

DRAFT APPLICABLE PRICING SUPPLEMENT

ZAR10,000,000,000 DEBT INSTRUMENT PROGRAMME

MACQUARIE SECURITIES SOUTH AFRICA LIMITED (*Incorporated with limited liability under registration number 2006/023546/06 in the Republic of South Africa*)

Unconditionally and irrevocably guaranteed by

MACQUARIE GROUP LIMITED

(*ABN 94 122 169 279*), a corporation constituted with limited liability under the laws of the Commonwealth of Australia)



Issue of ZAR 155,000,000 Unsecured Zero Coupon Notes due 13 May 2019

This document constitutes the Applicable Pricing Supplement relating to the issue of the Tranche of Notes described herein ("Notes" and "this Tranche of Notes").

This Applicable Pricing Supplement must be read in conjunction with the Amended and Updated Programme Memorandum, dated 8 September 2016, as amended and/or supplemented from time to time ("Programme Memorandum") prepared by Macquarie Securities South Africa Limited ("Issuer") in connection with the Macquarie Securities South Africa Limited ZAR10,000,000,000 Debt Instrument Programme ("Programme").

The Programme Memorandum, dated 8 September 2016, was approved by JSE Limited ("JSE") on 27 July 2016.

Any capitalised terms not defined in this Applicable Pricing Supplement shall have the meaning ascribed to them in the section of the Programme Memorandum headed "Terms and Conditions of the Notes" ("Note Terms and Conditions"). References to any Condition in this Applicable Pricing Supplement are to that Condition of the Note Terms and Conditions.

This Tranche of Notes will be issued on, and subject to, the Applicable Note Terms and Conditions. The Applicable Note Terms and Conditions are the Note Terms and Conditions, as replaced, amended and/or supplemented by the terms and conditions of this Tranche of Notes set out in this Applicable Pricing Supplement.

To the extent that there is any conflict or inconsistency between the provisions of this Applicable Pricing Supplement and the Programme Memorandum, the provisions of this Applicable Pricing Supplement shall prevail.

A. DESCRIPTION OF THE NOTES

1. Issuer	Macquarie Securities South Africa Limited
2. Guarantor	Macquarie Group Limited
3. Tranche number	1
4. Series number	264
5. Status of the Notes	The Notes are direct, unconditional, unsubordinated and unsecured obligations of the Issuer and rank <i>pari passu</i> and rateably without any preference or priority among themselves and (save for certain debts required to be preferred by law that is both mandatory and of general application) at least <i>pari passu</i> with all other present and future unsecured and unsubordinated obligations of the Issuer, as described in Condition 5.
6. Security	Unsecured
7. Form of the Notes	Registered Notes The Notes in this Tranche are issued in registered uncertificated form and will be held in the CSD
8. Type of Notes	Zero Coupon Notes
9. Issue Date/First Settlement Date	11 February 2019
10. Issue Price	98.1447012%
11. Interest Basis	Zero Coupon
12. Redemption/Payment Basis	100% of the Aggregate Nominal Amount
13. Change of Interest or Redemption/Payment Basis	N/A
14. Aggregate Nominal Amount	ZAR 155,000,000
15. Specified Currency	ZAR

- | | | |
|-----|--|-----------------------------------|
| 16. | Specified Denomination (Nominal Amount per Note) | ZAR 1,000,000 |
| 17. | Minimum Specified Denomination of each Note | ZAR 1,000,000 |
| 18. | Business Day Convention | Following Business Day Convention |

B. PROGRAMME AMOUNT

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|----|---|--|
| 1. | Programme Amount as at the Issue Date | ZAR 10,000,000,000 |
| 2. | Aggregate Outstanding Nominal Amount of all of the Notes issued under the Programme (including all Notes in issue under the Programme pursuant to the Previous Programme Memorandum) as at the Issue Date | ZAR 2,456,000,000, including the aggregate Nominal Amount of Notes issued on the Issue Date specified in Item A(9) above. The authorized Programme Amount has not been exceeded. |

C. ZERO COUPON NOTES

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|----|--|--------------------|
| 1. | Yield | 7.58226% per annum |
| 2. | Reference Price | ZAR 152,124,286.85 |
| 3. | Any other formula or basis for determining the amount payable on the redemption of the Zero Coupon Notes | Not Applicable |

D. REDEMPTION

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|-----|---|--|
| 1. | Redemption at maturity: | |
| (a) | Maturity Date | 13 May 2019 |
| (b) | Final Redemption Amount | ZAR 155,000,000 |
| 2. | Put Option: | Not Applicable |
| 3. | Call Option: | Not Applicable |
| 4. | Optional early redemption following a Tax Event and/or a Change in Law | Applicable (Note: see Condition 9.4) |
| (a) | Early Redemption Date | The Interest Payment Date stipulated as the date for redemption of this Tranche in the notice of redemption given by the Issuer in terms of Condition 9.4. |
| (b) | Early Redemption Amount | The Amortised Face Amount of this Tranche |
| 5. | Other terms: | Not Applicable |

E. AGENTS AND SPECIFIED OFFICES

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|----|---|---|
| 1. | Calculation Agent | The Issuer |
| 2. | Specified Office of the Calculation Agent | Level 2, Great Westerford, 240 Main Road, Rondebosch, Cape Town, 7700, South Africa |
| 3. | Paying Agent | The Issuer |
| 4. | Specified Office of the Paying Agent | Level 2, Great Westerford, 240 Main Road, Rondebosch, Cape Town, 7700, South Africa |
| 5. | Transfer Agent | The Issuer |
| 6. | Specified Office of the Transfer Agent | Level 2, Great Westerford, 240 Main Road, Rondebosch, Cape Town, 7700, South Africa |
| 7. | Settlement Agent | The Standard Bank of South Africa Limited |

8. Specified Office of the Settlement Agent 5 Simmonds Street, Johannesburg, 2001, South Africa

F. REGISTER CLOSED

1. Last Day to Register Up until 17h00 (South African time) on the 2 May 2019 (whether such day is a Business Day or not)
2. Books Closed Period The Register will be closed during the ten days preceding the Maturity Date from 17h00 (South African time) on the relevant Last Day to Register until 17h00 (South African time) on the day preceding the Maturity Date, being the period during which the Register is closed for purposes of giving effect to transfers, redemptions or payments in respect of this Tranche of Notes
3. Books Closed Date 3 May 2019

G. GENERAL

1. Exchange Control Approval Not Applicable
2. Additional selling restrictions Not Applicable
3. International Securities Numbering (ISIN) ZAG000157017
4. Stock Code Number MAQ133
5. Financial Exchange JSE Limited (Interest Rate Market)
6. Method of Distribution Auction
7. Name of Dealer The Issuer
8. Stabilisation Manager Not Applicable
9. Governing law The Notes and the applicable Terms and Conditions are governed by, and shall be construed in accordance with, the laws of South Africa
The Guarantee is governed by, and shall be construed in accordance with, the laws of New South Wales, Australia
10. Business Centre Johannesburg
11. Additional Business Centre Not Applicable
12. Rating assigned to the Programme The Programme was assigned an issue credit rating from Standard & Poor's of BBB/A-2 (Global Scale) and zaAAA/zaA-1+ (SA National Scale) on 11 December 2018. Standard & Poor's conduct full ratings annually and the next full analysis will be released in December 2019.
13. Rating assigned to this Tranche of Notes as at the Issue Date This Tranche of Notes was assigned an issue credit rating from Standard & Poor's of BBB/A-2 (Global Scale) and zaAAA/zaA-1+ (SA National Scale) on 11 February 2019.
14. Rating Agency for this Tranche of Notes Standard & Poor's
15. Commercial Paper Regulations The information required to be disclosed in terms of paragraph 3(5) of the Commercial Paper Regulations is set out in Annexure "A" to this Applicable Pricing Supplement
16. Other provisions None

The Issuer certifies that to the best of its knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made as well as that the placing document contains all information required by law and the Debt Listings Requirements. The Issuer accepts full responsibility for the accuracy of the information contained in the placing document, the pricing supplements, the annual financial statements and any amendments or supplements to the aforementioned documents, except as otherwise stated therein.

The JSE takes no responsibility for the contents of the placing document, the pricing supplements, the annual financial statements of the issuer and any amendments or supplements to the aforementioned documents. The JSE makes no representation as to the accuracy or completeness of the placing document, the pricing supplements, the annual financial statements of the issuer and any amendments or supplements to the aforementioned documents and expressly disclaims any liability for any loss arising from or in reliance upon the whole or any part of the aforementioned documents. The JSE's approval of the registration of the placing document and listing of the debt securities is not to be taken in any way as an indication of the merits of the issuer or of the debt securities and that, to the extent permitted by law, the JSE will not be liable for any claim whatsoever.

Application is hereby made to list this Tranche of Notes on the Interest Rate Market of the JSE, as from 11 February 2019, pursuant to the Macquarie Securities South Africa Limited ZAR10,000,000,000 Debt Instrument Programme.

For: MACQUARIE SECURITIES SOUTH AFRICA LIMITED

By: 
_____ *duly authorised*

Name: GRAHAM CRAWFORD

Date: 7 FEBRUARY 2019

By: 
_____ *duly authorised*

Robert Thompson

Name: _____

Date: 7/2/19

**ANNEXURE "A" TO THE APPLICABLE PRICING SUPPLEMENT
COMMERCIAL PAPER REGULATIONS**

The information required to be disclosed in terms of paragraph 3(5) of the Commercial Paper Regulations is set out below (except where such information is disclosed in the Programme Memorandum and/or the Applicable Pricing Supplement):

1. **Issuer and Ultimate Borrower** (*paragraph 3(5)(a) of the Commercial Paper Regulations*)
The Issuer of the Tranche of Notes described in the Applicable Pricing Supplement (the **relevant Tranche**) is Macquarie Securities South Africa Limited (incorporated with limited liability under registration number 2006/023546/06 in South Africa).
The "*ultimate borrower*" (as defined in the Commercial Paper Regulations) is the Issuer.
2. **Going concern** (*paragraph 3(5)(b) of the Commercial Paper Regulations*)
The Issuer is a going concern and can in all circumstances be reasonably expected to meet its commitments, thereby reflecting the adequacy of the liquidity and solvency of the Issuer.
3. **Auditor** (*paragraph 3(5)(c) of the Commercial Paper Regulations*)
The auditors of the Issuer as at the Issue Date are PricewaterhouseCoopers Incorporated. PricewaterhouseCoopers Incorporated has acted as the auditors of the Issuer's latest audited financial statements.
4. **Total amount of Commercial Paper** (*paragraph 3(5)(d) of the Commercial Paper Regulations*)
 - a) The Issuer has, prior to the Issue Date, issued "*commercial paper*" (as defined in the Commercial Regulations) of which an aggregate amount of ZAR 1,801,000,000 remains outstanding (excluding this issuance).
 - b) As at Issue Date, to the best of the Issuer's knowledge and belief, the Issuer estimates that it will issue "*commercial paper*" (as defined in the Commercial Paper Regulations) in an aggregate amount of ZAR 8,199,000,000 during the Issuer's current financial year (excluding the relevant Tranche).
5. **Other information** (*paragraph 3(5)(e) of the Commercial Paper Regulations*)
All information that may reasonably be necessary to enable the investor to ascertain the nature of the financial and commercial risk of its investment in the relevant Tranche is contained in the Programme Memorandum and the Applicable Pricing Supplement.
6. **Material adverse change** (*paragraph 3(5)(f) of the Commercial Paper Regulations*)
Save as disclosed in the Programme Memorandum, there has been no material adverse change in the Issuer's financial position since the date of the Issuer's last audited financial statements.
7. **Listing** (*paragraph 3(5)(g) of the Commercial Paper Regulations*)
The relevant Tranche will be listed on the Interest Rate Market of the JSE.
8. **Use of proceeds** (*paragraph 3(5)(h) of the Commercial Paper Regulations*)
The proceeds of the issue of the relevant Tranche will be used by the Issuer for its general corporate purposes.
9. **Security** (*paragraph 3(5)(i) of the Commercial Paper Regulations*)
The obligations of the Issuer in respect of the relevant Tranche are unsecured (In that the Noteholders have no real rights of security in respect of such obligations). However, Macquarie Group Limited has, in terms of and subject to the Guarantee, irrevocably and unconditionally guaranteed to the Noteholders the due and punctual payment by the Issuer of all amounts owing by the Issuer in respect of the Notes.
10. **Auditors confirmation** (*paragraph 3(5)(j) of the Commercial Paper Regulations*)
The Issuer's auditors as at the Issue Date have confirmed in writing that nothing has come to their attention which causes them to believe that the issue of the relevant Tranche under the Programme, pursuant to the Programme Memorandum (as read with the Applicable Pricing Supplement) will not comply in all material respects with the provisions of the Commercial Paper Regulations.
11. **Audited financial statements** (*paragraphs 3(5)(j)(i) and (j)(ii) of the Commercial Paper Regulations*)
Where, in relation to the issue of the relevant Tranche, the Programme Memorandum and/or the Applicable Pricing Supplement is distributed and/or made available for inspection in South Africa, a copy of the Issuer's latest audited annual financial statements will at all times separately accompany (either by electronic delivery or by physical delivery) the Programme Memorandum and/or Applicable Pricing Supplement, as required by the Commercial Paper Regulations.