

asx release



13 February 2017

Basel III Pillar 3 Disclosures: Prudential Standard APS 330

Bendigo and Adelaide Bank Limited 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.

The prudential disclosures have been prepared for Bendigo and Adelaide Bank Limited including Rural Bank Limited (the Group).

The disclosures provided have been prepared as at 31 December 2016.

Further information

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Table 1 Common Disclosure Template

The Group is applying the Basel III regulatory adjustments in full as implemented by APRA. The capital disclosures detailed in the Common Disclosure template below represent the post 1 January 2018 Basel III common disclosure requirements.

| | 31 December 2016 |
|----------------------|------------------|
| | Basel III |
| Capital Ratios | % |
| Common Equity Tier 1 | 7.97% |
| Tier 1 | 10.17% |
| Total Capital | 12.20% |

| | 31 December 2016 | Reconciliation | |
|---|--|----------------|---------------|
| | Basel III | Table | |
| | \$m | Reference | |
| Common Equity Tier 1 capital: instruments and reserves | | | |
| 1 | Directly issued qualifying ordinary shares (and equivalent for mutually-owned entities) capital | 4,406.1 | a |
| 2 | Retained earnings | 587.0 | e |
| 3 | Accumulated other comprehensive income (and other reserves) | -39.4 | f, p, q, r, s |
| 4 | Directly issued capital subject to phase out from CET1 (only applicable to mutually-owned companies) | N/A | |
| 5 | Ordinary share capital issued by subsidiaries and held by third parties (amount allowed in group CET1) | N/A | |
| 6 | Common Equity Tier 1 capital before regulatory adjustments | 4,953.7 | |
| Common Equity Tier 1 capital : regulatory adjustments | | | |
| 7 | Prudential valuation adjustments | N/A | |
| 8 | Goodwill (net of related tax liability) | 1,441.5 | d |
| 9 | Other intangibles other than mortgage servicing rights (net of related tax liability) | 35.9 | g + h |
| 10 | Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liability) | 0.0 | |
| 11 | Cash-flow hedge reserve | -27.5 | f |
| 12 | Shortfall of provisions to expected losses | 0.0 | |
| 13 | Securitisation gain on sale (as set out in paragraph 562 of Basel II framework) | N/A | |
| 14 | Gains and losses due to changes in own credit risk on fair valued liabilities | N/A | |
| 15 | Defined benefit superannuation fund net assets | 1.9 | c |
| 16 | Investments in own shares (if not already netted off paid-in capital on reported balance sheet) | N/A | |
| 17 | Reciprocal cross-holdings in common equity | N/A | |
| 18 | Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the ADI does not own more than 10% of the issued share capital (amount above 10% threshold) | N/A | |
| 19 | Significant investments in the ordinary shares of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions (amount above 10% threshold) | N/A | |
| 20 | Mortgage service rights (amount above 10% threshold) | N/A | |
| 21 | Deferred tax assets arising from temporary differences (amount above 10% threshold, net of related tax liability) | N/A | |
| 22 | Amount exceeding the 15% threshold | N/A | |

Table 1 Common Disclosure Template Continued

| | | 31 December 2016 | Reconciliation |
|--|--|------------------|----------------|
| | | Basel III | Table |
| | | \$m | Reference |
| 23 | of which: significant investments in the ordinary shares of financial entities | N/A | |
| 24 | of which: mortgage servicing rights | N/A | |
| 25 | of which: deferred tax assets arising from temporary differences | N/A | |
| 26 | National specific regulatory adjustments (sum of rows 26a, 26b, 26c, 26d, 26e, 26f, 26g, 26h, 26i and 26j) | 449.8 | |
| 26a | of which: treasury shares | N/A | |
| 26b | of which: offset to dividends declared under a dividend reinvestment plan (DRP), to the extent that the dividends are used to purchase new ordinary shares issued by the ADI | N/A | |
| 26c | of which: deferred fee income | N/A | |
| 26d | of which: equity investments in financial institutions not reported in rows 18, 19 and 23 | 21.7 | v (less g) |
| 26e | of which: deferred tax assets not reported in rows 10, 21 and 25 | 64.3 | t (less u) |
| 26f | of which: capitalised expenses | 333.7 | i to n |
| 26g | of which: investments in commercial (non-financial) entities that are deducted under APRA prudential requirements | 8.6 | v |
| 26h | of which: covered bonds in excess of asset cover in pools | N/A | |
| 26i | of which: undercapitalisation of a non-consolidated subsidiary | 9.1 | v |
| 26j | of which: other national specific regulatory adjustments not reported in rows 26a to 26i | 12.4 | x |
| 27 | Regulatory adjustments applied to Common Equity Tier 1 due to insufficient Additional Tier 1 and Tier 2 to cover deductions | 0.0 | |
| 28 | Total regulatory adjustments to Common Equity Tier 1 | 1,901.6 | |
| 29 | Common Equity Tier 1 Capital (CET1) | 3,052.1 | |
| Additional Tier 1 Capital: instruments | | | |
| 30 | Directly issued qualifying Additional Tier 1 instruments | 843.2 | b |
| 31 | of which: classified as equity under applicable accounting standards | N/A | |
| 32 | of which: classified as liabilities under applicable accounting standards | 843.2 | |
| 33 | Directly issued capital instruments subject to phase out from Additional Tier 1 | 0.0 | |
| 34 | Additional Tier 1 instruments (and CET1 instruments not included in row 5) issued by subsidiaries and held by third parties (amount allowed in group AT1) | N/A | |
| 35 | of which: instruments issued by subsidiaries subject to phase out | N/A | |
| 36 | Additional Tier 1 Capital before regulatory adjustments | 843.2 | |
| Additional Tier 1 Capital: regulatory adjustments | | | |
| 37 | Investments in own Additional Tier 1 instruments | N/A | |
| 38 | Reciprocal cross-holdings in Additional Tier 1 instruments | N/A | |
| 39 | Investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the ADI does not own more than 10% of the issued share capital (amount above 10% threshold) | N/A | |

Table 1 Common Disclosure Template Continued

| | | 31 December 2016 | Reconciliation |
|---|---|------------------|----------------|
| | | Basel III | Table |
| | | \$m | Reference |
| 40 | Significant investments in the capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation (net of eligible short positions) | N/A | |
| 41 | National specific regulatory adjustments (sum of rows 41a, 41b and 41c) | N/A | |
| 41a | of which: holdings of capital instruments in group members by other group members on behalf of third parties | N/A | |
| 41b | of which: investments in the capital of financial institutions that are outside the scope of regulatory consolidations not reported in rows 39 and 40 | N/A | |
| 41c | of which: other national specific regulatory adjustments not reported in rows 41a and 41b | N/A | |
| 42 | Regulatory adjustments applied to Additional Tier 1 due to insufficient Tier 2 to cover deductions | N/A | |
| 43 | Total regulatory adjustments to Additional Tier 1 capital | 0.0 | |
| 44 | Additional Tier 1 capital (AT1) | 843.2 | |
| 45 | Tier 1 Capital (T1=CET1+AT1) | 3,895.3 | |
| Tier 2 Capital: instruments and provisions | | | |
| 46 | Directly issued qualifying Tier 2 instruments | 425.0 | y |
| 47 | Directly issued capital instruments subject to phase out from Tier 2 | 178.7 | w |
| 48 | Tier 2 instruments (and CET1 and AT1 instruments not included in rows 5 or 34) issued by subsidiaries and held by third parties (amount allowed in group T2) | N/A | |
| 49 | of which: instruments issued by subsidiaries subject to phase out | N/A | |
| 50 | Provisions | 175.6 | o |
| 51 | Tier 2 Capital before regulatory adjustments | 779.3 | |
| Tier 2 Capital: regulatory adjustments | | | |
| 52 | Investments in own Tier 2 instruments | N/A | |
| 53 | Reciprocal cross-holdings in Tier 2 instruments | N/A | |
| 54 | Investments in the Tier 2 capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions, where the ADI does not own more than 10% of the issued share capital (amount above 10% threshold) | N/A | |
| 55 | Significant investments in the Tier 2 capital of banking, financial and insurance entities that are outside the scope of regulatory consolidation, net of eligible short positions | N/A | |
| 56 | National specific regulatory adjustments (sum of rows 56a, 56b and 56c) | 0.0 | |
| 56a | of which: holdings of capital instruments in group members by other group members on behalf of third parties | N/A | |
| 56b | of which: investments in the capital of financial institutions that are outside the scope of regulatory consolidation not reported in rows 54 and 55 | N/A | |
| 56c | of which: other national specific regulatory adjustments not reported in rows 56a and 56b | N/A | |
| 57 | Total regulatory adjustments to Tier 2 capital | 0.0 | |
| 58 | Tier 2 capital (T2) | 779.3 | |
| 59 | Total capital (TC=T1+T2) | 4,674.6 | |
| 60 | Total risk-weighted assets based on APRA standards | 38,301.9 | |

Table 1 Common Disclosure Template Continued

| | | 31 December 2016 | Reconciliation |
|--|---|------------------|----------------|
| | | Basel III | Table |
| | | \$m | Reference |
| Capital ratios and buffers | | | |
| 61 | Common Equity Tier 1 (as a percentage of risk-weighted assets) | 7.97% | |
| 62 | Tier 1 (as a percentage of risk-weighted assets) | 10.17% | |
| 63 | Total capital (as a percentage of risk-weighted assets) | 12.20% | |
| 64 | Buffer requirement (minimum CET1 requirement of 4.5% plus capital conservation buffer of 2.5% plus any countercyclical buffer requirements expressed as a percentage of risk-weighted assets) | 7.00% | |
| 65 | of which: capital conservation buffer requirement | 2.50% | |
| 66 | of which: ADI-specific countercyclical buffer requirements | 0.00% | |
| 67 | of which: G-SIB buffer requirement (not applicable) | 0.00% | |
| 68 | Common Equity Tier 1 available to meet buffers (as a percentage of risk-weighted assets) | 3.47% | |
| National minima (if different from Basel III) | | | |
| 69 | National Common Equity Tier 1 minimum ratio (if different from Basel III minimum) | | |
| 70 | National Tier 1 minimum ratio (if different from Basel III minimum) | | |
| 71 | National total capital minimum ratio (if different from Basel III minimum) | | |
| Amount below thresholds for deductions (not risk-weighted) | | | |
| 72 | Non-significant investments in the capital of other financial entities | N/A | |
| 73 | Significant investments in the ordinary shares of financial entities | N/A | |
| 74 | Mortgage servicing rights (net of related tax liability) | N/A | |
| 75 | Deferred tax assets arising from temporary differences (net of related tax liability) | N/A | |
| Applicable caps on the inclusion of provisions in Tier 2 | | | |
| 76 | Provisions eligible for inclusion in Tier 2 in respect of exposures subject to standardised approach (prior to application of cap) | 175.6 | |
| 77 | Cap on inclusion of provisions in Tier 2 under standardised approach | 431.9 | |
| 78 | Provisions eligible for inclusion in Tier 2 in respect of exposures subject to internal ratings-based approach (prior to application of cap) | N/A | |
| 79 | Cap for inclusion of provisions in Tier 2 under internal ratings-based approach | N/A | |
| Capital instruments subject to phase-out arrangements (only applicable between 1 Jan 2018 and 1 Jan 2022) | | | |
| 80 | Current cap on CET1 instruments subject to phase out arrangements | N/A | |
| 81 | Amount excluded from CET1 due to cap (excess over cap after redemptions and maturities) | N/A | |
| 82 | Current cap on AT1 instruments subject to phase out arrangements | 0.0 | |
| 83 | Amount excluded from AT1 instruments due to cap (excess over cap after redemptions and maturities) | 0.0 | |
| 84 | Current cap on T2 instruments subject to phase out arrangements | 178.7 | w |
| 85 | Amount excluded from T2 due to cap (excess over cap after redemptions and maturities) | 102.4 | |

Common Disclosure Template Reconciliation as at 31 December 2016

The following table provides details on the Bendigo and Adelaide Bank Limited Group's Balance Sheet and the Level 2 Regulatory Balance Sheet.

| | Group Balance Sheet \$m | Adjustment ¹ \$m | Level 2 Regulatory Balance Sheet \$m | Template/ Reconciliation Table Reference |
|---|-------------------------------|--------------------------------|---|---|
| Assets | | | | |
| Cash and cash equivalents | 913.2 | -39.0 | 874.2 | |
| Due from other financial institutions | 156.3 | 0.0 | 156.3 | |
| Amounts receivable from controlled entities | 0.0 | 7.1 | 7.1 | |
| Financial assets held for trading | 6,183.9 | 0.6 | 6,184.5 | |
| Financial assets available for sale | 287.0 | -29.0 | 258.0 | |
| of which Equity Investment Exposures | | | 21.7 | v |
| Financial assets held to maturity | 423.0 | -5.1 | 417.9 | |
| Other assets | 505.7 | 18.3 | 524.0 | |
| of which Defined Benefit Superannuation Fund | | | 1.9 | c |
| of which Tax Adjustments for Reserves and Unrealised Gains/(Losses) | | | 0.8 | t |
| of which Other Capitalised Expenses | | | 75.2 | m |
| of which Other Common Equity Tier 1 Specific Adjustments Relating to Securitisation | | | 12.4 | x |
| Derivatives | 64.1 | 24.3 | 88.4 | |
| Net loans and other receivables | 59,924.7 | -2,412.3 | 57,512.4 | |
| of which Loan and Lease Origination Fees and Commissions (Capitalised Expenses) | | | 59.6 | i |
| of which Securitisation Start-up Costs (Capitalised Expenses) | | | 9.7 | l |
| of which General Reserves for Credit Losses | | | 35.4 | o |
| Investments accounted for using the equity method | 8.7 | -0.1 | 8.6 | v |
| Shares in controlled entities | 0.0 | 18.3 | 18.3 | v |
| Property, plant & equipment | 86.4 | -2.2 | 84.2 | |
| Deferred tax assets | 122.2 | -0.2 | 122.0 | t |
| Investment property | 624.4 | 0.0 | 624.4 | |
| Goodwill and other intangible assets | 1,648.9 | -9.2 | 1,639.7 | |
| of which is Intangible Component of Investment in Subsidiaries and Other Entities | | | 9.2 | g |
| of which is Goodwill | | | 1,441.5 | d |
| of which Other Intangibles | | | 26.7 | h |
| of which Information Technology Software Costs (Capitalised Expenses) | | | 172.5 | k |
| Total Assets | 70,948.5 | -2,428.5 | 68,520.0 | |
| Liabilities | | | | |
| Due to other financial institutions | 142.2 | 0.0 | 142.2 | |
| Deposits | 59,228.5 | 21.3 | 59,249.8 | |
| Notes payable | 3,855.7 | -2,587.7 | 1,268.0 | |
| Derivatives | 77.8 | 3.2 | 81.0 | |
| Other payables | 541.8 | 148.0 | 689.8 | |
| Income tax payable | 23.0 | 11.9 | 34.9 | |
| Provisions | 123.3 | 0.0 | 123.3 | |
| Deferred tax liabilities | 118.7 | 6.7 | 125.4 | |
| of which Tax Adjustments for Reserves and Unrealised Gains/(Losses) | | | 46.7 | u |
| Convertible Preference Shares | 827.3 | 0.0 | 827.3 | |
| of which Amount Eligible AT1 | | | 843.2 | b |
| of which Cost Associated with Issuing Capital Instruments (Capitalised Expenses) | | | 15.9 | j |
| Subordinated debt | 708.7 | 0.0 | 708.7 | |
| of which Amount Included in Tier 2 Capital (Post Haircut, Excluding Redemptions and Maturities) | | | 178.7 | w |
| of which Amount Included in Tier 2 Capital | | | 425.0 | y |
| of which Costs Associated with Issuing Capital Instrument (Capitalised Expenses) | | | 0.8 | n |
| Total Liabilities | 65,647.0 | -2,396.6 | 63,250.4 | |
| Net Assets | 5,301.5 | -31.9 | 5,269.6 | |
| Equity | | | | |
| Share capital | 4,397.2 | 0.0 | 4,397.2 | |
| of which Amount Included in Eligible for CET1 | | | 4,406.1 | a |
| Reserves | 104.0 | -3.1 | 100.9 | |
| of which Gains/(Losses) on Effective Cash Flow Hedges | | | -27.5 | f |
| of which Tax Adjustments for Reserves and Unrealised Gains/(Losses) | | | 11.8 | u |
| of which General Reserves for Credit Losses | | | 140.2 | o |
| of which Unrealised Gains/(Losses) on AFS Items | | | -0.2 | p |
| of which Property Revaluation Reserves | | | 0.3 | q |
| of which General Reserves | | | -20.4 | r |
| of which Reserves for Equity-Settled Share-Based Payments | | | 8.4 | s |
| Retained earnings | 800.3 | -28.8 | 771.5 | |
| of which Retained Earnings and Current Year Earnings | | | 587.0 | e |
| Total Equity | 5,301.5 | -31.9 | 5,269.6 | |

Notes

¹ The Adjustment column reflects entities that are treated as non-consolidated entities and are excluded from the Level 2 Regulatory Consolidated Banking Group.

Entities Excluded from Level 2 Regulatory Consolidation Group

The following table provides details of material entities included within the accounting scope of consolidation but excluded from regulatory consolidation.

| Entity | Total Assets \$m | Total Liabilities \$m |
|---------------------------------------|---------------------|--------------------------|
| Securitisation | | |
| Torrens Series 2009-1 | 77.0 | 77.0 |
| Torrens Series 2009-3 | 145.2 | 145.2 |
| Torrens Series 2010-1 | 193.6 | 193.6 |
| Torrens Series 2010-2 | 262.5 | 262.5 |
| Torrens Series 2010-3 | 175.0 | 175.0 |
| Torrens Series 2011-1(E) | 259.0 | 259.0 |
| Torrens Series 2011-2 | 161.0 | 161.0 |
| Torrens Series 2013-1 | 310.2 | 310.2 |
| Torrens Series 2013-2 | 184.5 | 184.5 |
| Torrens Series 2014-1 | 226.9 | 226.9 |
| Torrens Series 2014-2 | 346.5 | 346.5 |
| Torrens Series 2015-1 | 314.0 | 314.0 |
| AIL Trust No 1 | 2.0 | 2.0 |
| ABL Portfolio Funding Trust | 1.5 | 1.5 |
| Insurance and Funds Management | | |
| Sandhurst Trustees Limited | 44.0 | 3.2 |
| Adelaide Managed Funds Limited | 1.1 | 0.0 |

Table 2 Main Features of Capital Instruments

The main features of capital instruments are updated on an ongoing basis. The information as at the reporting date is provided in Appendix A.

Table 3 Capital Adequacy

| Risk-weighted Assets | 31 December 2016 \$m | 30 September 2016 \$m |
|---|-------------------------|--------------------------|
| Capital requirements (in terms of risk-weighted assets) for credit risk (excluding securitisation) by portfolio: | | |
| Claims secured by residential mortgage | 16,989.5 | 15,873.9 |
| Other retail | 16,249.6 | 16,132.3 |
| Corporate | - | - |
| Banks and Other ADIs | 189.7 | 183.0 |
| Government | 32.1 | 33.7 |
| All other | 817.0 | 762.1 |
| Total on balance sheet assets and off balance sheet exposures | 34,277.9 | 32,985.0 |
| Securitisation Risk weighted assets ¹ | 282.0 | 279.7 |
| Market Risk weighted assets | 300.8 | 445.2 |
| Operational Risk weighted assets | 3,451.5 | 3,320.3 |
| Total Risk Weighted Assets | 38,312.1 | 37,030.2 |
| Capital Ratios (for the consolidated group) | % | % |
| Common Equity Tier 1 | 7.97 | 7.90 |
| Tier 1 | 10.17 | 10.18 |
| Total Capital | 12.20 | 11.96 |

Notes
² Please refer to Table 5 for securitisation exposures.

Bendigo and Adelaide Bank Limited, Basel III Pillar 3 Disclosures, 31 December 2016

Table 4 Credit Risk

| Exposure Type ⁴ | Gross Credit Exposure | | Average Gross Credit Exposure | |
|---|-------------------------|--------------------------|-------------------------------|--------------------------|
| | 31 December 2016 \$m | 30 September 2016 \$m | 31 December 2016 \$m | 30 September 2016 \$m |
| Loans | 59,108.5 ⁶ | 56,426.0 | 57,767.3 | 56,068.7 |
| Debt securities | 612.5 | 643.2 | 627.8 | 651.3 |
| Commitments and other non-market off balance sheet exposures ³ | 2,903.8 | 2,959.3 | 2,931.5 | 2,789.4 |
| Market-related off balance sheet exposures ³ | 79.2 | 110.1 | 94.7 | 110.6 |
| Total exposures | 62,704.0 | 60,138.6 | 61,421.3 | 59,620.0 |

| Portfolios ⁴ | Gross Credit Exposure | | Average Gross Credit Exposure | |
|---|-------------------------|--------------------------|-------------------------------|--------------------------|
| | 31 December 2016 \$m | 30 September 2016 \$m | 31 December 2016 \$m | 30 September 2016 \$m |
| Claims secured by residential mortgage ³ | 42,753.9 ⁶ | 40,384.2 | 41,569.0 | 39,820.3 |
| Other retail ³ | 17,581.7 | 17,476.4 | 17,529.1 | 17,391.1 |
| Corporate | - | - | - | - |
| Banks and other ADIs | 1,132.9 | 1,186.3 | 1,159.6 | 1,190.0 |
| Government | 33.2 | 34.8 | 34.0 | 35.8 |
| All other ³ | 1,202.4 | 1,056.9 | 1,129.6 | 1,182.8 |
| Total exposures | 62,704.0 | 60,138.6 | 61,421.3 | 59,620.0 |

| 31 December 2016 Portfolios | Impaired Loans \$m | Past Due Loans > 90 days \$m | Specific Provisions \$m | Charges for |
|--|-----------------------|------------------------------------|----------------------------|---|
| | | | | Specific Provisions and Write-offs during the Period \$m |
| Claims secured by residential mortgage | 44.1 | 279.7 ⁷ | 13.0 | 2.3 |
| Other retail | 254.3 | 357.0 ⁷ | 113.5 ⁵ | 18.7 |
| Corporate | - | - | - | - |
| Banks and other ADIs | - | - | - | - |
| Government | - | - | - | - |
| All other | - | - | - | - |
| Total exposures | 298.4 | 636.7 | 126.5 | 21.0 |

| 30 September 2016 Portfolios | Impaired Loans \$m | Past Due Loans > 90 days \$m | Specific Provisions \$m | Charges for |
|--|-----------------------|------------------------------------|----------------------------|---|
| | | | | Specific Provisions and Write-offs during the Period \$m |
| Claims secured by residential mortgage | 41.3 | 267.2 ⁷ | 13.3 | 1.0 |
| Other retail | 268.4 | 389.1 ⁷ | 112.9 ⁵ | 1.5 |
| Corporate | - | - | - | - |
| Banks and other ADIs | - | - | - | - |
| Government | - | - | - | - |
| All other | - | - | - | - |
| Total exposures | 309.7 | 656.3 | 126.2 | 2.5 |

| | 31 December 2016 \$m | 30 September 2016 \$m |
|--|-------------------------|--------------------------|
| The general reserve for credit losses | 175.6 | 181.1 |

Notes

³ Off-balance sheet exposures have been converted to their credit equivalent amounts.

⁴ Excludes equity investments and securitisation exposures.

⁵ \$19.1 million of provisions as at 30 September 2016 and \$16.5 million of provisions as at 31 December 2016 raised on the Great Southern Portfolio as collective provisions for statutory accounting purposes are reported here as specific provisions for APRA reporting purposes.

⁶ Includes approximately \$1.35 billion of standard residential mortgages acquired from Keystart Housing Scheme Trust during the quarter ending 31 December 2016.

⁷ Includes \$109.83 million of loans under commercial arrangement, where the borrower is meeting the terms of their arrangement, as at 30 September 2016 and \$102.04 million of loans as at 31 December 2016.

Bendigo and Adelaide Bank Limited, Basel III Pillar 3 Disclosures, 31 December 2016

Table 5 Securitisation

| Exposure Type | 31 December 2016 Quarter | | 30 September 2016 Quarter | |
|--------------------------------------|-----------------------------------|--------------------------------|-----------------------------------|--------------------------------|
| | Securitisation Activity \$m | Gain or Loss on Sale \$m | Securitisation Activity \$m | Gain or Loss on Sale \$m |
| Residential Mortgage | - | - | 699.3 | - |
| Credit Card and Other Personal Loans | - | - | - | - |
| Commercial Loans | - | - | - | - |
| Other | - | - | - | - |
| Total | - | - | 699.3 | - |

31 December 2016

| Securitisation Exposures | Liquidity Support Facilities \$m | Derivative Facilities \$m | Holdings of Securities \$m | Other \$m |
|---|--|---------------------------------|----------------------------------|--------------|
| On-balance sheet securitisation exposures retained or purchased | - | 185.1 | 6,172.0 | - |
| Off-balance sheet securitisation exposures | 34.3 | 50.1 | - | - |
| Total | 34.3 | 235.2 | 6,172.0 | - |

30 September 2016

| Securitisation Exposures | Liquidity Support Facilities \$m | Derivative Facilities \$m | Holdings of Securities \$m | Other \$m |
|---|--|---------------------------------|----------------------------------|--------------|
| On-balance sheet securitisation exposures retained or purchased | - | 329.0 | 6,286.7 | - |
| Off-balance sheet securitisation exposures | 35.4 | 82.8 | - | - |
| Total | 35.4 | 411.8 | 6,286.7 | - |

Table 20 Liquidity Coverage Ratio

From 1 January 2015, following the introduction of APS 210, APRA requires ADIs to maintain a minimum 100% Liquidity Coverage Ratio (LCR). The LCR requires banks to hold sufficient High Quality Liquid Assets (HQLA) to meet net cash outflows over a 30-day period, under a regulator-defined stress scenario. The Group's LCR for the quarters ending 30 June 2016, 30 September 2016 and 31 December 2016 is presented in the following table (Table 20), using the Basel standard disclosure template and is based on a simple average of LCR outcomes observed during each period (i.e. 11 data points for the quarter ended 31 December 2016).

The Group manages its daily LCR requirement in line with the regulatory minimum, with appropriate additional Board and management buffers that are set in line with the Group's risk appetite. Movements in the LCR are attributed to changes in net cash outflows and holdings of liquid assets. Table 20 details the quantum of movements impacting the LCR between periods. These differences between periods are not material and are in line with the Group's normal course of business. As at 31 December 2016, the Group held a diverse mix of liquid assets, with approximately 64% of total liquid assets in HQLA as defined by APRA. HQLA comprises cash, deposits with the Reserve Bank of Australia (RBA), Australian Semi-Government and Commonwealth Government Securities, as well as other securities eligible for repo with the RBA which provide additional liquidity and form a buffer against adverse liquidity events.

Cash inflows and outflows are as prescribed in APS 210 and are calculated by applying APRA-prescribed run-off factors to maturing debt and deposits and discount factors to inflows/assets.

The Group has a well-diversified deposit and funding base without undue concentration. The Group does not have significant derivative or currency exposures that would impact upon cash flows.

The Group manages LCR on a centralised level 2 basis (including Bendigo and Adelaide Bank and its Rural Bank subsidiary). The Group also prepares level 1 tabulation (Bendigo and Adelaide Bank and Rural Bank separately) for internal management purposes, as Rural Bank is a Minimum Liquidity Holding (MLH) entity for APRA's purposes.

| | 31 December 2016 Quarter | | 30 September 2016 Quarter | | 30 June 2016 Quarter | |
|--------------------------------|---|--------------------------------|----------------------------------|--------------------------------|----------------------------------|---------------------------------|
| | Total unweighted value (average) | Total weighted value (average) | Total unweighted value (average) | Total weighted value (average) | Total unweighted value (average) | Total weighted value (average) |
| | \$m | \$m | \$m | \$m | \$m | \$m |
| Liquid assets, of which | | | | | | |
| 1 | High-quality liquid assets (HQLA) | - | 3,865.5 | | 4,292.3 | 4,081.4 |
| 2 | Alternate liquid assets (ALA) | | 3,676.7 | | 3,666.8 | 3,681.2 |
| 3 | Reserve Bank of New Zealand (RBNZ) securities | | - | | - | - |
| Cash outflows | | | | | | |
| 4 | Retail deposits and deposits from small business customers, of which: | 22,862.1 | 1,629.2 | 23,022.4 | 1,668.6 | 22,613.2 |
| 5 | <i>stable deposits</i> | 17,175.9 | 858.8 | 17,257.5 | 862.9 | 16,885.0 |
| 6 | <i>less stable deposits</i> | 5,686.2 | 770.4 | 5,764.9 | 805.7 | 5,728.2 |
| 7 | Unsecured wholesale funding, of which: | 4,441.7 | 3,103.1 | 4,525.8 | 3,102.4 | 4,562.8 |
| 8 | <i>operational deposits (all counterparties) and deposits in networks for cooperative banks</i> | - | - | - | - | - |
| 9 | <i>non-operational deposits (all counterparties)</i> | 3,374.5 | 2,035.9 | 3,513.0 | 2,089.6 | 3,539.2 |
| 10 | <i>unsecured debt</i> | 1,067.2 | 1,067.2 | 1,012.8 | 1,012.8 | 1,023.6 |
| 11 | Secured wholesale funding | | | | | |
| 12 | Additional requirements, of which: | 1,733.5 | 262.3 | 1,264.5 | 266.5 | 1,171.2 |
| 13 | <i>outflows related to derivatives exposures and other collateral requirements</i> | 127.3 | 127.3 | 132.5 | 132.5 | 132.2 |
| 14 | <i>outflows related to loss of funding on debt products</i> | - | - | - | - | - |
| 15 | <i>credit and liquidity facilities</i> | 1,606.2 | 135.0 | 1,132.0 | 134.0 | 1,039.0 |
| 16 | Other contractual funding obligations | 1,152.9 | 894.3 | 943.3 | 677.6 | 994.7 |
| 17 | Other contingent funding obligations | 18,034.9 | 1,538.3 | 18,253.6 | 1,639.4 | 17,810.1 |
| 18 | Total cash outflows | | 7,427.2 | | 7,354.5 | 7,168.6 |
| Cash inflows | | | | | | |
| 19 | Secured lending (e.g. reverse repos) | - | - | - | - | - |
| 20 | Inflows from fully performing exposures | 726.3 | 467.7 | 614.6 | 348.9 | 729.8 |
| 21 | Other cash inflows | 514.2 | 514.2 | 371.8 | 371.8 | 228.9 |
| 22 | Total cash inflows | 1,240.5 | 981.9 | 986.4 | 720.7 | 958.7 |
| | | | Total adjusted value \$m | | Total adjusted value \$m | Total adjusted value \$m |
| 23 | Total liquid assets | | 7,542.2 | | 7,959.2 | 7,762.5 |
| 24 | Total net cash outflows | | 6,445.3 | | 6,633.8 | 6,485.6 |
| 25 | Liquidity Coverage Ratio (%) | | 117.1% | | 120.2% | 119.6% |

Appendix A – Main features of Capital Instruments

| Table 2 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 | Rural Bank Limited |
| 2 | Unique identifier (eg CUSIP, ISIN or Bloomberg identifier for private placement) | BEN | BENPD | BENPE | BENPF | BENHB | BE3073 | BE3085 | BE4009 | AU3FN0010856 |
| 3 | Governing law(s) of the instrument | Victoria | Victoria | Victoria | Victoria | South Australia | South Australia | Victoria | Victoria | Victoria |
| Regulatory Treatment | | Instrument 1 | Instrument 2 | Instrument 3 | Instrument 4 | Instrument 5 | Instrument 6 | Instrument 7 | Instrument 8 | Instrument 9 |
| 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 |
| 7 | Instrument type (ordinary shares/preference shares/subordinated notes/other) | Ordinary shares | Preference shares | Preference shares | Preference shares | 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) | 4406.10 | 268.87 | 292.12 | 282.21 | 21.09 | 147.56 | 300.00 | 125.00 | 10.00 |
| 9 | Par value of instrument | N/A | 268.87 | 292.12 | 282.21 | 21.09 | 250.00 | 300.00 | 125.00 | 10.00 |
| 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 | 01-November-2012 | 10-October-2014 | 15-June-2015 | 28-August-1998 | 15-December-2010 | 29-January-2014 | 09-December-2016 | 22-June-2010 |
| 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 | 29-January-2024 | 09-December-2026 | 22-June-2020 |
| 14 | Issuer call subject to prior supervisory approval | No | Yes | Yes | Yes | Yes | Yes | Yes | Yes | No |
| 15 | Optional call date, contingent call dates and redemption amount | N/A | Optional Call Date : 13 December 2017, Redemption of \$100 per CPS. | Optional Call Date : 30 November 2020, Redemption of \$100 per CPS2. | Optional Call Date: 15 June 2021, Redemption of \$100 per CPS3. | 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 at par plus accrued interest (if any) on 29 January 2019 (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 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. | Date of Call Option: N/A, Contingent Call Dates: Yes - Regulatory, Redemption Price: \$10,000,000.00 |

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 CPS after a Tax Event or a Regulatory Event, and may elect at its option to Convert all CPS following the occurrence of an Acquisition Event. | Bendigo and Adelaide Bank may also elect at its option to Exchange all or some CPS2 after a Tax Event or a Regulatory Event, and may elect at its option to Convert all CPS2 following the occurrence of an Acquisition Event. | 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. | N/A | N/A | Subject to receiving prior written approval from APRA, the Issuer may also elect (but will not be obliged) to redeem all of the Notes at par plus accrued interest (if any) on any Business Day being an Interest Payment Date after 29 January 2019 (the "First Call Date"). | 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. | N/A |
| 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 | Fixed | Floating | Floating | Floating | Floating | Floating | Floating | Floating | Floating |
| 18 Coupon rate and any related index | N/A | 180 Day BBSW + 5.00% Margin | 180 Day BBSW + 3.20% Margin | 180 Day BBSW + 4.00% Margin | 90 Day BBSW + 1.00% Margin | 3 month BBSW + 4.00% Margin | 3 month BBSW + 2.80% Margin | 3 month BBSW + 2.80% Margin | 3 month BBSW + 4.25% Margin |
| 19 Existence of a dividend stopper | Fully discretionary | Mandatory | Mandatory | Mandatory | Mandatory | Mandatory | Mandatory | Mandatory | 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 | Non-Cumulative |
| 23 Convertible or non-convertible | Nonconvertible | Convertible | Convertible | Convertible | Nonconvertible | Nonconvertible | Convertible | Convertible | Nonconvertible |
| 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 Conversion Optional Conversion Conversion 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 will occur if APRA has provided a written determination to the Issuer that the conversion or write-off of relevant Tier 1 and Tier 2 instruments of the Issuer is necessary because without (1) the conversion or write-off, or (2) a public sector injection of capital into (or equivalent capital support with respect to) the Issuer, APRA considers that the Issuer would 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. | N/A |

| 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 | N/A |
| 26 | If convertible, conversion rate | N/A | Conversion into Ordinary Shares: Conversion is into approximately \$102.56 worth of Ordinary Shares per CPS based on the \$100 CPS 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 Ordinary Shares per CPS2 based on the \$100 CPS2 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 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). | 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 is the 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) issue 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. | N/A |
| 27 | If convertible, mandatory or optional conversion | N/A | Mandatory | Mandatory | Mandatory | N/A | N/A | Mandatory | Mandatory | N/A |
| 28 | If convertible, specify instrument type convertible into | N/A | Ordinary Shares | Ordinary Shares | Ordinary Shares | N/A | N/A | Ordinary Shares | Ordinary Shares | N/A |
| 29 | If convertible, specify issuer of instrument it converts into | N/A | BEN | BEN | BEN | N/A | N/A | BEN | BEN | N/A |
| 30 | Write-down feature | N/A | Yes | Yes | Yes | N/A | No | Yes | Yes | No |

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 conversion 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 | A Non-Viability Trigger Event will occur if APRA has provided a written determination to the Issuer that the conversion or write-off of relevant Tier 1 and Tier 2 instruments of the Issuer is necessary because without (1) the conversion or write-off, or (2) a public sector injection of capital into (or equivalent capital support with respect to) the Issuer, APRA considers that the Issuer would become non-viable. | 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. | N/A |
| | | If Conversion is prevented for any reason the CPS would be written down in accordance with the terms of BEN CPS. | If Conversion is prevented for any reason the CPS2 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 CPS3 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 | |
| 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 | N/A |
| 33 If write-down, permanent or temporary | N/A | Permanent | Permanent | Permanent | NA | NA | Permanent | Permanent | N/A |
| 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 |