Table 1: Common Disclosure Template

Directy issued qualifying ordinary shares (and equivalent for mutually-owned entitles) capital \$2.7	Com	mon Equity Tier 1 capital: instruments and reserves	\$m
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49 of which: instruments issued by subsidiaries subject to phase out - 50 Provisions - 37.4	.5	, ·	-
50 Provisions 37.4	49		-
			37.4
	51	Tier 2 Capital before regulatory adjustments	70.4

	2 Capital: regulatory adjustments	
_	Investments in own Tier 2 instruments	-
	Reciprocal cross-holdings in Tier 2 instruments	-
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)	-
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	-
	National specific regulatory adjustments (sum of rows 56a, 56b and 56c)	-
56a	of which: holdings of capital instruments in group members by other group members on behalf of	
	third parties	-
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	-
	of which: other national specific regulatory adjustments not reported in rows 56a and 56b	-
	Total regulatory adjustments to Tier 2 capital	-
	Tier 2 capital (T2)	70.4
	Total capital (TC=T1+T2)	738.7
	Total risk-weighted assets based on APRA standards	6,209.1
	tal ratios and buffers	
	Common Equity Tier 1 (as a percentage of risk-weighted assets)	10.76%
	Tier 1 (as a percentage of risk-weighted assets)	10.76%
	Total capital (as a percentage of risk-weighted assets)	11.90%
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%
	of which: capital conservation buffer requirement	2.50%
	of which: ADI-specific countercyclical buffer requirements	-
	of which: G-SIB buffer requirement (not applicable)	-
	Common Equity Tier 1 available to meet buffers (as a percentage of risk-weighted assets)	3.90%
	onal minima (if different from Basel III)	
	National Common Equity Tier 1 minimum ratio (if different from Basel III minimum)	-
	National Tier 1 minimum ratio (if different from Basel III minimum)	-
	National total capital minimum ratio (if different from Basel III minimum)	-
	unt below thresholds for deductions (not risk-weighted)	
	Non-significant investments in the capital of other financial entities	-
	Significant investments in the ordinary shares of financial entities	-
	Mortgage servicing rights (net of related tax liability)	-
	Deferred tax assets arising from temporary differences (net of related tax liability)	-
	licable 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)	37.4
	Cap on inclusion of provisions in Tier 2 under standardised approach	68.3
78	Provisions eligible for inclusion in Tier 2 in respect of exposures subject to internal ratings-based	
	approach (prior to application of cap)	-
	Cap for inclusion of provisions in Tier 2 under internal ratings-based approach	-
	tal instruments subject to phase-out arrangements (only applicable between 1 Jan 2018 and 1	
	Current cap on CET1 instruments subject to phase out arrangements	-
	Amount excluded from CET1 due to cap (excess over cap after redemptions and maturities	-
	Current cap on AT1 instruments subject to phase out arrangements	-
83	Amount excluded from AT1 instruments due to cap (excess over cap after redemptions and	
	maturities)	-
	Current cap on T2 instruments subject to phase out arrangements	33.0
85	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	-

Basel III Pillar 3 Disclosures: Prudential Standard APS 330 (Regulatory Capital Reconciliation) For the period ended 30 June 2014

	Balance sheet as in published financial statements	Under regulatory scope of consolidation	Reference
	As at period end \$'M	As at period end \$'M	
Assets			
Cash and cash equivalents	360.4	241.8	
Investments	2,461.8	2,461.8	
Derivatives	10.0	9.4	
Trade and other receivables	8.3	22.2	
Loans and advances			
of which loan balances (net of specific provision)	14,900.0	11,405.0	
of which capitalised origination cost	32.6	32.6	а
General reserve for credit loss (GRCL)			
of which charged to current year profit and loss	(15.9)	(15.9)	b
of which charged directly to retained earnings	-	(21.5)	С
Plant and equipment	35.6	35.6	
Intangible assets	58.2	58.2	d
Deferred tax assets (DTA)			
of which DTA related to specific provision and GRCL	5.2	5.2	е
of which DTA related to GRCL charged directly to retained earnings	-	6.5	f
of which DTA related to other	14.1	14.1	q
Other assets	5.1	5.1	<u> </u>
Total assets	17.875.4	14,260.1	
Liabilities	11,01011	,	
Amounts due to other financial institutions	30.9	42.6	
Deposits and other borrowings	00.0	12.0	
of which deposits	8,171.0	12,480.1	
of which medium term notes	817.9	817.9	
of which median term notes of which mortgage back securities	3.834.6	017.9	
of which mortgage back securities of which borrowings	4,079.7	-	
of which securitisation start up cost	(1.7)	(1.4)	h
of which securitisation start up cost of which capitalised borrowing cost	(4.0)	\ /	i
Derivatives	39.3	(3.1)	
Trade and other payables	29.9	28.4	
Current tax liabilities	12.3	12.3	
Provisions		_	
Subordinated debt	24.4	24.4	
of which the principal balance	33.0	22.0	
	33.0	33.0	
of which interest payable	47.007.0	42.470.0	
Total liabilities	17,067.3	13,470.8	
Shareholders' equity	7000	700.0	
Issued capital	700.0	700.0	k
Reserves			,
of which related to accumulated comprehensive income	6.6	6.6	<u> </u>
of which related to GRCL charged directly to retained earnings	15.1	-	
Retained earnings	86.4	82.7	m
Total shareholders' equity	808.1	789.3	

Extract of Basel III common disclosure template (with added column)

		Component of regulatory capital reported by ME Bank \$'M	Source based on reference no. of the regulatory balance sheet \$'M		
Con	nmon Equity Tier 1 capital: instruments and reserves				
1_	Directly issued qualifying ordinary shares capital	700.0	k		
2	Retained earnings	82.7	m		
3	Accumulated other comprehensive income (and other reserves)	6.6	1		
6	Common Equity Tier 1 capital before regulatory adjustments	789.3			
Con	nmon Equity Tier 1 capital: regulatory adjustments				
26	National specific regulatory adjustments:				
26e	of which: deferred tax assets	25.8	e+f+g		
26f	of which: capitalised expenses	95.3	a+d+h+i		
28	Total regulatory adjustments to Common Equity Tier 1	121.1			
29	Common Equity Tier 1 Capital (CET1)	668.2			
Tier	Tier 2 Capital: instruments and provisions				
47	Directly issued capital instruments subject to phase out from Tier 2	33.0	j		
50	Provisions	37.4	b+c		
51	Tier 2 Capital before regulatory adjustments	70.4			

List of entities included in the accounting scope of consolidation but excluded from the regulatory scope of consolidation

	Assets	Liabilities
SMHL Series Private Placement Trust 2010-1 (i)	378.9	378.9
SMHL Series Securitisation Fund 2010-3 (i)	278.5	278.5
SMHL Series Securitisation Fund 2011-2 (i)	262.7	262.7
SMHL Series Private Placement 2011-1 (i)	805.5	805.5
SMHL Series Private Placement 2011-2 (i)	-	-
SMHL Series Private Placement 2011-3 (i)	617.8	617.8
SMHL Series Securitisation Fund 2012-1 (i)	508.3	508.3
SMHL Series Securitisation Fund 2013-1 (i)	1,032.6	1,032.6

The entities listed above are special purpose vehicles (SPVs) where ME Bank securitises its housing loans. ME Bank holds the income units in the SPVs, which entitles ME Bank to receive excess income, if any, generated by the securitised assets.

As ME Bank is exposed to the majority of the residual risk associated with the entities above, their underlying assets, liabilities, revenues and expenses are reported in ME Bank's consolidated financial statements.

Table 2: Main Features of Capital Instruments - Share Capital

1 1	Issuer	Members Equity Bank Limited
2	Unique identifier	-
3	Governing law(s) of the instrument	Corporations Act 2001 (Cth)
	Regulatory treatment	
4	Transitional Basel III rules	Common Equity Tier 1
5	Post-transitional Basel III rules	Common Equity Tier 1
6	Eligible for solo/group/group & solo	Solo and Group
7	Instrument type	Ordinary shares
8	Amount recognised in Regulatory Capital	\$700.0
9	Par value of instrument	-
10	Accounting classification	Shareholders' equity
11	Original date of issuance	Various dates
12	Perpetual or dated	Perpetual
13	Original maturity date	No maturity
14	Issuer call subject to prior supervisory approval	No
15	Optional call date, contingent call dates and redemption amount	-
16	Subsequent call dates	-
	Coupons/dividends	
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	-
19	Existence of a dividend stopper	No
20	Fully discretionary, partially discretionary or mandatory	Fully discretionary
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Noncumulative
23	Convertible or non-convertible	Non-convertible
24	If convertible, conversion trigger(s)	-
25	If convertible, fully or partially	-
26	If convertible, conversion rate	-
27	If convertible, mandatory or optional conversion	-
28	If convertible, specify instrument type convertible into	-
29	If convertible, specify issuer of instrument it converts into	-
30	Write-down feature	No
31	If write-down, write-down trigger(s)	-
32	If write-down, full or partial	-
33	If write-down, permanent or temporary	-
34	if temporary write-down, description of write-up mechanism	-
35	Position in subordination hierarchy in liquidation	Fully subordinated
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	-

Table 2: Main Features of Capital Instruments - Subordinated Debt

1	Issuer	Members Equity Bank Limited
2	Unique identifier	WEITIDETS LYURY DATIK LITTILEU
3	Governing law(s) of the instrument	State of Victoria
3		State of victoria
	Regulatory treatment	T: 0
4	Transitional Basel III rules	Tier 2
5	Post-transitional Basel III rules	Tier 2
6	Eligible for solo/group/group & solo	Solo and Group
7	Instrument type	Subordinated notes
8	Amount recognised in Regulatory Capital	\$33.0
9	Par value of instrument	\$33.0
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	19-Dec-12
12	Perpetual or dated	Dated
13	Original maturity date	19-Dec-22
14	Issuer call subject to prior supervisory approval	Yes
4.5	*Early redemption date: 19 December 2017; early redemption	
15	amount: Par	
	*Early redemption due to changes in tax law *Early redemption if the issuer receives notification from APRA that	
	the subordinated notes have ceased to qualify as Tier 2 Capital	
16	Subsequent call dates	-
10	Coupons/dividends	-
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month BBSW + 350 bps
19	Existence of a dividend stopper	No
20	Fully discretionary, partially discretionary or mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Noncumulative
23	Convertible or non-convertible	Non-convertible
24	If convertible, conversion trigger(s)	-
25	If convertible, fully or partially	
26	If convertible, conversion rate	
27	If convertible, mandatory or optional conversion	-
28	If convertible, specify instrument type convertible into	-
29	If convertible, specify issuer of instrument it converts into	
30	Write-down feature	No
31	If write-down, write-down trigger(s)	-
32	If write-down, full or partial	_
33	If write-down, permanent or temporary	-
34	if temporary write-down, description of write-up mechanism	-
35	Position in subordination hierarchy in liquidation	All other creditors
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	-
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1	Issuer	Members Equity Bank Limited
2	Unique identifier	AU3FN0024410
3	Governing law(s) of the instrument	State of Victoria
	Regulatory treatment	
4	Transitional Basel III rules	Tier 2
5	Post-transitional Basel III rules	Tier 2
6	Eligible for solo/group/group & solo	Solo and Group Unsecured and Subordinated Floating Rate Notes
7	Instrument type Amount recognised in Regulatory Capital	\$300.0
9	Par value of instrument	\$300.0
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	29-Aug-14
12	Perpetual or dated	Dated
13	Original maturity date	29-Aug-24
15	Issuer call subject to prior supervisory approval Optional call date, contingent call dates and redemption amount	Yes Subject to obtaining prior written approval from APRA, the Subordinated Notes may be redeemed at par plus accrued interest (if any) at the option of the Issuer prior to the Maturity Date under certain circumstances. The Issuer may elect to redeem all or some of the Subordinated Notes at any time on the Interest Payment Date falling on or next following the 29 August 2019.
16	Subsequent call dates	Subject to obtaining prior written approval from APRA, the Subordinated Notes may be redeemed at par plus accrued interest (if any) at the option of the Issuer prior to the Maturity Date under certain circumstances. The Issuer may elect to redeem all or some of the Subordinated Notes at any time on the Interest Payment Date falling on or next following the 29 August 2019.
	Coupons/dividends	
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month BBSW + 270 bps
19 20	Existence of a dividend stopper Fully discretionary, partially discretionary or mandatory	No Mandatory
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Cumulative
23	Convertible or non-convertible	Convertible
		determination to the Issuer that the conversion of or write-off of Relevant Capital Instruments in accordance with their terms or by operation of law is necessary because: 1. Without the conversion or write-off, APRA considers that the issuer would be non-viable, or 2. without 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.
25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate If convertible, mandatory or optional conversion	Conversion Number for each Subordinated Note = Face Value of the Subordinated Note / Book Value subject to the conversion number being no greater than the 'Maximum Conversion Number' Where: Book Value means the book value of each Ordinary Share most recently calculated by the Issuer prior to that date, provided that where the book value is zero or less than zero the Conversion Number for each relevant Subordinated Note will be the Maximum Conversion Number for that Subordinated Note 'Maximum Conversion Number' for each Subordinated Note = Face Value / 0.20 x Issue Date Book Value Where: Issue Date Book Value means the book value of each Ordinary Share most recently calculated by the Issuer prior to the issue date for the Subordinated Note. Mandatory
28	If convertible, specify instrument type convertible into	Common Equity Tier 1
29	If convertible, specify issuer of instrument it converts into	Members Equity Bank Limited
30	Write-down feature	Yes
31	If write-down, write-down trigger(s)	A Non-Viability Trigger Event occurs when APRA provides a written determination to the Issuer that the conversion of or write-off of Relevant Capital Instruments in accordance with their terms or by operation of law is necessary because: 1. Without the conversion or write-off, APRA considers that the issuer would be non-viable, or 2. without 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.
32	If write-down, full or partial	May be written down in full or partial
33 34	If write-down, permanent or temporary if temporary write-down, description of write-up mechanism	Permanent -
35	Position in subordination hierarchy in liquidation	Senior notes
36	Non-compliant transitioned features	No No
37	If yes, specify non-compliant features	-

Capital Adequacy

	30-Jun-14 Risk Weighted Assets \$m
(a) Subject to the Standardised approach	
Residential Mortgage	4,210.8
Other Retail	340.3
Corporate	302.0
Bank	516.8
Government	-
Other	62.1
Capital Requirement for Credit Risk by Portfolio	5,432.0
Capital Requirement for Credit Risk Relating to Securitisation Exposures	33.6
(b) Capital requirements for equity exposures in the IRB approach (simple risk-weighted method)	-
(c) Capital Requirement for Market Risk	-
(d) Capital requirement for Operational Risk	743.5
(e) Capital requirements for interest rate risk in the banking book (IRRBB)	-
(f) Common Equity Tier 1 Capital Ratio	10.76%
Tier 1 Capital Ratio	10.76%
Total Capital Ratio	11.90%

Total Gross & Average Credit Risk Exposures

Credit Exposure by Type	Period End 30-Jun-14 Gross Credit Risk Exposure \$m	Period End 31-Mar-14 Gross Credit Risk Exposure \$m	Period End 30-Jun-14 Average Gross Credit Exposure \$m
Cash and Due from Financial Institutions	241.8	171.7	164.3
Debt Securities	2,461.8	2,052.6	1,917.4
Loans and Advances	11,381.0	11,101.8	10,585.9
Other	87.1	85.8	101.2
Commitments and other non market off balance sheet exposures	1,799.6	1,801.3	1,657.2
Market Related Off Balance Sheet	55.3	47.5	52.0
Total exposures	16,026.6	15,260.7	14,477.9

Portfolios Subject to Standardised Approach	Period End 30-Jun-14 Gross Credit Risk Exposure \$m	Period End 31-Mar-14 Gross Credit Risk Exposure \$m	Period End 30-Jun-14 Average Gross Credit Exposure \$m
Residential Mortgage	12,148.2	11,885.4	11,619.6
Other Retail	709.3	700.9	328.5
Corporate	302.0	304.8	286.1
Bank	1,881.6	1,791.1	683.8
Government	796.6	415.4	401.2
Other	188.9	163.1	1,158.7
Total Exposures	16,026.6	15,260.7	14,477.9

Impaired assets, Past due loans, Provisions and Write-offs

	As at 30-Jun-14 Impaired Loans	As at 30-Jun-14 Past Due Loans >90 Days	As at 30-Jun-14 Specific Provision Balance	Quarter Ended 30-Jun-14 Charges for Specific Provision	Quarter Ended 30-Jun-14 Write-offs
	\$m	\$m	\$m	\$m	\$m
Residential Mortgage	0.3	53.1	0.1	0.3	0.6
Other Retail	3.3	-	1.0	1.7	3.0
Corporate	0.5		0.2	0.1	1.1_
Total	4.1	53.1	1.4	2.1	4.8

	As at 31-Mar-14 Impaired Loans	As at 31-Mar-14 Past Due Loans >90 Days	As at 31-Mar-14 Specific Provision Balance	Quarter Ended 31-Mar-14 Charges for Specific Provision	Quarter Ended 31-Mar-14 Write-offs
	\$m	\$m	\$m	\$m	\$m
Residential Mortgage	0.7	43.5	0.4	0.2	0.1
Other Retail	3.6	-	2.4	1.9	2.0
Corporate	1.9		0.2	1.0_	
Total	6.2	43.5	3.0	3.1	2.1

General Reserve for Credit Losses

Ī		30-Jun-14 \$m	31-Mar-14 \$m
	General Reserve for Credit Losses	37.4	31.4

Securitisation Activity

	Jun-14 Q	Quarter	Mar-14	Quarter
	Total Amount of	_	Total Amount of	
	Exposure	Recognised Gain	Exposure	Recognised Gain
Securitisation Activity	Securtised	or Loss on Sale	Securtised	or Loss on Sale
,	\$m	\$m	\$m	\$m
Residential mortgages	772.6	-	297.1	-
Total	772.6		297.1	

Securitisation Exposures

Securitisation Exposures	Jun-14 Quarter Exposures Retained/ Purchased \$m	Mar-14 Quarter Exposures Retained/ Purchased \$m
On-balance sheet		
Available-for-sale	25.3	17.7
Net loans and advances	25.6	23.6
Total	51.0	41.3
	30-Jun-14	31-Mar-14
	\$m	\$m
Off-balance sheet		
Commitments and other non market off-balance sheet exposures	20.5	17.2
Total	20.5	17.2