

Macquarie Group Limited

ABN 94 122 169 279

50 Martin Place
Sydney NSW 2000
GPO Box 4294
Sydney NSW 1164
AUSTRALIA

Telephone (61 2) 8232 3333
Facsimile (61 2) 8232 3019
Internet <http://www.macquarie.com>



ASX Release

MACQUARIE GROUP LIMITED (ASX CODE: MQG) SECTION 259C RELIEF

SYDNEY, 28 November 2023 – Macquarie Group Limited (“Macquarie”, ASX: MQG) has been granted relief from section 259C of the Corporations Act 2001 (Cth) relating to certain acquisitions of Macquarie shares by Macquarie Group companies in connection with the on-market buyback of Macquarie shares announced by Macquarie to ASX on 3 November 2023 (**Buyback**). Attached is a copy of the ASIC exemption instrument 23-0869 dated 24 November 2023. The effect of the instrument is to permit certain Macquarie controlled entities to acquire interests in Macquarie shares for the purpose of transferring the Macquarie shares to Macquarie in order to facilitate the Buyback.

Contacts

Simone Kovacic

Macquarie Group Company Secretary
+61 2 8232 3333

Sam Dobson

Macquarie Group Investor Relations
+61 2 8232 9986

Authorised for release to the ASX by Simone Kovacic, Company Secretary

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 259C(2) — Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under subsection 259C(2) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 23-0869.

Commencement

3. This instrument commences on the day it is signed.

Exemption

4. Macquarie Group Limited ACN 122 169 279 (***Macquarie***), Macquarie Securities (Australia) Limited ACN 002 832 126 (***MSAL***), Macquarie Bank Limited ACN 008 583 542 (***MBL***), Woodross Nominees Pty Limited ACN 054 813 080 (***Woodross***) and Buttonwood Nominees Pty Limited ACN 002 865 830 (***Buttonwood***) (MSAL, MBL, Woodross and Buttonwood together, the ***Relevant Entities***) are exempt from the operation of subsection 259C(1) of the Act.

Where exemption applies

5. This exemption applies to the acquisition of any interest in ordinary shares in Macquarie (***Macquarie Shares***) by any of the Relevant Entities for the purpose of transferring the Macquarie Shares to Macquarie in order to facilitate the Buyback and in circumstances where MSAL is appointed as the broker who will offer to buy back Macquarie Shares on Macquarie's behalf.

Conditions

6. The following conditions apply:
 - (a) Macquarie and the Relevant Entities do not exercise votes attaching to Macquarie Shares, nor control or influence the exercise of votes attached to Macquarie Shares, in circumstances where, but for this exemption, the acquisition of any interest in the Macquarie Shares by the Relevant Entities would contravene section 259C of the Act.
 - (b) The Relevant Entities do not hold more than 1% of the issued ordinary capital of Macquarie in reliance on this instrument at any time.

- (c) Within 1 trading day of settlement of any Macquarie Shares acquired by any of the Relevant Entities under the Buyback, those Macquarie Shares are cancelled.
- (d) Commencing on the date of this exemption, Macquarie maintains records of acquisitions (**Records**) by any of the Relevant Entities under the Buyback.
- (e) The Records are made available to ASIC or ASX within 5 business days of receipt of a written request for such Records from ASIC or ASX (as applicable).
- (f) Macquarie publicly discloses a copy of this instrument by way of an announcement via the ASX.

Interpretation

7. In this instrument:

ASX means ASX Limited ACN 008 624 691.

Buyback means the on-market buy back of Macquarie Shares announced by Macquarie to ASX on 3 November 2023.

Dated this 24th day of November 2023



Signed by Adam Prior
as delegate of the Australian Securities and Investments Commission