

Macquarie Group of Companies
Australia and Worldwide

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22 April 2009

United States Securities and Exchange Commission
450 Fifth Street, N.W.
Washington D.C. 20549
United States of America

SUPPL

SEC
Mail Processing
Section

APR 24 2009



Dear Sir/Madam

Washington, DC
122

Macquarie Group Limited (File Number 082-35128) documents for lodgement

Please find relevant documents for Macquarie Group Limited for lodgement to satisfy the requirements of Rule 12g3-2(b).

Yours sincerely

A handwritten signature in cursive script that reads "Dennis Leong".

Dennis Leong
Company Secretary

Handwritten initials "DL" and the date "5/11" written vertically.

File Number: 082-35128

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

MACQUARIE GROUP LIMITED

ABN

94 122 169 279

SEC
Mail Processing
Section

APR 24 2009

We (the entity) give ASX the following information.

Washington, DC
122

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued Fully Paid Ordinary Shares

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued 14,656

- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) As per other fully paid ordinary shares already quoted.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

| | |
|---|---|
| <p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | <p>Yes.</p> |
| <p>5 Issue price or consideration</p> | <p>14,656 @ \$77.40</p> |
| <p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p> | <p>Shares issued on retraction of exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of Macquarie Group Limited.</p> |
| <p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p> | <p>21 April 2009</p> |

⁺ See chapter 19 for defined terms.

| | Number | +Class |
|---|-------------|----------------------------|
| 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable) | 283,459,984 | Fully Paid Ordinary Shares |

| | Number | +Class |
|---|------------|---|
| 9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) | 53,259,101 | Options over Ordinary Shares at various exercise prices |
| | 1,428,600 | Exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of Macquarie Group Limited, which may be exchanged into 1,428,600 fully paid Ordinary shares in Macquarie Group Limited, issued as part of the acquisition of Orion Financial Inc. ("Orion") in December 2007. As advised to ASX on 27 September 2007, there are also retention agreements in place with key former Orion employees. Under the agreements a total of 218,500 fully paid ordinary shares in Macquarie Group Limited may be allocated within the 5 year period from the date of acquisition. |

| | |
|---|--|
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Shares rank pari passu with all existing fully paid ordinary shares. |
|---|--|

Part 2 - Bonus issue or pro rata issue

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | | |
|----|---|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | |

+ See chapter 19 for defined terms.

- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do ⁺security holders sell their entitlements *in full* through a broker?
- 31 How do ⁺security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought
- 39 Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
-
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
-
- | | |
|--------|--------|
| Number | +Class |
|--------|--------|

+ See chapter 19 for defined terms.

42 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 38)

| | |
|--|--|
| | |
|--|--|

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 21 April 2009
(Assistant Company Secretary)

Print name: Paula Walsh
=====

⁺ See chapter 19 for defined terms.

Macquarie Group of Companies

Australia and Worldwide

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Document furnished to United States
Securities and Exchange Commission
Macquarie Group Limited

File Number: 082-35128

20 April 2009

Company Announcements
ASX Limited

Section 259C Exemption Notice - MQG

Macquarie Life Limited (MLL), MQ Specialist Investment Management Limited (MQSIML) and MQ Portfolio Management Limited (MQPML), wholly owned subsidiaries of Macquarie Group Limited (Macquarie), have been granted exemption from compliance with section 259C of the Corporations Act 2001 (Cth) allowing them to invest in Macquarie shares.

The exemptions were granted by the Australian Securities and Investments Commission and are subject to certain conditions. One of these conditions is that Macquarie discloses the information below to the Australian Securities Exchange Limited on a fortnightly basis.

As at 17 April 2009, in respect of MQSIML and MQPML, the percentage of Macquarie voting shares:

- (a) over which they have the power to control voting or disposal was 0.001%; and
- (b) underlying any options, derivatives and conditional agreements held by them was 0%.

As at 17 April 2009, in respect of MLL, the percentage of Macquarie voting shares:

- (a) over which MLL has the power to control voting or disposal was 0.016%; and
- (b) underlying any options, derivatives and conditional agreements held by MLL was 0%.

Yours faithfully

Dennis Leong
Secretary

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Fax: + 61 2 8232 4437
Email: Substantial.Holdings@macquarie.com

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ABN 94 122 169 279

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Document furnished to United States
Securities and Exchange Commission by
Macquarie Group Limited

File Number: 082-35128

16 April 2009

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



Dear Sir/Madam

Macquarie Group Limited - Issued Ordinary Capital and Options Update

Since the last notification to the ASX of the position at 28 February 2009, the following fully paid ordinary shares were issued at a price of \$77.40 each on retraction of exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of Macquarie Group Limited:

- 18,320 shares on 2 March 2009; and
- 733 shares on 12 March 2009.

Therefore, as at 31 March 2009 the number of issued fully paid ordinary \$1.00 shares was 283,438,000.

Since the last notification to the ASX on 17 March 2009 of the positions as at 28 February 2009, the following issue of new options has been processed between 1 March 2009 and 31 March 2009:

- 35,000 options exercisable at \$17.10 each and expiring 9 March 2014 (MQG0426); and
- 16,000 options exercisable at \$23.17 each and expiring on 23 March 2014 (MQG0427).

Since the last notification to the ASX on 17 March 2009 of the positions as at 28 February 2009, the following lapses of unexercised options have been processed between 1 March 2009 and 31 March 2009:

- 6,000 options exercisable at \$34.78 each and expiring on 30 March 2009 (MQG0248);

Macquarie Group Limited is not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Cwth), and its obligations do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 (MBL). MBL does not guarantee or otherwise provide assurance in respect of the obligations of Macquarie Group Limited.

- 15,834 options exercisable at \$33.76 each and expiring on 8 March 2009 (MQG0256);
- 5,836 options exercisable at \$34.67 each and expiring on 22 March 2009 (MQG0257);
- 20,000 options exercisable at \$33.11 each and expiring on 22 July 2009 (MQG0267);
- 3,004 options exercisable at \$32.75 each and expiring on 9 August 2009 (MQG0268);
- 1,200 options exercisable at \$32.26 each and expiring on 23 August 2009 (MQG0269);
- 500 options exercisable at \$39.64 each and expiring on 22 October 2009 (MQG0274);
- 4,069 options exercisable at \$49.57 each and expiring on 22 March 2010 (MQG0293);
- 4,168 options exercisable at \$60.41 each and expiring on 8 July 2010 (MQG0303);
- 56,917 options exercisable at \$63.34 each and expiring on 1 August 2010 (MQG0305);
- 4,168 options exercisable at \$63.33 each and expiring on 22 August 2010 (MQG0308);
- 4,166 options exercisable at \$65.72 each and expiring on 8 September 2010 (MQG0309);
- 8,668 options exercisable at \$70.47 each and expiring on 23 January 2011 (MQG0324);
- 2,666 options exercisable at \$60.35 each and expiring on 8 March 2011 (MQG0328);
- 2,666 options exercisable at \$61.91 each and expiring on 23 March 2011 (MQG0329);
- 1,333 options exercisable at \$70.21 each and expiring on 8 May 2011 (MQG0333);
- 83,262 options exercisable at \$61.79 each and expiring on 1 August 2011 (MQG0339);
- 1,333 options exercisable at \$64.43 each and expiring on 8 September 2011 (MQG0345);
- 2,667 options exercisable at \$73.31 each and expiring on 8 November 2011 (MQG0353);
- 3,666 options exercisable at \$78.24 each and expiring on 8 January 2012 (MQG0358);
- 22,000 options exercisable at \$89.76 each and expiring on 8 May 2012 (MQG0371);
- 4,000 options exercisable at \$87.77 each and expiring on 8 June 2012

- (MQG0374);
- 4,000 options exercisable at \$90.83 each and expiring on 23 July 2012 (MQG0377);
 - 93,067 options exercisable at \$71.41 each and expiring on 15 August 2012 (MQG0379);
 - 7,000 options exercisable at \$71.41 and expiring on 22 August 2012 (MQG0380);
 - 920 options exercisable at \$71.41 and expiring on 10 September 2012 (MQG0382);
 - 2,865 options exercisable at \$71.41 and expiring on 8 October 2012 (MQG0386);
 - 11,000 options exercisable at \$63.34 and expiring on 8 February 2013 (MQG0394);
 - 8,000 options exercisable at \$54.69 and expiring on 22 February 2013 (MQG0395);
 - 11,000 options exercisable at \$47.79 and expiring on 10 March 2013 (MQG0396);
 - 8,000 options exercisable at \$56.79 and expiring on 8 April 2013 (MQG0398);
 - 3,000 options exercisable at \$52.89 and expiring on 10 June 2013 (MQG0402);
 - 161,071 options exercisable at \$53.91 each and expiring on 15 August 2013 (MQG0407);
 - 3,000 options exercisable at \$48.61 each and expiring on 22 August 2013 (MQG0409);
 - 2,000 options exercisable at \$53.91 each and expiring on 8 September 2013 (MQG0410);
 - 5,000 options exercisable at \$53.91 each and expiring on 8 October 2013 (MQG0414); and
 - 1,100 options exercisable at \$53.91 each and expiring on 22 October 2013 (MQG0416).

The number of options on issue at 31 March 2009 was 52,911,588 all exercisable into one share per option.

Yours faithfully

Paula Walsh
Assistant Company Secretary

ATTACHMENT 1**Listing of Macquarie Group Limited Options****As at 31 March 2009**

| MQG Code | Number | Exercise Price | Expiry Date |
|---------------------|---------------|---------------------------|--------------------|
| MQG0260 | 1,668 | \$36.71 | 08/04/2009 |
| MQG0261 | 8,168 | \$35.54 | 22/04/2009 |
| MQG0262 | 26,700 | \$34.66 | 10/05/2009 |
| MQG0263 | 14,168 | \$33.00 | 24/05/2009 |
| MQG0264 | 8,334 | \$33.84 | 08/06/2009 |
| MQG0265 | 9,170 | \$34.27 | 22/06/2009 |
| MQG0266 | 15,002 | \$33.58 | 08/07/2009 |
| MQG0267 | 474,797 | \$33.11 | 22/07/2009 |
| MQG0268 | 1,186,960 | \$32.75 | 09/08/2009 |
| MQG0269 | 908,122 | \$32.26 | 23/08/2009 |
| MQG0270 | 1,668 | \$30.67 | 23/08/2009 |
| MQG0271 | 334,328 | \$34.60 | 08/09/2009 |
| MQG0272 | 67,946 | \$35.28 | 22/09/2009 |
| MQG0273 | 83,146 | \$36.99 | 08/10/2009 |
| MQG0274 | 24,867 | \$39.64 | 22/10/2009 |
| MQG0275 | 44,988 | \$40.81 | 08/11/2009 |
| MQG0276 | 48,868 | \$32.75 | 08/11/2009 |
| MQG0277 | 11,667 | \$33.11 | 08/11/2009 |
| MQG0278 | 26,920 | \$41.72 | 22/11/2009 |
| MQG0279 | 88,902 | \$32.75 | 22/11/2009 |
| MQG0280 | 27,760 | \$44.88 | 08/12/2009 |
| MQG0281 | 4,900 | \$34.60 | 08/12/2009 |
| MQG0283 | 26,668 | \$45.15 | 22/12/2009 |
| MQG0284 | 8,334 | \$46.97 | 10/01/2010 |
| MQG0285 | 10,000 | \$47.28 | 10/01/2010 |
| MQG0286 | 5,000 | \$48.68 | 24/01/2010 |
| MQG0288 | 55,975 | \$49.31 | 08/02/2010 |
| MQG0289 | 8,336 | \$49.47 | 08/02/2010 |
| MQG0291 | 50,620 | \$49.16 | 22/02/2010 |
| MQG0292 | 22,502 | \$49.51 | 08/03/2010 |
| MQG0293 | 21,668 | \$49.57 | 22/03/2010 |
| MQG0294 | 38,336 | \$47.82 | 08/04/2010 |
| MQG0295 | 43,335 | \$45.14 | 22/04/2010 |
| MQG0296 | 22,162 | \$49.31 | 08/04/2010 |
| MQG0297 | 26,666 | \$45.89 | 09/05/2010 |
| MQG0298 | 15,068 | \$49.18 | 23/05/2010 |
| MQG0300 | 45,835 | \$54.24 | 08/06/2010 |
| MQG0301 | 31,668 | \$58.02 | 22/06/2010 |
| MQG0302 | 8,334 | \$49.18 | 22/06/2010 |
| MQG0303 | 38,220 | \$60.41 | 08/07/2010 |
| MQG0304 | 13,524 | \$63.42 | 22/07/2010 |
| MQG0305 | 7,184,169 | \$63.34 | 01/08/2010 |
| MQG0306 | 17,658 | \$62.13 | 08/08/2010 |
| MQG0307 | 30,834 | \$63.34 | 08/08/2010 |
| MQG0308 | 55,832 | \$63.33 | 22/08/2010 |

ATTACHMENT 1

Listing of Macquarie Group Limited Options

As at 31 March 2009

| MQG Code | Number | Exercise Price | Expiry Date |
|----------|-----------|----------------|-------------|
| MQG0357 | 52,986 | \$75.57 | 22/12/2011 |
| MQG0358 | 39,664 | \$78.24 | 08/01/2012 |
| MQG0359 | 61,000 | \$79.33 | 22/01/2012 |
| MQG0360 | 42,536 | \$82.57 | 08/02/2012 |
| MQG0361 | 11,022 | \$83.55 | 22/02/2012 |
| MQG0362 | 32,061 | \$80.01 | 08/03/2012 |
| MQG0363 | 72,000 | \$80.04 | 22/03/2012 |
| MQG0364 | 4,000 | \$60.99 | 22/03/2012 |
| MQG0365 | 12,500 | \$47.82 | 23/05/2010 |
| MQG0366 | 38,179 | \$85.30 | 10/04/2012 |
| MQG0367 | 218,277 | \$87.73 | 23/04/2012 |
| MQG0368 | 1,666 | \$60.41 | 08/07/2010 |
| MQG0369 | 5,000 | \$63.42 | 22/07/2010 |
| MQG0370 | 4,000 | \$70.60 | 22/11/2010 |
| MQG0371 | 95,000 | \$89.76 | 08/05/2012 |
| MQG0372 | 89,318 | \$94.48 | 22/05/2012 |
| MQG0373 | 4,000 | \$80.04 | 08/06/2012 |
| MQG0374 | 56,600 | \$87.77 | 08/06/2012 |
| MQG0375 | 31,000 | \$91.30 | 22/06/2012 |
| MQG0376 | 87,140 | \$87.18 | 09/07/2012 |
| MQG0377 | 54,814 | \$90.83 | 23/07/2012 |
| MQG0378 | 42,999 | \$73.86 | 08/08/2012 |
| MQG0379 | 9,536,862 | \$71.41 | 15/08/2012 |
| MQG0380 | 52,365 | \$71.41 | 22/08/2012 |
| MQG0381 | 60,000 | \$68.06 | 22/08/2012 |
| MQG0382 | 89,543 | \$71.41 | 10/09/2012 |
| MQG0383 | 116,441 | \$71.49 | 10/09/2012 |
| MQG0384 | 1,000 | \$71.41 | 24/09/2012 |
| MQG0385 | 118,498 | \$76.69 | 24/09/2012 |
| MQG0386 | 2,000 | \$71.41 | 08/10/2012 |
| MQG0387 | 63,000 | \$86.34 | 08/10/2012 |
| MQG0388 | 73,012 | \$82.37 | 22/10/2012 |
| MQG0389 | 41,256 | \$77.55 | 22/11/2012 |
| MQG0390 | 356,337 | \$79.38 | 10/12/2012 |
| MQG0391 | 66,608 | \$74.30 | 24/12/2012 |
| MQG0392 | 58,556 | \$72.27 | 08/01/2013 |
| MQG0393 | 145,000 | \$64.40 | 22/01/2013 |
| MQG0394 | 174,227 | \$63.74 | 08/02/2013 |
| MQG0395 | 46,471 | \$54.69 | 22/02/2013 |
| MQG0396 | 77,326 | \$47.79 | 10/03/2013 |
| MQG0397 | 69,000 | \$51.34 | 25/03/2013 |
| MQG0398 | 147,000 | \$56.79 | 08/04/2013 |
| MQG0399 | 50,521 | \$59.16 | 22/04/2013 |
| MQG0400 | 113,400 | \$63.09 | 08/05/2013 |
| MQG0401 | 51,000 | \$59.58 | 22/05/2013 |

ATTACHMENT 1

Listing of Macquarie Group Limited Options

As at 31 March 2009

| MQG Code | Number | Exercise Price | Expiry Date |
|-------------|-----------|-------------------|-------------|
| MQG0309 | 40,366 | \$65.72 | 08/09/2010 |
| MQG0310 | 6,707 | \$63.34 | 08/09/2010 |
| MQG0312 | 1,668 | \$35.28 | 22/09/2009 |
| MQG0313 | 26,944 | \$67.85 | 22/09/2010 |
| MQG0314 | 680 | \$63.34 | 22/09/2010 |
| MQG0316 | 11,167 | \$63.34 | 10/10/2010 |
| MQG0317 | 61,279 | \$70.56 | 10/10/2010 |
| MQG0318 | 41,333 | \$64.16 | 24/10/2010 |
| MQG0319 | 47,864 | \$66.92 | 08/11/2010 |
| MQG0320 | 54,664 | \$70.60 | 22/11/2010 |
| MQG0321 | 52,125 | \$68.24 | 08/12/2010 |
| MQG0322 | 23,667 | \$68.36 | 22/12/2010 |
| MQG0323 | 25,916 | \$67.85 | 09/01/2011 |
| MQG0324 | 25,151 | \$70.47 | 23/01/2011 |
| MQG0325 | 80,229 | \$63.09 | 08/02/2011 |
| MQG0327 | 20,371 | \$61.33 | 22/02/2011 |
| MQG0328 | 58,334 | \$60.35 | 08/03/2011 |
| MQG0329 | 18,806 | \$61.91 | 22/03/2011 |
| MQG0330 | 70,168 | \$68.01 | 10/04/2011 |
| MQG0331 | 23,446 | \$68.83 | 24/04/2011 |
| MQG0332 | 2,500 | \$32.75 | 09/08/2009 |
| MQG0333 | 75,435 | \$70.21 | 08/05/2011 |
| MQG0334 | 17,409 | \$66.83 | 22/05/2011 |
| MQG0335 | 21,587 | \$65.12 | 08/06/2011 |
| MQG0336 | 71,000 | \$65.95 | 22/06/2011 |
| MQG0337 | 16,655 | \$68.03 | 10/07/2011 |
| MQG0338 | 24,665 | \$62.75 | 22/07/2011 |
| MQG0339 | 9,101,842 | \$61.79 | 01/08/2011 |
| MQG0340 | 29,063 | \$61.79 | 08/08/2011 |
| MQG0341 | 72,502 | \$60.99 | 08/08/2011 |
| MQG0342 | 16,985 | \$61.79 | 22/08/2011 |
| MQG0343 | 69,112 | \$61.03 | 22/08/2011 |
| MQG0344 | 4,000 | \$61.79 | 08/09/2011 |
| MQG0345 | 170,000 | \$64.43 | 08/09/2011 |
| MQG0346 | 2,000 | \$61.79 | 22/09/2011 |
| MQG0347 | 35,000 | \$65.96 | 22/09/2011 |
| MQG0348 | 4,455 | \$61.79 | 09/10/2011 |
| MQG0349 | 86,958 | \$69.47 | 09/10/2011 |
| MQG0350 | 4,000 | \$64.43 | 09/10/2011 |
| MQG0351 | 11,000 | \$64.43 | 23/10/2011 |
| MQG0352 | 35,820 | \$72.17 | 23/10/2011 |
| MQG0353 | 61,453 | \$73.31 | 08/11/2011 |
| MQG0354 | 35,390 | \$73.31 | 20/11/2011 |
| MQG0355 | 15,916 | \$74.11 | 22/11/2011 |
| MQG0356 | 20,333 | \$71.92 | 08/12/2011 |

ATTACHMENT 1**Listing of Macquarie Group Limited Options****As at 31 March 2009**

| MQG Code | Number | Exercise Price | Expiry Date |
|---------------------|-------------------|---------------------------|--------------------|
| MQG0402 | 81,000 | \$52.89 | 10/06/2013 |
| MQG0403 | 31,000 | \$48.78 | 23/06/2013 |
| MQG0404 | 53,000 | \$47.29 | 08/07/2013 |
| MQG0405 | 83,288 | \$47.29 | 22/07/2013 |
| MQG0406 | 56,000 | \$51.01 | 08/08/2013 |
| MQG0407 | 16,538,763 | \$53.91 | 15/08/2013 |
| MQG0408 | 94,323 | \$53.91 | 22/08/2013 |
| MQG0409 | 125,289 | \$48.61 | 22/08/2013 |
| MQG0410 | 43,875 | \$53.91 | 08/09/2013 |
| MQG0411 | 161,000 | \$45.35 | 08/09/2013 |
| MQG0412 | 123,757 | \$53.91 | 22/09/2013 |
| MQG0413 | 157,000 | \$33.49 | 22/09/2013 |
| MQG0414 | 97,200 | \$53.91 | 08/10/2013 |
| MQG0415 | 118,000 | \$36.20 | 08/10/2013 |
| MQG0416 | 163,850 | \$53.91 | 22/10/2013 |
| MQG0417 | 83,300 | \$32.39 | 22/10/2013 |
| MQG0418 | 85,000 | \$31.99 | 10/11/2013 |
| MQG0419 | 53,000 | \$25.39 | 24/11/2013 |
| MQG0420 | 63,000 | \$28.48 | 08/12/2013 |
| MQG0421 | 45,000 | \$27.78 | 22/12/2013 |
| MQG0422 | 69,000 | \$31.73 | 08/01/2014 |
| MQG0423 | 35,000 | \$26.66 | 22/01/2014 |
| MQG0424 | 28,000 | \$23.84 | 09/02/2014 |
| MQG0425 | 11,000 | \$21.24 | 23/02/2014 |
| MQG0426 | 35,000 | \$17.10 | 09/03/2014 |
| MQG0427 | 16,000 | \$23.17 | 23/03/2014 |
| | <u>52,911,588</u> | | |

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ASX/Media Release



MACQUARIE OFFER TO ACQUIRE UNITS FROM ELIGIBLE UNITHOLDERS IN BRISCONNECTIONS

SYDNEY, 21 April 2009 - Macquarie Group Limited (**Macquarie**¹) provides this update in relation to BrisConnections Investment Trust and BrisConnections Holding Trust (**BCS**).

As the market has been previously advised:

- Macquarie, Deutsche Bank AG, Sydney Branch (**Deutsche**) and other parties had been in discussions on a proposal to put to retail unitholders in BCS; and
- no agreement had been reached on that proposal

Macquarie has today announced its own offer to approximately 80% of unitholders in BCS.

BCS unitholders are under absolutely no obligation to accept Macquarie's offer, and should not do so if they prefer to retain their units and pay the second instalment. Macquarie will shortly provide unitholders with information regarding the offer. Unitholders should also make themselves aware of the publicly available information regarding BCS, including the recent trading history of units, and consult their professional advisers if they are in doubt as to how to act.

¹ References to 'Macquarie' also include A.C.N. 136 024 970 Pty Ltd, the Macquarie Group Limited subsidiary which will make the Offer.

Overview of the Macquarie Offer

By the offer, Macquarie will acquire from Eligible Unitholders their units in BCS and assume their liability to pay remaining instalments, including the second instalment of \$1.00 per BCS unit on 29 April 2009 (the **Offer**). This means that Eligible Unitholders who accept the Offer:

- will be obligated to transfer 100% of the BCS units that they hold to Macquarie; and
- will not be liable to pay the second instalment of \$1.00 per BCS unit due on 29 April (the **Second Instalment**); and
- will not be liable to pay the third instalment of \$1.00 per BCS unit due on 29 January 2010.

Who is an Eligible Unitholder?

Eligible Unitholders are those unitholders whose names appeared on the BCS unitholder register as at 7.00pm (Sydney time) on 14 April 2009 and who were the registered holders of 50,000 or fewer units in BCS as at that time. The Offer will only relate to the units held at that time – that is 50,000 units or fewer².

What price is paid for each unit?

No payment will be made to Eligible Unitholders who accept the Offer in respect of their units (except any reimbursement of Second Instalment payments already made, as outlined below).

However, Macquarie will arrange for payment of the Second Instalment to be made directly to BCS in respect of units owned by Eligible Unitholders who accept the Offer and who have delivered the necessary acceptances to Macquarie by the Due Date.

Macquarie will also reimburse Eligible Unitholders for any part of the Second Instalment they have already paid to BCS prior to accepting the Offer, up to \$1.00 per unit.

What happens next?

Macquarie will despatch to Eligible Unitholders correspondence in relation to the Offer which includes an acceptance form. The correspondence despatched to Eligible Unitholders will contain the full terms of the Offer to acquire units from Eligible Unitholders.

What is the last time for Eligible Unitholders to accept the Offer?

Eligible Unitholders will need to complete the acceptance form and return it to the specified address by 5.00 pm on Monday 4 May 2009 (or such later date specified in the correspondence to be sent to Eligible Unitholders) (**Due Date**) to accept such offer, so that it is **actually received** by Macquarie by the Due Date.

Where can I get more information?

If you have any questions, please call the Information Line on 1800 622 202 (toll free within Australia) or +61 2 8280 7694 (for international callers and some Australian mobile phone users) Monday to Friday between 9.00am and 5.30pm (Sydney time).

² This will be strictly based on registered holding. Macquarie will not have regard to any trust or nominee arrangements on which units may be held.

Neither this announcement nor the Offer correspondence nor any information provided on the Information Line constitutes advice. They do not take into account any individual investor's investment objectives, financial or tax situation or particular needs. Eligible Unitholders should consider their individual circumstances and consult professional advisers where appropriate.

Is the Offer a takeover bid?

No.

What about other retail unitholders?

Macquarie notes that an agreement in relation to all retail unitholders not being pursued by BCS would require approval from Deutsche under the underwriting agreement between Macquarie and Deutsche. No agreement between the parties has been reached.

Airport Link

The \$4.8 billion Airport Link project is Australia's largest road infrastructure project and will create at least 10,000 direct and indirect jobs during construction. Macquarie has previously stated it is committed to BCS as advisor and underwriter. Today's announcement underscores that commitment.

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