

**SUPPLEMENT TO THE BASE PROSPECTUS
FOR THE ISSUE OF DEBT INSTRUMENTS**

MACQUARIE GROUP LIMITED

(ABN 94 122 169 279)

(incorporated with limited liability in the Commonwealth of Australia)



U.S.\$10,000,000,000

(or equivalent in other currencies)

Debt Instrument Programme

ISSUER

Macquarie Group Limited

DEALERS

Australia and New Zealand Banking Group Limited

BofA Merrill Lynch

Barclays

Citigroup

Commonwealth Bank of Australia

Credit Suisse

Deutsche Bank

HSBC

J.P. Morgan

Macquarie Bank International Limited

Macquarie Bank Limited

National Australia Bank Limited

SMBC Nikko

Standard Chartered Bank

The Royal Bank of Scotland

Westpac Banking Corporation

ISSUING & PAYING AGENTS

Deutsche Bank AG, London Branch

CMU LODGING AGENT

Deutsche Bank AG, Hong Kong Branch

The date of this Supplement to the Base Prospectus is 29 October 2012

Supplemental information

This supplement to the Base Prospectus for the issue of Debt Instruments ("Supplement") is supplemental to, and must be read in conjunction with, the Base Prospectus dated 14 June 2012, prepared by Macquarie Group Limited (ABN 94 122 169 279) ("MGL") with respect to MGL's U.S.\$10,000,000,000 Debt Instrument Programme and all documents which are deemed to be incorporated in, and to form part of, the Base Prospectus ("Base Prospectus"). The Base Prospectus dated 14 June 2012 was approved by the Financial Services Authority ("FSA") in its capacity as competent authority under the Financial Services and Markets Act 2000 (UK) ("FSMA") ("UK Listing Authority") for the purposes of Directive 2003/71/EC of the European Parliament and the Council of 4 November, 2003 ("Prospectus Directive") on 14 June 2012. This Supplement constitutes a supplementary prospectus for the purposes of Section 87G of the FSMA. Unless specified otherwise, terms used herein shall be deemed to have the meanings given them in the Base Prospectus.

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

Investors should be aware of their rights under Section 87Q(4) of the FSMA.

The purpose of this Supplement is to incorporate by reference information included in the MGL Interim Directors' Report and Financial Report for the Half-Year Ended 30 September 2012 ("2013 Interim Financial Report").

Additional Financial Information

Interim Directors' Report and Financial Report for the Half-Year Ended 30 September 2012

On 26 October 2012 MGL published its 2013 Interim Financial Report, which includes the unaudited financial statements of MGL consolidated with its controlled entities for the half years ended 30 September 2011, 31 March 2012 and 30 September 2012 and the Independent Auditor's Review Report in respect of such financial statements. The information in the 2013 Interim Financial Report specified below shall be deemed to be incorporated in, and to form part of, the Base Prospectus.

The unaudited financial statements of MGL consolidated with its controlled entities for the half years ended 30 September 2011, 31 March 2012 and 30 September 2012 includes the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, Notes to the Consolidated Financial Statements, Directors' Declaration and the Independent Auditor's Review Report. These can be located in the 2013 Interim Financial Report on the following pages:

2013 Interim Financial Report

Consolidated Income Statement	4
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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 form part of the Base Prospectus for the purposes of the Prospectus Directive, except where such information or other documents are specifically incorporated by reference in, or attached to, the Base Prospectus by virtue of this Supplement. Any information not listed in the table above but contained in the 2013 Interim Financial Report is given for information only. The non-incorporated parts of the 2013 Interim Financial Report are either not relevant or are covered elsewhere in the Base Prospectus to which this Supplement relates.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement 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 Supplement and the information which is incorporated in this Supplement by reference. Written requests should be directed to MGL at its office at No. 1 Martin Place, Sydney NSW 2000, Australia, for attention of the Group Treasurer. In addition, such documents and information will be available for inspection free of charge at the offices of Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2 2DB, United Kingdom.

Copies of this Supplement and the 2013 Interim Financial Report will also be published on the internet site www.macquarie.com.au.

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. Announcements made by MGL under such rules are available on the ASX's internet site www.asx.com.au (MGL's ASX code is "MQG").

Internet site addresses in this Supplement are included for reference only and the contents of any such internet sites are not incorporated by reference into, and do not form part of, the Base Prospectus.

Save as disclosed in this Supplement and the information which is incorporated in this Supplement 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.

MACQUARIE GROUP LIMITED

29 October 2012