Macquarie Group Limited ABN 94 122 169 279

50 Martin Place Telephone (61 2) 8232 3333 Sydney NSW 2000 Facsimile (61 2) 8232 7780 GPO Box 4294 Internet http://www.macquarie.com.au Sydney NSW 1164 AUSTRALIA

8 February 2016

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



Dear Sir/Madam

<u>Macquarie Group Limited – Issued Ordinary Capital and Convertible Securities</u> <u>Update – 1 January to 31 January 2016.</u>

Macquarie Group Limited ("MGL") did not issue any new fully paid ordinary shares in January 2016. Therefore, as at 31 January 2016, the number of MGL ordinary shares on issue was 340,301,973.

Further, during the month of January 2016, the following movements in convertible securities occurred pursuant to the Macquarie Group Employee Retained Equity Plan ("MEREP"):

- 16,529 Deferred Share Units ("DSUs") were exercised;
- 3,322 DSUs expired; and
- 918 DSUs were granted.

Therefore, as at 31 January 2016:

- the number of DSUs on issue was 3,051,630; and
- the number of Performance Share Units ("PSUs") on issue was 1,666,369.

The total number of ordinary shares on issue noted above includes 2,565,113 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 January 2016 there were 111,246 Exchangeable Shares on issue by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of MGL, pursuant to the retention agreements entered into with key Orion Financial Inc. ("Orion") employees shortly after Macquarie completed the acquisition of Orion in December 2007 ("Orion Exchangeable Shares").

As at 31 January 2016 there were 48,305 Exchangeable Shares on issue by Macquarie Capital Acquisitions (Canada) No.2 Limited, a subsidiary of MGL, 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"). There were 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

<u>Nigel Donnelly</u> <u>Assistant Company Secretary</u>