

Macquarie Group of Companies
Australia and Worldwide

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2009 SEP -8 A 7:29

OFFICE OF INTERNATIONAL
CORPORATE FINANCE

2 September 2009

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

SUPL



Dear Sir/Madam

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 "pp. M. Leong".

Dennis Leong
Company Secretary

A handwritten signature in cursive script, possibly reading "Dennis Leong", with a date "9/8" written below it.

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

We (the entity) give ASX the following information.

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 | 3,231 |
| 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) | Fully paid ordinary shares. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- 4 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
- 5 Issue price or consideration
- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- 7 Dates of entering +securities into uncertificated holdings or despatch of certificates

Yes.

3,231 @ \$36.99

Shares issued on exercise of employee options.

26 August 2009

+ 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)	332,579,584 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)	48,388,875 Options over Ordinary Shares at various exercise prices 1,316,798 Exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of Macquarie Group Limited, which may be exchanged into 1,316,798 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

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Appendix 3B
New issue announcement

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| 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 | |

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- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
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- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
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- 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

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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:

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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: 26 August 2009
(Assistant Company Secretary)

Print name: Nigel Donnelly
=====

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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 | 5,084 |
| 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) | Fully paid ordinary shares. |

+ See chapter 19 for defined terms.

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New issue announcement

4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

Yes.

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

5 Issue price or consideration

334 @ \$32.75
2,000 @ \$34.60
2,000 @ \$39.64
750 @ \$40.81

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Shares issued on exercise of employee options.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

27 August 2009

+ See chapter 19 for defined terms.

	Number	+Class
8	332,584,668	Fully Paid Ordinary Shares

	Number	+Class
9	48,332,631	Options over Ordinary Shares at various exercise prices
	1,316,798	Exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of Macquarie Group Limited, which may be exchanged into 1,316,798 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.

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Part 2 - Bonus issue or pro rata issue

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Appendix 3B
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| 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 | |

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- 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:

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- 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)		
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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: 27 August 2009
(Assistant Company Secretary)

Print name: Nigel Donnelly
=====

+ See chapter 19 for defined terms.

Notice of Director's Interests

Section 205G of the Corporations Act 2001

To: Australian Securities Exchange Limited ("ASX")
Company Announcements Office
4th Floor, 20 Bridge Street Sydney NSW
Fax: 1300 300 021

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

File Number: 082-35128

Updating Notice

Section 205G(4)

Name of Director:	W Richard Sheppard
Name of Company:	Macquarie Bank Limited A.B.N 46 008 583 542
Date of last notification to ASX:	20 August 2009 but 20 January 2009 re: Macquarie Office Trust ("MOF") units – refer ASX Appendix 3Y
Date director's interest changed:	20 August 2009

I disclose the following information to ASX

Section 205G(1)(a)

Interest:	Circumstances giving rise to relevant interest:
I have a relevant interest in the following securities of the company or a related body corporate. Type of security: MOF units Number of securities: 1,868,750 units as at 20 August 2009 Direct or Indirect Holding: Units held by Lipno Holdings Pty Limited, as trustee for the Sheppard Family Trust, a trust of which Richard Sheppard is a beneficiary.	Number of units held prior to change: 1,802,420 MOF units. • 66,330 MOF units issued on 20 August 2009 at \$0.2038 per MOF unit pursuant to the Distribution Reinvestment Plan. Number of units held after change: 1,868,750 MOF units.

Section 205G(1)(b)

I have an interest in the following contracts to which I am a party of under which I am entitled to a benefit that confer a right to call for or deliver shares in, debentures of, or interests in a managed investment scheme made available by, the company or a related body corporate:

N/A

Sign here:  Date: 26/8/09 Director

Note: Notices for Mr Sheppard were previously lodged under ASX listing rule 3.19A. As an ASX Debt Listing, listing rule 3.19A does not apply to Macquarie Bank Limited and this lodgement is being made pursuant to section 205G of the Corporations Act.

25 August 2009

File Number: 082-35128

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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|---|--|-----------------------------|
| 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 | 54,698 |
| 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) | Fully paid ordinary shares. |

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Yes.

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5 Issue price or consideration

12,666 @ \$32.75
800 @ \$33.11
38,000 @ \$34.60
1,334 @ \$36.99
1,302 @ \$40.81
596 @ \$47.79

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Shares issued on exercise of employee options.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

28 August 2009

+ See chapter 19 for defined terms.

	Number	+Class
8	332,639,366	Fully Paid Ordinary Shares

	Number	+Class
9	48,171,126	Options over Ordinary Shares at various exercise prices
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Sign here: Date: 28 August 2009
(Assistant Company Secretary)

Print name: Nigel Donnelly
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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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|---|--|-----------------------------|
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Yes.

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

5 Issue price or consideration

78 @ \$32.39
8,334 @ \$45.15
3,306 @ \$47.79
3,100 @ \$34.60
260 @ \$39.64
22,000 @ \$40.81

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

Shares issued on exercise of employee options.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

31 August 2009

+ 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)	332,676,444	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)	48,134,048	Options over Ordinary Shares at various exercise prices
	1,316,798	Exchangeable shares issued by Macquarie Capital Acquisitions (Canada) Limited, a subsidiary of Macquarie Group Limited, which may be exchanged into 1,316,798 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
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.
- 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: 31 August 2009
(Assistant Company Secretary)

Print name: Nigel Donnelly
=====

+ See chapter 19 for defined terms.

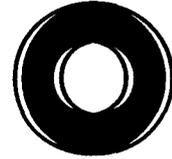
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MACQUARIE

ASX/Media Release

MACQUARIE NOTES MAp REVISED PROPOSAL TO INTERNALISE MANAGEMENT

SYDNEY, 28 August 2009 – Macquarie Group (“Macquarie”) (ASX: MQG; ADR: MQBKY) today notes the attached release made by Macquarie Airports (MAp) regarding a revised proposal to internalise the management of MAp.

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Our Ref cag_cosec_syd_prd/169039_1

28 August 2009

ASX RELEASE



MACQUARIE AIRPORTS

REVISED PROPOSAL TO FUND THE INTERNALISATION OF MANAGEMENT

Macquarie Airports (MAp) has reached agreement with Macquarie Capital (Macquarie) to revise the proposal to internalise the management of MAp, announced on 24 July 2009.

MAp will still implement the internalisation by acquiring the responsible entity for the two Australian trusts which form part of the MAp stapled security and by ending the advisory agreement with Macquarie Airports Limited, the third component of the MAp structure. However, rather than issuing 150 million new MAp stapled securities to Macquarie, at an issue price of A\$2.30 (equivalent to A\$345 million), MAp will make a cash payment of A\$345 million to Macquarie.

To fund the payment MAp intends to launch a 1 for 11 non-renounceable pro-rata entitlement offer to eligible MAp stapled security holders at A\$2.30 per stapled security. It is intended that eligible MAp security holders will have the opportunity to participate in any shortfall pro-rata to their security holdings. The offer is not underwritten however Macquarie has indicated its willingness to subscribe for up to a maximum of 150 million securities. Macquarie will not receive any compensation for managing the entitlement offer.

None of the entities noted in this document is an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). The obligations of these entities 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 these entities.

Mr Trevor Gerber, chairman of the Independent Board Committee of Macquarie Airports Management Limited, said, "Since announcing the original proposal on 24 July we have had feedback from many of our security holders. There is support for the internalisation. Security holders also indicated a desire to have the opportunity to participate in a capital raising rather than Macquarie having the sole right to take up all 150 million securities. The revised proposal provides this opportunity whilst also ensuring that MAp remains in a strong financial position with a flexible balance sheet."

"We have undertaken further negotiations with Macquarie and we are confident that the revised proposal is in the best interests of MAp security holders."

Macquarie's co-operation is essential to internalisation

The Independent Directors¹ consider that Macquarie's co-operation is essential in the transition to the preferred internal management model. Without it, MAp may not have the benefit of the MAp management team with its accumulated knowledge and experience.

Importantly, MAp needs the co-operation of Macquarie and its managed funds to avoid triggering change of control and pre-emptive rights clauses in debt facilities and shareholder arrangements, in particular, the Brussels and Copenhagen airports' debt facilities.

The participation of 46 banks in facilities totalling A\$4.6 billion highlights the challenges involved in potentially refinancing these facilities in current difficult debt markets. The costs of renegotiation could be substantial.

Internalisation payment considerations

The payment to Macquarie of A\$345 million was reviewed by the Independent Directors against a number of valuation benchmarks and has been determined to be reasonable:

EPS

- The impact on proportionate earnings per stapled security is broadly neutral in the first year and, the Independent Directors believe, positive in future years.

NPV

- The net present value of the incremental earnings from the elimination of management fees is in excess of A\$345 million.
- If performance fees are allowed for, the net present value of incremental earnings is even higher.

Multiples

- The payment equates to a pre-tax earnings multiple of 10.7x.
- Including illustrative performance fees of \$20 million per annum, the multiple drops further to 6.6x.

Other considerations

- The magnitude of potential performance fees payable to Macquarie has been taken into consideration.
- Other transactions have been considered, although there are very few, if any, transactions that are directly comparable.

Internalisation benefits

If the internalisation is approved then:

- MAp will become a standalone entity and will acquire management rights from Macquarie.
- The management team, its knowledge and expertise will become part of MAp.
- Kerrie Mather will remain as CEO, will be directly employed by MAp and will be appointed a director.

There are a number of benefits that the Independent Directors believe will accrue to MAp as a result of the internalisation. These can be summarised as follows:

- Management fees will be eliminated and this is expected to significantly reduce MAp's overall cost base and to increase earnings. The elimination of fees is also expected to reduce the volatility of MAp's earnings.
- As a standalone entity, MAp will be better positioned to implement its future direction and strategy on its own terms.
- The accountability of employees will be better aligned since they will be solely focussed on MAp and its strategies and will be remunerated directly by MAp.
- Investor concerns regarding an externalised management model will be addressed. MAp should have the potential to attract a wider range of investors who were previously unable or unwilling to invest in the externally managed model.

The internalisation is not expected to impact the 2009 full year distribution guidance of A\$0.21 per stapled security. This guidance is subject to external shocks to the aviation industry and material changes to forecast assumptions.

An Explanatory Memorandum and Independent Expert's Report on the proposal will be despatched to security holders in due course and security holders will be invited to vote on the terms of the internalisation at a Special General Meeting expected to be held in late September or early October 2009.

In conclusion Mr Gerber stated, "The Independent Directors are confident that the revised proposal is in the best interests of MAp security holders. We unanimously recommend that security holders vote in favour of the proposal."

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ⁱ The independence of directors is determined and assessed annually in accordance with the requirements of the Macquarie Group Managed Funds policy definition adopted by MAp and included on MAp's website www.macquarie.com/map.

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Securities and Exchange Commission by
Macquarie Group Limited

File Number: 082-35128



ASX/Media Release

MACQUARIE GROUP CHAIRMAN RETURNS FROM LEAVE OF ABSENCE

SYDNEY, 31 August 2009 – Further to the announcement on 28 May 2009, Macquarie Group Limited advises that David Clarke today resumed full duties as Chairman of Macquarie Group following a leave of absence which commenced on 28 November, 2008. Acting Macquarie Chairman Kevin McCann today resumed his role as Lead Independent Director.

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