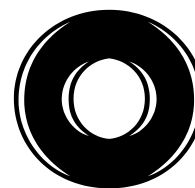


**SECOND SUPPLEMENT DATED 3 MAY 2024 TO THE OFFERING MEMORANDUM
DATED 9 JUNE 2023**

MACQUARIE GROUP LIMITED

(ABN 94 122 169 279)

(incorporated with limited liability in the Commonwealth of Australia)



MACQUARIE

U.S.\$20,000,000,000

(or equivalent in other currencies)

Debt Instrument Programme

ISSUER

Macquarie Group Limited

ISSUING & PAYING AGENT

Citibank, N.A., London Branch

CMU LODGING AGENT

Citicorp International Limited

Pages 1 to 174 (inclusive) and pages 275 to 278 (inclusive) of the Offering Memorandum dated 9 June 2023 (the “**Offering Memorandum**”) comprise a base prospectus, as supplemented by the supplementary prospectus dated 3 November 2023 (the **First Supplementary Prospectus**), of Macquarie Group Limited (ABN 94 122 169 279) (the “**Issuer**” or “**MGL**”) (together, the “**Base Prospectus**”) for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”) (the “**UK Prospectus Regulation**”) in respect of unsecured and unsubordinated debt instruments to be admitted to the Official List of the Financial Conduct Authority (the “**FCA**”) and to be admitted to trading on the London Stock Exchange’s Main Market (“**UK PR Debt Instruments**”). Non-UK PR Debt Instruments (as defined below) may not and will not be issued under the Base Prospectus. The Base Prospectus was approved by the FCA in its capacity as competent authority under the Financial Services and Markets Act 2000 (UK) (the “**FSMA**”) for the purposes of the UK Prospectus Regulation on 9 June 2023. The First Supplementary Prospectus was approved by the FCA in its capacity as competent authority under the FSMA for the purposes of the UK Prospectus Regulation on 3 November 2023.

Pages 175 to 278 (inclusive) of the Offering Memorandum comprise an offering circular and a supplementary offering circular dated 3 November 2023 (together, the “**Offering Circular**”) and has been prepared by MGL in connection with the issuance of unsecured and unsubordinated debt instruments other than UK PR Debt Instruments (“**Non-UK PR Debt Instruments**”) and, together with the UK PR Debt Instruments, the “**Debt Instruments**”). The Offering Circular has not been reviewed or approved by the FCA and does not constitute a prospectus for the purposes of the UK Prospectus Regulation. The Offering Circular does not form part of the Base Prospectus.

Second Supplementary Prospectus

Pages 1 to 2 (inclusive) of this supplement (the “**Second Supplementary Prospectus**”) are supplemental to, and must be read in conjunction with, the Base Prospectus and all documents which are deemed to be incorporated in, and to form part of, the Base Prospectus. This Second Supplementary Prospectus constitutes a supplementary prospectus for the purposes of Section 87G of the FSMA. The information on page 3 of this supplement constitutes a supplementary offering circular and does not form part of the Base Prospectus or this Second Supplementary Prospectus. Unless specified otherwise, terms used herein shall be deemed to have the meanings given to them in the Base Prospectus.

MGL accepts responsibility for the information contained in this Second Supplementary Prospectus. To the best of MGL’s knowledge (after having taken reasonable care to ensure that such is the case), the information contained in this Second Supplementary Prospectus is in accordance with the facts and this Second Supplementary Prospectus makes no omission likely to affect its import.

The purpose of this Second Supplementary Prospectus is to incorporate by reference into the Base Prospectus information included in the MGL Annual Report for the year ended 31 March 2024 (the “**2024 Annual Report**”).

Additional Financial Information

MGL 2024 Annual Report

On 3 May 2024, MGL published its 2024 Annual Report, which includes the audited financial statements of MGL consolidated with its controlled entities for the years ended 31 March 2023 and 31 March 2024, and the Independent Auditor’s Report in respect of such financial statements. The information in the 2024 Annual Report specified below shall be deemed to be incorporated in, and to form part of, the Base Prospectus. A copy of the 2024 Annual Report has been filed with the FCA and is available for viewing at <https://www.macquarie.com/assets/macq/investor/reports/2024/macquarie-group-fy24-annual-report.pdf>.

The audited financial statements of MGL consolidated with its controlled entities for the years ended 31 March 2023 and 31 March 2024 include the Income Statements, Statements of Comprehensive Income, Statements of Financial Position, Statements of Changes in Equity, Statements of Cash Flows, Notes to the Financial Statements, Directors’ Declaration and the Independent Auditor’s Report. These can be located in the 2024 Annual Report on the following pages:

	2024 Annual Report (page)
Income Statements	161
Statements of Comprehensive Income	162
Statements of Financial Position	163
Statements of Changes in Equity	164-165
Statements of Cash Flows	166
Notes to the Financial Statements	167-291
Directors' Declaration	292
Independent Auditor's Report	293-298

If any information listed in the table above itself incorporates any information or other documents therein, either expressly or implicitly, such information or other documents will not be incorporated in, or form part of, the Base Prospectus, except where such information or other documents are specifically incorporated by reference in, or attached to, the Base Prospectus by virtue of this Second Supplementary Prospectus. Any information not listed in the table above but contained in the 2024 Annual Report is not incorporated in, and does not form part of, the Base Prospectus and is given for information only. The non-incorporated parts of the 2024 Annual Report are either not relevant or are covered elsewhere in the Base Prospectus to which this Second Supplementary Prospectus relates.

There has been no significant change in the financial performance or financial position of MGL or MGL consolidated with its controlled entities since 31 March 2024, being the end date for the last financial period for which audited financial statements of MGL or MGL consolidated with its controlled entities have been published, and no material adverse change in the financial position or prospects of MGL or MGL consolidated with its controlled entities since 31 March 2024, being the end date for the last financial period for which audited financial statements of MGL or MGL consolidated with its controlled entities have been published.

Additional General Information

To the extent that there is any inconsistency between (a) any statement in this Second Supplementary Prospectus or any statement incorporated by reference into the Base Prospectus by this Second Supplementary Prospectus and (b) any other statement in, or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

MGL will provide, without charge, upon the written request of any person, a copy of this Second Supplementary Prospectus and the information which is incorporated in the Base Prospectus by reference. Written requests should be directed to MGL at its office at Level 6, 50 Martin Place, Sydney NSW 2000, Australia, for attention of the Group Treasurer. Copies of this Second Supplementary Prospectus and the 2024 Annual Report will also be published on the internet site <https://www.macquarie.com/au/en/investors/debt-investors/unsecured-funding.html>.

All information which MGL has published or made available to the public in compliance with its obligations under the laws of the Commonwealth of Australia dealing with the regulation of securities, issuers of securities and securities markets has been released to ASX Limited ("**ASX**") in compliance with the continuous disclosure requirements of the ASX Listing Rules.

Other than in relation to the documents which are deemed to be incorporated by reference in the Base Prospectus by virtue of this Second Supplementary Prospectus, the information on the websites to which this Second Supplementary Prospectus refers does not form part of this Second Supplementary Prospectus and has not been scrutinised or approved by the FCA.

Save as disclosed in this Second Supplementary Prospectus and the information which is incorporated in this Second Supplementary Prospectus by reference, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

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Second Supplementary Offering Circular

NEITHER THE OFFERING CIRCULAR NOR THIS SUPPLEMENTARY OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE FINANCIAL CONDUCT AUTHORITY AND THE OFFERING CIRCULAR DOES NOT CONSTITUTE A PROSPECTUS FOR THE PURPOSES OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018.

This page 3 of this supplement ("**Second Supplementary Offering Circular**") is supplemental to, and must be read in conjunction with, the Offering Circular and all documents which are deemed to be incorporated in, and to form part of, the Offering Circular. This Second Supplementary Offering Circular is to be read in conjunction with the following sections of the Second Supplementary Prospectus (save as amended herein):

- Additional Financial Information; and
- Additional General Information,

which will be deemed to be incorporated by reference herein, save that references to "Base Prospectus" shall be deemed to be to the "Offering Circular" and references to "Second Supplementary Prospectus" shall be deemed to be to this "Second Supplementary Offering Circular".