Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

	MACQUARIE GROUP LIMITED		
ABN			
	94 122 169 279		
We (the entity) give ASX the following information.			
Part 1 - All issues You must complete the relevant sections (attach sheets if there is not enough space).			
1	*Class of *securities issued or to be issued	Fully paid ordinary shares	
2	Number of ⁺ securities issued or to be issued (if known) or maximum number which may be issued	265,953	
3	Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares	

Name of entity

⁺ See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	Yes.
	If the additional securities do not rank equally, please state: the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	
5	Issue price or consideration	265,953 @ \$80.30
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	265,953 Shares issued on retraction of exchangeable shares issued by Macquarie Capital Acquisitions (Canada) No.1 Limited, a subsidiary of Macquarie Group Limited, which were issued under retention agreements in place with key former Orion employees as part of the acquisition of Orion Financial Inc.
6a	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A?	N/A
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of securities issued under an exception in rule 7.2	N/A

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⁺ See chapter 19 for defined terms.

6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	28 February 2013	
		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	339,447,006	Fully paid ordinary shares
		Number	+Class
9	Number and *class of all *securities not quoted on ASX (including the securities in section 2 if applicable)	4,113,708	Deferred Share Units ("DSUs"), comprising a right to receive shares in the future, issued pursuant to the Macquarie Group Employee Retained Equity Plan ("MEREP"). The number of Fully Paid Ordinary Shares above includes 3,241,882 held by the MEREP Trustee which may be used to satisfy the exercise of DSUs.
		1,969,394	Performance Share Units ("PSUs"), structured as DSUs with performance hurdles attached, issued pursuant to the MEREP. MGL has not issued Ordinary Shares to the MEREP Trustee to hold in reserve in respect of these PSUs.

⁺ See chapter 19 for defined terms.

9,594,774	Options over ordinary shares at various prices.
225,377	Exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited which may be exchanged into 225,377 fully paid Ordinary shares in MGL, issued as part of the acquisition of Orion Financial Inc. ("Orion") in December 2007.

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Shares rank pari passu with all existing fully paid ordinary shares.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
	•	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	*Class of *securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
	•	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents	
	Note: Security holders must be told how their entitlements are to be dealt with.	
	Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	

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⁺ See chapter 19 for defined terms.

21		unt of any underwriting fee or nission	
22	Name	es of any brokers to the issue	
23		or commission payable to the er to the issue	
24	to br	unt of any handling fee payable okers who lodge acceptances enunciations on behalf of urity holders	
25	+seci	ne issue is contingent on urity holders' approval, the of the meeting	
26	form Discl	entitlement and acceptance and prospectus or Product osure Statement will be sent to ons entitled	
27	the to	entity has issued options, and erms entitle option holders to cipate on exercise, the date on a notices will be sent to option ers	
28		rights trading will begin (if cable)	
29		rights trading will end (if cable)	
30		do ⁺ security holders sell their ements <i>in full</i> through a er?	
31	of th	do ⁺ security holders sell <i>part</i> neir entitlements through a er and accept for the balance?	
32	of the	do *security holders dispose eir entitlements (except by sale gh a broker)?	
33	+Des	patch date	
		Quotation of sec	
You ne	eed onl	y complete this section if you are	e applying for quotation of securities
34	Type (tick	of securities one)	
(a)		Securities described in Part 1	
(b)		All other securities	
		that become fully paid, emp	at the end of the escrowed period, partly paid securities loyee incentive share securities when restriction ends conversion of convertible securities
Enti	tiae t	hat have ticked hox 3	

Entities that have ticked box 34(a)

⁺ See chapter 19 for defined terms.

Additional securities forming a new class of securities

Tick to docume		e you are providing the informat	ion or	
35		If the *securities are *equity additional *securities, and the those holders		
36		If the *securities are *equity *securities setting out the num 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over	y securities, a distribution ber of holders in the categori	schedule of the additional es
37		A copy of any trust deed for the	e additional ⁺ securities	
Entit	ies th	nat have ticked box 3	4(b)	
38		er of securities for which ation is sought		
39		of ⁺ securities for which ion is sought		
40	respec	e +securities rank equally in all cts from the date of allotment an existing +class of quoted rities?		
	rank e the the pai (in dis the rar rel:	rticipate for the next dividend,		
41	Reaso now	n for request for quotation		
		ole: In the case of restricted ties, end of restriction period		
	ànothe	sued upon conversion of er security, clearly identify that security)		
			Number	⁺ Class
42	quoted	er and ⁺ class of all ⁺ securities d on ASX (<i>including</i> the ties in clause 38)		

Quotation agreement

⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

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⁺ See chapter 19 for defined terms.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the [†]securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any
 applications received by us in relation to any *securities to be quoted and that noone has any right to return any *securities to be quoted under sections 737, 738 or
 1016F of the Corporations Act at the time that we request that the *securities be
 quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before [†]quotation of the [†]securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

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Sign here:	(Assistant Company Secretary)	Date: 28 February 2013
Print name:	Paula Walsh	

⁺ See chapter 19 for defined terms.