

11 June 2015

Company Announcements Office  
Australian Securities Exchange Limited  
20 Bridge Street  
Sydney NSW 2000



Dear Sir/Madam

Macquarie Group Limited - Issued Ordinary Capital and Convertible Securities  
Update – 1 May to 31 May 2015.

Since the last notification to the ASX on 13 May 2015 of the positions as at 30 April 2015, the following further movements in convertible securities have occurred:

- a) the following fully paid ordinary shares were issued at a price of \$80.30 each on retraction of exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of Macquarie Group Limited, pursuant to the retention agreements entered into with key Orion Financial Inc. ("Orion") employees shortly after the completion of the acquisition by Macquarie of Orion in December 2007 ("Orion Exchangeable Shares"):
  - 729 shares on 21 May 2015; and
  - 8,003 shares on 28 May 2015.
- b) 5,299 fully paid ordinary shares were issued on 25 May 2015 at a price of \$50.80 each on retraction of exchangeable shares issued by Macquarie Capital Acquisitions (Canada) No.2 Limited, pursuant to retention agreements entered into with key employees as part of the acquisition of Tristone Capital Global Inc. ("Tristone") in August 2009 ("Tristone Exchangeable Shares").

Therefore, as at 31 May 2015, the number of MGL shares was 333,471,808.

Since the notification to the ASX on 13 May 2015 of the positions as at 30 April 2015, the following further movements in convertible securities have occurred pursuant to the Macquarie Group Employee Retained Equity Plan ("MEREP"):

- 253,318 Deferred Share Units (“DSUs”) have been exercised;
- 10,230 DSUs have been granted;
- 3,840 DSUs have expired; and
- 11,000 Performance Share Units (“PSUs”) have been exercised.

Therefore, as at 31 May 2015:

- the number of DSUs on issue was 3,381,376; and
- the number of PSUs on issue was 1,813,542.

No shares were issued in respect of the exercise of DSU’s and PSU’s referred to above. The total number of ordinary shares on issue noted above includes 2,612,820 ordinary shares held by the MEREP Trustee in a reserve account which may be used to satisfy the obligations of MGL in respect of DSUs and PSUs issued under the MEREP, including allocation of ordinary shares on exercise of DSUs and PSUs.

As at 31 May 2015 there were 132,347 Orion Exchangeable Shares and 86,950 Tristone Exchangeable Shares. There are also a further 11,295 Exchangeable Shares on issue, resulting from the exercise of retention options previously held under retention agreements with key former Tristone employees.

Each of the Orion and Tristone Exchangeable Shares may be exchanged into 0.9438 of a MGL share (in accordance with their terms of issue) following the MGL share consolidation in December 2013.

Yours faithfully

Nigel Donnelly  
Assistant Company Secretary