

Macquarie Capital Loans Management Limited
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ASX/Media Release

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Macquarie Capital Loans Management Limited (as responsible entity of the Macquarie CPS Trust) issues Resale Notice in respect of the Macquarie Convertible Preference Securities (ASX: MQCPA)

Sydney, 14 May 2013 – Macquarie Capital Loans Management Limited (ABN 18 077 595 012) (as responsible entity of the Macquarie CPS Trust (ARSN 129 962 358)) announces that it today issued a Resale Notice for the Macquarie Convertible Preference Securities (“CPS”).

A copy of the Resale Notice is attached and will be published on, and can be accessed via, the website macquarie.com.

It is intended that the Resale of the CPS will be undertaken in accordance with the terms and conditions of the CPS (“CPS Terms”), whereby on 1 July 2013 all CPS will be sold to Macquarie Financial Holdings Limited (ABN 63 124 071 398) for \$100 per CPS. A distribution on CPS of \$5.5019 will also be paid (subject to the payment tests applicable to CPS) at this time.

Completion of the Resale will be subject to the conditions in the Resale Notice. If these are not met, CPS will not convert on 1 July 2013 and, in accordance with the CPS Terms, the next date on which Mandatory Conversion may occur is 30 September 2013.

Macquarie Group Limited (“MQG”) today announced its intention to offer Macquarie Group Capital Notes (“MCN”) through a Prospectus lodged with the Australian Securities & Investments Commission and ASX today. MQG expects that following the issue of MCN, the Resale will be completed. CPS Holders should note the “Reinvestment Offer” made under that Prospectus.

The offer of MCN is made in the Prospectus. The Prospectus is available to Australian investors at www.MacquarieCNOffer.com.au. A replacement prospectus containing the margin for the MCN and application forms, is expected to be made available on 22 May 2013. Anyone who wants to invest in MCN will need to complete an application form that will be in, or accompany, the replacement prospectus. Investors should read the replacement prospectus in its entirety before deciding whether to apply to invest in MCN.

Terms used and not otherwise defined in this announcement have the meaning given to them in the CPS Terms.

Disclaimer

The information provided in this announcement is not personal investment advice and has been prepared without taking into account your investment objectives, financial situation or particular needs (including financial and taxation issues). It is important that you read the Resale Notice and the CPS Terms in full before deciding to deal in CPS, or in any interests in CPS, and consider the risks that could affect the performance of CPS.

This announcement does not constitute an offer of any securities (including the CPS and the MCN) for sale or issue. No action has been taken to register or qualify CPS for or to otherwise permit a public offering of CPS outside Australia. In particular, this announcement does not constitute an offer of securities for sale in the United States. CPS have not been nor will they be registered under the US Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States, and they may not be offered, sold or resold in the United States or to, or for the account of benefit of any "U.S. person" (as defined in Regulation S under the Securities) absent registration or an applicable exemption from the registration requirements.

For further information, please contact:

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Resale Notice

given in respect of the

Macquarie Convertible Preference Securities (ASX: MQCPA) (the “CPS”)

This is a Resale Notice given in accordance with clause 3.7 of the terms and conditions of the CPS (“CPS Terms”) issued by Macquarie CPS Trust (ARSN 129 962 358) (the “Trust”).

Macquarie Capital Loans Management Limited (ABN 18 077 595 012) (in its capacity as responsible entity of the Trust) (“MCLM”) hereby gives notice to each Holder that it has:

- made an election to Resell all CPS on the next Relevant Date. The next such date is scheduled to occur on 30 June 2013 but, as such day is not a Business Day, the Resale will be effected on 1 July 2013 (such adjusted date being the “Relevant Resale Date”); and
- appointed Macquarie Financial Holdings Limited (ABN 63 124 071 398) as the “Nominated Purchaser” for that Resale.

The Nominated Purchaser has undertaken for the benefit of each Holder that it will acquire each CPS from the Holder for the Issue Price on the Relevant Resale Date.

Such acquisition by the Nominated Purchaser is subject to the CPS Terms and, for the purposes of clause 8.2, is conditional upon:

- (1) Macquarie Group Limited having completed the issue of its “Macquarie Group Capital Notes” (as described in the prospectus dated 14 May 2013 relating to those securities); and
- (2) APRA having given, and not withdrawn, an approval that permits:
 - (a) the Resale of CPS; and
 - (b) the Redemption of CPS (unless the Nominated Purchaser waives this requirement).

Terms used and not otherwise defined in this notice have the meaning given to them in the CPS Terms.

Macquarie Capital Loans Management Limited
(in its capacity as responsible entity of the Macquarie CPS Trust)

14 May 2013