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ASX/Media Release

MACQUARIE GROUP CAPITAL NOTES 5 OFFER OPENS

SYDNEY, Tuesday, 23 February 2021 – Macquarie Group Limited (ASX: MQG; ADR: MQBKY) (“MGL”) today announced that it has opened its offer of Macquarie Group Capital Notes 5 (“MCN5”) (“Offer”).

As previously advised, the Offer consists of:

- an Institutional Offer to Institutional Investors;
- a Broker Firm Offer – made to Australian resident retail and high net worth clients of Syndicate Brokers who are invited to apply under the Broker Firm Offer;
- a Reinvestment Offer made to Eligible Macquarie Group Capital Notes 2 (ASX: MQGPB) (“MCN2”) Holders; and
- a Securityholder Offer – made to holders of Ordinary Shares (ASX: MQG), MCN2, Macquarie Group Capital Notes 3 (ASX: MQGPC), Macquarie Group Capital Notes 4 (ASX: MQGPD), Macquarie Bank Capital Notes 2 (ASX: MBLPC) or Restricted Share Units as at 7.00pm (AEDT) on 8 February 2021, who are resident in Australia (and not otherwise prevented from receiving the Offer of MCN5 under the securities laws of another jurisdiction, as determined by MGL).

As announced on 19 February 2021, the Margin has been set at 2.90% per annum. The size of the Offer has been set at \$A550 million, with the ability to raise more or less. The final size of the Offer will depend on the volume of Applications received and accepted under the Broker Firm Offer, the Reinvestment Offer and Securityholder Offer. MGL reserves the right to scale back Applications if there is excess demand.

The timetable is

KEY DATES FOR THE OFFER	DATE
Lodgement of the replacement Prospectus with ASIC	Tuesday, 23 February 2021
Opening Date	Tuesday, 23 February 2021
Closing Date	5.00pm Wednesday, 10 March 2021
Issue Date	Wednesday, 17 March 2021
MCN5 commence trading on ASX on a normal settlement basis	Thursday, 18 March 2021
Holding Statements despatched by	Tuesday, 23 March 2021

Full details of this investment opportunity and the terms and conditions of the MCN5 are set out in the Prospectus lodged with the Australian Securities and Investments Commission and ASX today (“**Replacement Prospectus**”), under which the Offer is made. The Replacement Prospectus is also available at www.MCN5Offer.com.au, or by calling the MCN5 Offer Information Line on 1300 188 463 (within Australia) or on +61 1300 188 463 (International). You can also email the Registrar at MCN5Offer@linkmarketservices.com.au. The line is open from Monday to Friday 8.30am - 5.30pm (AEDT) during the Offer Period.

Further information

MCN5 are complex and not suitable for all investors. Potential investors should read the Replacement Prospectus in its entirety before deciding whether to apply to invest in MCN5. If any part of the Replacement Prospectus is unclear, we recommend seeking guidance from a financial advisor or other professional adviser.

Anyone who wants to invest in MCN5 will need to contact their Syndicate Broker (for the Broker Firm Offer) or complete the online Application Form (to apply under the Securityholder Offer or Reinvestment Offer) that will be available at www.MCN5Offer.com.au.

If you have any questions about MCN5 or the Offer, you should seek advice from your financial adviser or other professional adviser. You can also email the Registrar at MCN5Offer@linkmarketservices.com.au or call the MCN5 Offer Information Line on 1300 188 463 (within Australia) or on +61 1300 188 463 (outside Australia) (Monday to Friday 8.30am - 5.30pm, AEDT) during the Offer Period. Applicants under the Broker Firm Offer may also call their Syndicate Broker.

Definitions

Unless otherwise defined, capitalised words used in this announcement have the meanings given to them in the Replacement Prospectus.

Disclaimer

The information provided in this announcement and the Replacement Prospectus 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 Replacement Prospectus in full before deciding to invest in MCN5 and consider the risks that could affect the performance of MCN5.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This announcement does not constitute an offer of any securities (including the MCN5) for sale or issue. No action has been taken to register or qualify MCN5 or the Offer or to otherwise permit a public offering of MCN5 outside Australia. In particular, this announcement does not constitute an offer of securities for sale in the United States. Neither the MCN5 nor the Ordinary Shares have been or will be registered under the US Securities Act of 1933, as amended (the “**US 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 or benefit of, any US Person except pursuant to an exemption from the registration requirements of the US Securities Act and applicable US State Securities laws.

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