

**Table 2: Main Features of Capital Instruments - Share Capital**

1	Issuer	Members Equity Bank Limited
2	Unique identifier	-
3	Governing law(s) of the instrument	Corporations Act 2001 (Cth)
	<i>Regulatory treatment</i>	
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	\$767.9 million
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	-
	<i>Coupons/dividends</i>	
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**

(Subject to phase out from Tier 2)

1	Issuer	Members Equity Bank Limited
2	Unique identifier	-
3	Governing law(s) of the instrument	State of Victoria
	<i>Regulatory treatment</i>	-
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	\$30.1 million
9	Par value of instrument	\$33.0 million
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	19 December 2012
12	Perpetual or dated	Dated
13	Original maturity date	19 December 2022
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	-
16	Subsequent call dates	-
	<i>Coupons/dividends</i>	-
17	Fixed or floating dividend/coupon	-
18	Coupon rate and any related index	-
19	Existence of a dividend stopper	Floating
20	Fully discretionary, partially discretionary or mandatory	3 month BBSW + 350 bps
21	Existence of step up or other incentive to redeem	No
22	Noncumulative or cumulative	Mandatory
23	Convertible or non-convertible	No
24	If convertible, conversion trigger(s)	Noncumulative
25	If convertible, fully or partially	Non-convertible
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	-
31	If write-down, write-down trigger(s)	-
32	If write-down, full or partial	No
33	If write-down, permanent or temporary	-
34	if temporary write-down, description of write-up mechanism	-
35	Position in subordination hierarchy in liquidation	-
36	Non-compliant transitioned features	-
37	If yes, specify non-compliant features	All other creditors

**Table 2: Main Features of Capital Instruments - Subordinated Debt**

1	Issuer	Members Equity Bank Limited
2	Unique identifier	AU3FN0024410
3	Governing law(s) of the instrument	State of Victoria
	<i>Regulatory treatment</i>	-
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	Unsecured and Subordinated Floating Rate Notes
8	Amount recognised in Regulatory Capital	\$300 million
9	Par value of instrument	\$300 million
10	Accounting classification	Liability - amortised cost
11	Original date of issuance	19 August 2014
12	Perpetual or dated	Dated
13	Original maturity date	19 August 2024
14	Issuer call subject to prior supervisory approval	Yes
15	Optional call date, contingent call dates and redemption amount	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	<i>Subsequent call dates</i>	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.
	<i>Coupons/dividends</i>	-
17	Fixed or floating dividend/coupon	Floating
18	Coupon rate and any related index	3 month BBSW + 270 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	Cumulative
23	Convertible or non-convertible	Convertible
24	If convertible, conversion 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.

25	If convertible, fully or partially	May convert fully or partially
26	If convertible, conversion rate	<p>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'</p> <p>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</p> <p>'Maximum Conversion Number' for each Subordinated Note  = Face Value / 0.20 x Issue Date Book Value</p> <p>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.</p>
27	If convertible, mandatory or optional conversion	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)	<p>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:</p> <ol style="list-style-type: none"> <li>1. Without the conversion or write-off, APRA considers that the issuer would be non-viable, or</li> <li>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.</li> </ol>
32	If write-down, full or partial	May be written down in full or partial
33	If write-down, permanent or temporary	Permanent
34	if temporary write-down, description of write-up mechanism	-
35	Position in subordination hierarchy in liquidation	Senior notes
36	Non-compliant transitioned features	No
37	If yes, specify non-compliant features	-