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, 04/03/13

Name	or entity	
	MACQUAR	IE GROUP LIMITED
ABN	94 122 169 279	
We (t	the entity) give ASX the following	g information.
	1 - All issues nust complete the relevant sections (atta	ach sheets if there is not enough space).
1	<sup>+</sup> Class of <sup>+</sup> securities issued or to be issued	Fully paid ordinary shares.
2	Number of <sup>+</sup> securities issued or to be issued (if known) or maximum number which may be issued	22,000
3	Principal terms of the +securities (e.g. 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.

<sup>+</sup> See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?  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	Yes.
5	Issue price or consideration	3,000 @ 31.73
	•	19,000 @ 33.49
_		
6	Purpose of the issue (If issued as consideration for	Shares issued on exercise of employee options.
	the acquisition of assets, clearly	options.
	identify those assets)	
_	war barasa .	
6a	Is the entity an <sup>+</sup> eligible entity that has obtained security	N/A
	holder approval under rule 7.1A?	
	If Yes, complete sections 6b – 6h <i>in relation to the</i> + <i>securities</i>	
	the subject of this Appendix 3B,	
	and comply with section 6i	
6b	The date the security holder	N/A
	resolution under rule 7.1A was passed	
6-	Number of territor	DT/A
6c	Number of <sup>+</sup> securities issued without security holder	N/A
	approval under rule 7.1	

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<sup>+</sup> See chapter 19 for defined terms.

6d	Number of <sup>+</sup> 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 <sup>+</sup> securities issued under an exception in rule 7.2	N/A	
6g	If <sup>+</sup> 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 <sup>+</sup> issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If <sup>+</sup> 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	<sup>+</sup> Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	6 June 2013	
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the <sup>+</sup> securities in section 2 if applicable)	Number 339,776,196	<sup>+</sup> Class Fully paid ordinary shares

<sup>+</sup> See chapter 19 for defined terms.

9 Number and \*class of all \*securities not quoted on ASX (including the \*securities in section 2 if applicable)

	Number	+Class
l	4,114,771	Deferred Share
		Units ("DSUs"),
1		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 3,098,522
		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.
	8,338,355	Options over
		ordinary shares at
		various prices.

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<sup>+</sup> See chapter 19 for defined terms.

		159,475	Exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited which may be exchanged into 159,475 fully paid Ordinary shares in MGL, issued as part of the acquisition of Orion Financial Inc. ("Orion") in December 2007.
			MGL announced on 20 May 2013 the successful completion of the bookbuild for its offer of Macquarie Group Capital Notes (the "Offer" of "MCN"), which was announced on 14 May 2013. MGL has allocated \$580 million in firm commitments to brokers and institutional investors, increasing the Offer from \$400 million, subject to a maximum Offer size of \$600 million.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares rank pari passu fully paid ordinary sha	
Part	2 - 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		

<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B New issue announcement

14	<sup>+</sup> Class of <sup>+</sup> securities to which the
	offer relates
15	<sup>+</sup> Record date to determine
	entitlements
16	Will holdings on different
	registers (or subregisters) be aggregated for calculating
	entitlements?
17	Policy for deciding entitlements
1/	in relation to fractions
18	Names of countries in which the
	entity has security holders who will not be sent new offer
	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
21	Amount of any underwriting fee
	or commission
22	Names of any brokers to the
	issue
22	
23	Fee or commission payable to the broker to the issue
24	Amount of any handling for
24	Amount of any handling fee payable to brokers who lodge
	acceptances or renunciations on behalf of security holders
	Semin of Security Holders
25	If the issue is contingent on security holders' approval, the
	date of the meeting
26	Date entitlement and acceptance
	form and offer documents will
	be sent to persons entitled

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<sup>+</sup> See chapter 19 for defined terms.

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do security holders sell their entitlements <i>in full</i> through a broker?	
31	How do security holders sell part of their entitlements through a broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	
33	<sup>+</sup> Issue date	
	3 - Quotation of securities ed only complete this section if you are  Type of *securities (tick one)  *Securities described in Pare	e applying for quotation of securities
(b)		nd of the escrowed period, partly paid securities that become fully paid, when restriction ends, securities issued on expiry or conversion of
Entiti	es that have ticked box 34(a)	
Additi	onal securities forming a new o	class of securities

<sup>+</sup> See chapter 19 for defined terms.

	o indicate you are providing the inform ruments	ation
35		y securities, the names of the 20 largest holders of and the number and percentage of additional ders
36		quity securities, a distribution schedule of the out the number of holders in the categories
37	A copy of any trust deed for	the additional <sup>+</sup> securities
Entiti	es that have ticked box 34(b)	
38	Number of *securities for which *quotation is sought	
39	<sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought	
40	Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?  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	

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<sup>+</sup> See chapter 19 for defined terms.

41	Reason for request for quotation now  Example: In the case of restricted securities, end of restriction period  (if issued upon conversion of another +security, clearly identify that other +security)		
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	<sup>+</sup> Class

## Quotation agreement

- <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.
- We warrant the following to ASX.
  - The issue of the <sup>+</sup>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 no-one 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.

<sup>+</sup> See chapter 19 for defined terms.

- 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 is not available now, we will give it to ASX before <sup>†</sup>quotation of the <sup>†</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:	Date: 6 Jus	ne 2013
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(Assistant Company Secretary)

Print name: Nigel Donnelly

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<sup>+</sup> See chapter 19 for defined terms.