Rate will fluctuate (both increasing and decreasing) over time as a result of movements in the Bank Bill Rate
CPS2 are perpetual and Mandatory Conversion may never occur	<ul style="list-style-type: none"> There is a risk that Conversion will not occur on any subsequent Mandatory Conversion Date, because the Mandatory Conversion Conditions are not satisfied due to a large fall in the Ordinary Share price relative to the Issue Date VWAP, or where a Delisting Event applies

Key risks

1. You should read the risk factors set out in Section 6 of the Prospectus before deciding to invest in CPS2

Key risks¹

Key risks associated with investing in CPS2

<p>It is not certain whether and when CPS2 may be Exchanged</p>	<ul style="list-style-type: none"> • It is uncertain whether and when Exchange may occur and, subject to certain conditions, CPS2 may be Converted, Redeemed or Resold on the Optional Exchange Date or early due to a Regulatory Event or a Tax Event or Converted early due to an Acquisition Event and must, subject to certain conditions, be Converted on a Change of Control Event • The timing of any Exchange may not suit individual Holder preferences or circumstances
<p>Conversion following a Capital Trigger Event or a Non-Viability Trigger Event</p>	<ul style="list-style-type: none"> • Conversion on account of a Capital Trigger Event or a Non-Viability Trigger Event may occur on dates not previously contemplated by Holders, which may be disadvantageous • If Conversion occurs in these case, Holders are likely to receive Ordinary Shares that are worth significantly less than the Issue Price of CPS2 • In cases where Bendigo and Adelaide Bank is prevented from Converting CPS2 for any reason the CPS2 which should have been Converted will be Written Off. This means that certain rights attached to the CPS2 will be amended to approximate the Ordinary Share rights which the Holder would have had if the relevant CPS2 had Converted into Ordinary Shares
<p>Conversion on a Change Of Control</p>	<ul style="list-style-type: none"> • CPS2 may be affected by M&A activity, including the possibility of being acquired by, or merged with, another company or group of companies, potentially resulting in a change of control
<p>Restrictions in a winding-up of BEN</p>	<ul style="list-style-type: none"> • If there is a shortfall of funds on a winding-up of BEN to pay all amounts ranking senior to and equally with CPS2, Holders will lose all or some of their investment
<p>Implications of an approved NOHC event</p>	<ul style="list-style-type: none"> • The impact of introducing a NOHC will depend on the structure of the acquirer and the circumstances surrounding the substitution of that acquirer
<p>Risks associated with Bendigo and Adelaide Bank generally</p>	<ul style="list-style-type: none"> • Key risks associated with an investment in Bendigo and Adelaide Bank and the business of the Bendigo and Adelaide Bank Group generally are set out at section 6.2 of the Prospectus and should be read in full before investing in CPS2

Key risks

1. You should read the risk factors set out in Section 6 of the Prospectus before deciding to invest in CPS2

Key dates

Date for determining Eligible Securityholders	2 September 2014
Lodgement of the Prospectus with ASIC	3 September 2014
Bookbuild to determine the Margin	8 September 2014
Announcement of the Margin	8 September 2014
Lodgement of the replacement Prospectus with ASIC	11 September 2014
Opening date	11 September 2014
Closing date for Securityholder Offer and General Offer	5:00pm Melbourne time on 3 October 2014
Closing date for Broker Firm Offer (excluding applications in respect of reinvested SPS)	10:00am Melbourne time on 9 October 2014
Issue date	10 October 2014
CPS2 commence trading on ASX (deferred settlement basis)	13 October 2014
Holding statements despatched by	16 October 2014
CPS2 commence trading on ASX (normal settlement basis)	17 October 2014
First dividend payment date¹	30 November 2014
Optional Exchange Date	30 November 2020
Mandatory Conversion Date²	30 November 2022

The key dates above are indicative only and may change without notice

Scheduled key dates

1. Dividends are scheduled to be paid at the end of each semi-annual Dividend Period (on 30 November and 30 May) subject to the Dividend Payment Tests. If any of these scheduled dates are not Business Days, then the Dividend Payment Date will occur on the next Business Day. The first Dividend Payment Date of 30 November 2014 is not a Business Day. Accordingly the expected first Dividend Payment will be made on the next Business Day, being 1 December 2014. 2. The Mandatory Conversion Date may be later than 30 November 2022, or may not occur at all, if the Mandatory Conversion Conditions are not satisfied – see Section 2.5 of prospectus

Key dates – SPS Holders

Record date for determining Eligible SPS Holders for the Reinvestment Offer	2 September 2014
Record date for SPS Dividend	24 September 2014
Last day of trading for SPS on ASX	30 September 2014
Closing date for the Reinvestment Offer	5:00pm Melbourne time on 3 October 2014
Closing date for the Broker Firm Offer (applications in respect of reinvested SPS)	5.00pm Melbourne time on 3 October 2014
Redemption date for SPS and payment date for SPS dividend	10 October 2014

The key dates above are indicative only and may change without notice

Scheduled key dates

Contact details

Bendigo and Adelaide Bank



Richard Fennell
Chief Financial Officer
Phone:(08) 8300 6200
Mobile:0412 888 930
Email: richard.fennell@bendigoadelaide.com.au

Peter Ormandy
Group Treasurer
Phone:(08) 7109 9501
Mobile:0419 811 134
Email: peter.ormandy@bendigoadelaide.com.au

Travis Crouch
Head of Capital and Investor Relations
Phone:(03) 5485 6261
Mobile:0418 552 922
Email: travis.crouch@bendigoadelaide.com.au

Further Information:

Please call the CPS2 Information Line on 1300 722 018 (within Australia) or +61 3 9415 4814 (International) between 9:00am and 5:00pm (Melbourne time), Monday to Friday or visit www.BendigoCPS2offer.com.au

Arranger and Joint Lead Manager



Michael Cluskey
Phone:(03) 9679 1138

Joint Lead Manager



Tariq Holdich
Phone:(02) 8037 0622

Joint Lead Manager



Damian Pretty
Phone:(03) 9631 9801

Joint Lead Manager

Morgan Stanley Bob Herbert
Phone:(03) 9256 8937

Contact details

