

Third Supplementary Bidder's Statement

1 Background

This document is the third supplementary bidder's statement ("**Third Supplement**") to the bidder's statement dated 29 October 2007 ("**Original Bidder's Statement**") issued by Wide Bay Australia Ltd (ABN 40 087 652 060) ("**Wide Bay**") and lodged with the Australian Securities and Investments Commission ("**ASIC**") on 29 October 2007.

A first supplementary bidder's statement ("**First Supplement**") was lodged with ASIC on 2 November 2007 and a second supplementary bidder's statement ("**Second Supplement**") was lodged with ASIC on 6 November 2007.

This Third Supplement supplements, and is to be read together with, the second replacement bidder's statement dated 6 November 2007 ("**Bidder's Statement**"). Changes to the Original Bidder's Statement as supplemented by the First Supplement and Second Supplement were incorporated into the Bidder's Statement.

Unless the context requires otherwise, defined terms used in the Bidder's Statement have the same meaning in this Third Supplement.

2 Changes to Bidder's Statement

This Third Supplement contains changes to the Bidder's Statement (as set out in Annexure A to this Third Supplement) which Wide Bay has agreed to make in response to a number of matters raised by MPBS in relation to the Bidder's Statement.

3 Lodgement with ASIC

A copy of this Third Supplement was lodged with ASIC on 14 November 2007. Neither ASIC nor any of its officers takes any responsibility for the contents of this Third Supplement.

4 Authorisation

This Third Supplement has been approved by a unanimous resolution passed by the directors of Wide Bay on 14 November 2007.

Signed by Frances McLeod of Wide Bay Australia Ltd in accordance with section 351 of the Corporations Act:



Frances McLeod
Executive Director

Date: 15 November 2007

Annexure A - Changes to Bidder's Statement

- 1 Page 1, after the words "you have the choice of receiving" replace "0.65" with "0.80", replace "[15 November 2007]" with "[21 November 2007]", and replace "[17 December 2007]" with "[24 December 2007]"
- 2 Page 2, after the words "Bidder's Statement lodged with ASIC" replace "6" with "15", after the words "Date of Offer" replace "[15 November 2007]" with "[21 November 2007]", and after the words "Period (unless extended)" replace "[17 December 2007]" with "[24 December 2007]"
- 3 Page 2, first paragraph, replace "Second" in the first, second and sixth lines with "Third"
- 4 Page 2, first paragraph, first sentence, replace "6" with "15"
- 5 Page 2, first paragraph, second sentence, replace "first" with "second", replace "2" with "6", and after the words "November 2007" insert "which replaced the replacement bidder's statement lodged with ASIC on 2 November 2007,"
- 6 Page 2, third paragraph, replace "[15 November 2007]" with "[21 November 2007]"
- 7 Page 6, second paragraph, first dot point, replace "0.65" with "0.80"
- 8 Page 6, third paragraph, replace "Wide Bay's" with "our", after the words "26 October 2007, the" insert "Wide Bay", replace "9.32" with "11.24", and after the word "9.32" (now 11.24) insert:

"This is a substantial premium of:

 - 70.82% to the lowest price at which MPBS Shares have traded in 2007;¹
 - 21.51% to the sum of the BOQ Cash Alternative and the \$1.00 MPBS dividend;
 - 5.54% to the sum of the BOQ Shares Alternative² and the \$1.00 MPBS dividend; and
 - 4.36% to the highest price at which MPBS Shares have traded in 2007.³

Our Shares Alternative is also currently 19.57%⁴ higher than our Cash Alternative. Accordingly, if you wish to receive cash under our Offer, you may be better off by accepting our Shares Alternative and then selling your new Wide Bay Shares on the ASX."
- 9 Page 6, fourth paragraph, delete "Cash Alternative and", after the words "Shares Alternative" insert ", in particular," delete "both", and replace "sit" with "sits"
- 10 Page 6, fifth paragraph, delete

¹ The lowest price at which MPBS Shares have traded in 2007 up to 26 October 2007 was \$6.58.

² Based on BOQ's closing share price of \$19.30 at 26 October 2007.

³ The highest price at which MPBS Shares have traded in 2007 up to 26 October 2007 was \$10.77.

⁴ Based on the Wide Bay closing share price of \$12.80 on 26 October 2007.

11 Page 6, sixth paragraph, first sentence, replace “If you would prefer to receive shares in exchange for your MPBS Shares, then” with “Other reasons why”, and after the words “in Wide Bay for” insert “include”

12 Page 6, sixth paragraph, first dot point, insert footnote after “last two years;” as follows:

“Up to 26 October 2007”

13 Page 6, sixth paragraph, second dot point, after the words “yield of 3.82” delete “and”

14 Page 6, sixth paragraph, third dot point, delete

15 Page 6, seventh paragraph, delete “Irrespective of whether you would prefer cash or shares, additional reasons why you might prefer to accept Wide Bay’s Offer include:”

16 Page 8, insert new first point as follows:

“The Wide Bay Shares Alternative is higher than the BOQ Shares Alternative⁵”

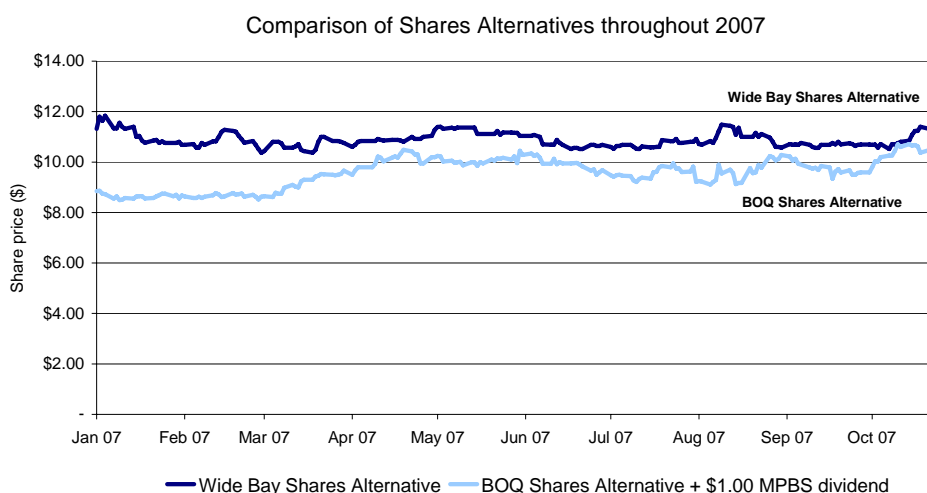
17 Page 8, first point, insert “The” before the word “Wide”, and replace “Bay’s” with “Bay”

18 Page 8, third point, delete

19 Page 9, Section 1.1, insert new heading as follows:

“The Wide Bay Shares Alternative is higher than the BOQ Shares Alternative⁶”

20 Page 9, Section 1.1, replace graph with the following chart:



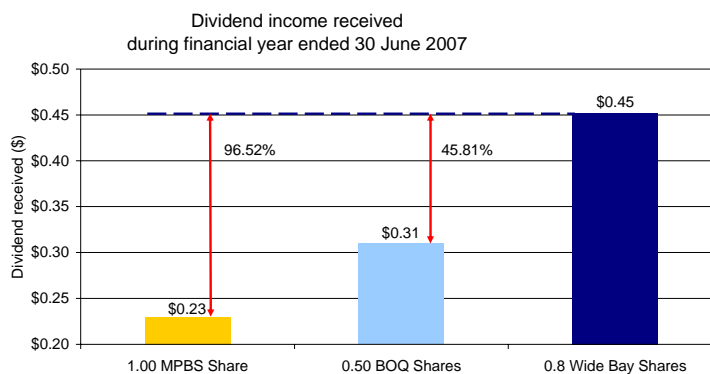
21 Page 10, insert new Section 1.2 as set out in Annexure B to this Third Supplement

22 Page 10, Section 1.2(iii), footnote after “FY2007”, replace “0.65” with “0.80”

23 Page 10, Section 1.2(iii), replace graph with the following graph:

⁵ This analysis excludes the value of any franking credits available to MPBS Shareholders.

⁶ From 2 January 2007 to the close of trading on 26 October 2007. This analysis excludes the value of any franking credits available to MPBS Shareholders.



- 24 Page 12, Section 1.3, delete
- 25 Page 14, Section 2.1, first paragraph, third line, replace “0.65” with “0.80”
- 26 Page 14, Section 2.1, second paragraph, third line, replace “9.32” with “11.24”
- 27 Page 14, Section 2.2, first paragraph, replace “0.65” with “0.80”
- 28 Page 14, Section 2.3, replace “[15 November 2007]” with “[21 November 2007]”, and replace “[17 December 2007]” with “[24 December 2007]”
- 29 Page 16, Section 2.8, second paragraph, before the words “Wide Bay will apply” insert “On 5 November 2007”, replace “will apply” with “applied to ASX”, and delete “within seven days of this Bidder’s Statement”
- 30 Page 17, insert new Section 2.11 as set out in Annexure C to this Third Supplement
- 31 Page 18, Section 3.1, second paragraph, replace “0.65” with “0.80”
- 32 Page 18, Section 3.2, first paragraph, replace “9.32” with “11.24”
- 33 Page 18, Section 3.3, second paragraph, first sentence, replace “1.33 lower” with “0.59 higher”
- 34 Page 18, Section 3.3, second paragraph, second sentence, delete
- 35 Page 19, Section 3.10, replace “[17 December 2007]” with “[24 December 2007]”
- 36 Page 20, Section 3.14, replace “0.65” with “0.80”
- 37 Page 20, Section 3.16, second paragraph, before the words “Wide Bay will apply” insert “On 5 November 2007”, replace “will apply” with “applied to ASX”, and delete “within seven days of this Bidder’s Statement”
- 38 Page 33, Section 4.10, under the heading “Capital management”, replace “11” with “10”, and after “%” insert “(refer Section 9.13)”
- 39 Page 39, Section 5.4, first paragraph, replace “as at the date of this Bidder’s Statement” with “2 November 2007”

- 40 Page 43, Section 6.1(a)(i), second paragraph, replace “13.54” with “15.95”, and replace “86.46” with “84.05”
- 41 Page 49, Section 6.6(b), Pro forma balance sheet of Merged Group as at 30 June 2007 assuming 100% Shares Alternative consideration, amend last two columns as follows:

Adjustment	Merged Group as at 30 June 2007
(2.34)	60.94
-	44.33
-	94.36
-	1,840.04
-	22.36
<u>49.69</u> 38.31	<u>49.69</u> 38.31
-	12.55
<u>47.35</u> 35.97	<u>2,124.27</u> 2,112.89
-	1,147.05
-	-
-	30.26
-	758.39
-	35.33
-	1,971.03
-	-
<u>47.35</u> 35.97	<u>153.24</u> 141.86
<u>50.88</u> 39.50	<u>120.34</u> 108.96
(2.38)	18.81
(1.15)	14.48
-	(0.39)
<u>47.35</u> 35.97	<u>153.24</u> 141.86

- 42 Page 50, Section 6.6(c), fifth dot point, sixth line, replace “49.34” with “60.73”
- 43 Page 51, Section 6.6(c), seventh dot point, third paragraph, third line, replace “38.31” with “49.69”
- 44 Page 52, Section 6.6(d), Pro forma balance sheet for Merged Group as at 30 June 2007 assuming alternative levels of offer consideration, amend last two columns as follows:

Scenario A	Scenario B
Assuming 100% of MPBS Shareholders elect Cash Alternative	Assuming 50% of MPBS Shareholders elect Cash Alternative
60.95	60.95
44.33	44.33
94.35	94.35
1,840.04	1,840.04
22.36	22.36
38.79	38.55 44.24
12.55	12.55
2,113.37	2,113.13 2,118.82
1,147.05	1,147.05
49.82	24.91
30.26	30.26
758.39	758.39
35.33	35.33
2,020.84 2,020.85	1,995.94
92.52	117.19 122.88
59.62	84.29 89.98
18.81	18.81
14.48	14.48
(0.39)	(0.39)
92.52	117.19 122.88

- 45 Page 53, Section 6.7, fourth paragraph, replace “43” with “57”, replace “11.00” with “10”, replace “Section 9.12” with “Section 9.13”, and insert new third sentence as follows:

“However, given that the Shares Alternative is 19.57%⁷ higher than the Cash Alternative (which should result in more MPBS Shareholders choosing the Shares Alternative), there is no reasonable prospect of 57% or more of the Offer having to be funded by cash.”

- 46 Page 53, Section 6.7, fifth paragraph, replace “restore” with “maintain”, replace “11.00” with “10”, replace “30.00” with “22”, and after the words “confident that it could” insert “, in the event it was required,”

⁷ Based on the Wide Bay closing share price of \$12.80 on 26 October 2007.

- 47 Page 65, Section 8, replace letter with letter contained in Annexure D to this Third Supplement
- 48 Page 69, Section 9.1, beneath the last paragraph insert a new paragraph as follows:
- “In response to issues raised by MPBS, Wide Bay has given an undertaking to MPBS that it will not exercise any voting rights attached to any MPBS Shares acquired pursuant to the exercise of the Option Agreements at the scheme meeting or any adjournment thereof in connection with the BOQ Proposal.”**
- 49 Page 72, Section 9.5, first paragraph, replace “3,854,784” with “4,744,349”, and delete the last two sentences
- 50 Page 77, Section 9.12, heading, replace “APRA” with “FSSA”
- 51 Page 77, insert new Section 9.13 as set out in Annexure E to this Third Supplement
- 52 Page 79, Section 10.1, insert new defined term “FSSA means Financial Sector (Shareholdings) Act 1998 (Cwlth)”
- 53 Page 80, Section 10.1, definition of “Offer Period”, replace “[15 November 2007]” with “[21 November 2007]”, and replace “[17 December 2007]” with “[24 December 2007]”
- 54 Page 81, Section 10.1, definition of “Register Date”, replace “6” with “13”
- 55 Page 81, Section 10.1, definition of “Shares Alternative”, replace “0.65” with “0.80”
- 56 Page 84, Appendix 1, Clause 2.1, replace “0.65” with “0.80”
- 57 Page 85, Appendix 1, Clause 3, replace “[15 November 2007]” with “[21 November 2007]”
- 58 Page 85, Appendix 1, Clause 3(a), replace “the” with “a”, after the words “date which is” insert “at least”, and replace “[17 December 2007]” with “[24 December 2007]”
- 59 Page 89, Appendix 1, Clause 6.5, replace “[7 December 2007]” “[14 December 2007]”
- 60 Page 92, Appendix 1, Clause 7, above the last paragraph insert a new paragraph as follows:
- “In response to issues raised by MPBS, Wide Bay has given an undertaking to MPBS that it will not exercise any voting rights attaching to MPBS Shares acquired as a result of acceptances of this Offer which it might have pursuant to Clauses 7(k)(iii) of this Appendix 1 until this Offer becomes Unconditional.”**
- 61 Page 93, Appendix 1, Clause 11(c), replace “will be” with “was”, delete “within seven days after the date of this Bidder’s Statement”, and after the words “Bidder’s Statement” insert “on 5 November 2007”
- 62 Appendix 3, insert six new rows into the top of the table as follows:

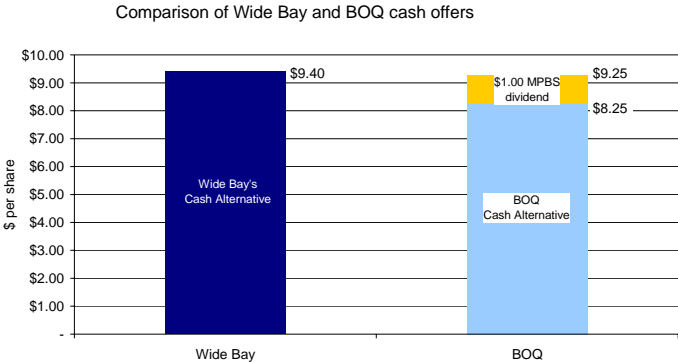
Document date	Price sensitive	Headline	Pages
12/11/2007		MPB: Letter to Shareholders - BOQ Scheme of Arrangement	1
06/11/2007		MPB: Supplementary Scheme Booklet	32
06/11/2007	Yes	MPB: ASX Announcement - Supplementary Scheme Booklet	1
06/11/2007		Wide Bay Seeks to Despatch Offers on 15/11/07	1
06/11/2007		Second Supplementary Bidder's Statement	11
06/11/2007		Second Replacement Bidder's Statement (Clean)	99
06/11/2007		Second Replacement Bidder's Statement - (Marked up)	101

63 Appendix 4, insert six new rows into the top of the table as follows:

Document date	Price sensitive	Headline	Pages
13/11/2007		MPBPA - Removal from Official Quotation	1
13/11/2007		Notice to Shareholders - Confirmation Statements	1
12/11/2007		Letter to Shareholders - BOQ Scheme of Arrangement	1
06/11/2007		Supplementary Scheme Booklet	32
06/11/2007	Yes	ASX Announcement - Supplementary Scheme Booklet	1
06/11/2007		WBB: Wide Bay Seeks to Despatch Offers on 15/11/07	1
06/11/2007		WBB: Second Supplementary Bidder's Statement	11
06/11/2007		WBB: Second Replacement Bidder's Statement (Clean)	99
06/11/2007		WBB: Second Replacement Bidder's Statement - (Marked up)	101

Annexure B - New Section 1.2

1.2 The Wide Bay Cash Alternative is higher than the BOQ Cash Alternative⁸



Source: Wide Bay, information disclosed in the BOQ Scheme Booklet

⁸ This analysis excludes the value of any franking credits available to MPBS Shareholders.

Annexure C - New Section 2.11

2.11 Important note - effect of acceptance

Upon accepting the Offer, you will be deemed to have irrevocably appointed Wide Bay and each of its Directors from time to time severally as your agent and attorney to take certain actions including:

- (a) upon the Offer becoming Unconditional, to withdraw any proxy you may have appointed in relation to any meeting in connection with the BOQ Proposal; and**
- (b) upon the Offer becoming Unconditional, to attend and vote in respect of your MPBS Shares at all general meetings of MPBS.**

Upon the Offer becoming Unconditional, Wide Bay intends to vote any MPBS Shares in respect of which it receives acceptances under the Offer against any resolution in connection with the approval of the BOQ Proposal.

This is only a summary of two of the actions that may be taken on your behalf if you accept the Offer. A list of all actions is set out in full in clause 7 of Appendix 1.

Annexure D - New Section 8 - Taxation considerations

14 November 2007

The Directors
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Dear Directors

TAXATION OPINION – OFFER FOR PURCHASE OF SHARES

Wide Bay Australia Ltd (“Wide Bay”), has made an offer for the shares of Mackay Permanent Building Society Ltd (“MPBS”) dated on or about 15 November 2007. We have been requested to provide our opinion on the tax consequences for the MPBS shareholders of accepting the offer.

This document does not constitute tax advice. Our comments are general in nature. Shareholders should obtain their own independent advice on their individual circumstances in relation to the taxation consequences of acceptance of the bid offer.

Australian income tax legislation changes constantly. The statements in this document are based on the rules in place at the time of signing the document.

1. Details of bid

Shareholders of MPBS can choose to receive \$9.40 in cash for each MPBS share, or to receive 0.80 Wide Bay shares plus \$1.00 for each MPBS share. Any dividend paid by MPBS will be deducted from the bid price. MPBS has proposed to pay a fully franked dividend of \$1.00 per MPBS share to MPBS shareholders. Therefore, if the proposed \$1.00 dividend is paid, the net bid price will be \$8.40 in cash or will be 0.80 Wide Bay shares for each MPBS share.

2. Taxation Effects of the Sale of MPBS Shares

2.1 Shares held on capital account

The disposal of MPBS shares under the Wide Bay offer will be a CGT event, and capital gains tax will potentially be applicable to the disposal. If the Shares Alternative is chosen, roll-over relief may apply (see 2.1.2 below).

2.1.1 The Cash Alternative

If MPBS shares are held on capital account and are sold for cash, a capital gain will arise if the cost base of the shares is less than the cash consideration. A capital loss will arise if the cost base of the shares is more than the cash consideration.

The consideration will be \$9.40, per MPBS share, less the amount of the dividend. Assuming that the proposed \$1.00 dividend is paid, the cash consideration for tax purposes will be \$8.40.

The cost base of the MPBS shares will generally be made up of the purchase price plus the incidental costs of acquisition.

2.1.2 The Shares Alternative

If the Shares Alternative is chosen, the capital proceeds for the purpose of calculating the capital gain or loss will be based on the value of the Wide Bay shares at the time of acceptance of the offer, plus the net cash received. The net cash received will be \$1.00 per share, less any dividend paid to the MPBS shareholder. If the dividend is \$1.00 as proposed, the net cash received will be nil, and the capital proceeds will be equal to the value of the Wide Bay shares.

2.1.2.1 Scrip for scrip roll-over

A CGT “roll-over” can be chosen by shareholders who accept the Shares Alternative. If no net cash is received, the shareholder can choose a full roll-over. If some cash consideration is received, a partial rollover will be available.

Full roll-over

A full “scrip for scrip” roll-over means that no CGT will be payable on the exchange of MPBS shares for Wide Bay shares. Any potential gain will be deferred until the subsequent disposal of the Wide Bay shares. The cost base of the MPBS shares will be allocated to the replacement Wide Bay shares.

The acquisition date of the replacement Wide Bay shares for CGT purposes will be the acquisition date of the original MPBS shares. The acquisition date will be relevant for the purposes of the CGT discount on the subsequent disposal of the Wide Bay shares.

A condition of Wide Bay’s offer is that it acquires 80% of the shares in MPBS. The scrip for scrip roll-over will not be available unless Wide Bay obtains at least 80% of the voting shares of MPBS. Therefore, if the intended 80% target is reached, the scrip for scrip roll-over relief will be available.

If Wide Bay chooses to waive the 80% minimum acceptance condition and acquires less than 80% of the MPBS voting shares, the scrip for scrip roll-over will not be available.

The roll-over is available to individuals, companies and superannuation funds.

The roll-over is not available if the disposal of the MPBS shares would result in a capital loss, or if the MPBS shares are held as trading stock.

If the roll-over is not available, the capital proceeds on which the capital gain or loss will be calculated is based on the market value of the Wide Bay shares at the time that the offer is accepted.

Partial roll-over

If MPBS do not pay a dividend, or pay a dividend of less than \$1.00, the bid price under the Shares Alternative will include a cash component. The scrip-for-scrip roll-over will not be

available for the cash component of the bid price. The roll-over will only be available for the scrip component of the share price.

For example, if the dividend is 60 cents, the cash component will be 40 cents. If 0.80 of a Wide Bay share is worth \$10.24, the total capital proceeds will be \$10.64 and the cash component of the bid price will be 3.8% of the total price. Therefore, the scrip component will be 96.2%, and the rollover will be available for that same proportion of the capital gain.

2.1.3 CGT Discount

Individuals and trustees of trusts are entitled to a 50% exemption on capital gains if the shares have been held for more than 12 months.

Companies are not entitled to the 50% discount on capital gains. Companies will be taxed at 30% on any capital gains resulting from the sale of the shares in connection with the offer.

Complying Australian superannuation funds are entitled to a one-third discount on capital gains from the disposal of shares held for more than 12 months. Complying superannuation funds pay 15% tax on the taxable two-thirds of any capital gains.

2.2 Shares held on revenue account

Shares held as trading stock, such as by a share trader, are held as revenue assets rather than capital assets. The same applies to shares acquired for short-term speculation.

If shares are held as trading stock, no CGT will be payable on the transfer of the shares. Either the cash (if the Cash Alternative is chosen), or the value of the Wide Bay shares (if the Shares Alternative is chosen) will be included in the assessable income of the shareholder.

The scrip-for-scrip roll-over relief that can apply to shares held on capital account will not be available if shares are held as trading stock.

If the MPBS shares are held as trading stock and sold for a loss, the loss will be tax deductible. There will be no capital loss on disposal of the MPBS shares.

If the MPBS shares are held on revenue account, but are not held as trading stock (eg speculative shares), income tax will be payable on any profit that results from acceptance of the Wide Bay offer. Profits will potentially be subject to CGT, but any capital gains will be offset by the revenue profits to prevent double taxation. Any loss from disposal of the shares will be tax deductible.

3. Receipt of dividend

MPBS has proposed to pay a fully franked dividend of \$1.00 per MPBS share to MPBS shareholders.

If the dividend is paid, the Wide Bay offer will not change the way in which MPBS shareholders are taxed on the dividend, although the dividend will reduce the price paid for the MPBS shares. Australian resident shareholders will be required to include the dividend and its associated franking credit in their assessable income. A tax credit of 42.86% of the dividend will be able to be claimed against any tax that is payable.

Individuals and superannuation funds whose franking credits exceed the tax payable will be entitled to a refund of that excess. Companies are not entitled to a refund of excess franking credits. Companies are entitled to credit the franking credits to their franking accounts.

For a MPBS shareholder to be able to claim franking credits on any dividends, the shares must be held for at least 45 days and the shareholder must be exposed to the risk of any share price movements in that period. There is an exception for individual shareholders whose total franking credits for the year are less than \$5,000.

4. Non-residents

If non-residents (including individuals, companies and superannuation funds), accept the offer, they will generally not be subject to CGT on disposal of the MPBS shares. The MPBS shares are not taxable Australian property, and a disposal of the shares will not result in a taxable gain or loss.

Non-residents will not be subject to withholding tax or income tax in Australia on any MPBS dividend.

Non-residents should seek their own independent tax advice on the tax impact in their country of residence of accepting the Wide Bay offer.

5. Stamp duty

As the MPBS shares are listed on the Australian Securities Exchange, no stamp duty will be payable in Australia by shareholders who accept the offer.

6. GST

No GST will be payable by MPBS shareholders on the sale of their shares.

Yours faithfully
Bentleys MRI (Qld) Pty Ltd


John Newby

Annexure E - New Section 9.13

9.13 Reassessment of minimum prudential capital requirement

In a Prudential Review Report dated 14 November 2007 APRA advised Wide Bay that it had reassessed Wide Bay's minimum prudential capital requirement requiring Wide Bay to maintain a minimum prudential capital of 10% effective immediately. Accordingly, Wide Bay's minimum prudential capital has been reduced from 11% to 10% as at the date of the Prudential Review Report.