

SECOND SUPPLEMENT TO THE OFFERING MEMORANDUM DATED 15 JUNE 2015

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

HSBC

ING

J.P. Morgan

Macquarie Bank International Limited

Macquarie Bank Limited

National Australia Bank Limited

SMBC Nikko

Société Générale Corporate & Investment Banking

Standard Chartered Bank

The Royal Bank of Scotland

Westpac Banking Corporation

ISSUING & PAYING AGENT

Deutsche Bank AG, London Branch

CMU LODGING AGENT

Deutsche Bank AG, Hong Kong Branch

The date of this Second Supplement is 13 May 2016

Pages 1 to 163 (inclusive) and pages 241 to 243 (inclusive) of the Offering Memorandum dated 15 June 2015 comprise a base prospectus of Macquarie Group Limited (ABN 94 122 169 279) ("**Issuer**" or "**MGL**") (as supplemented by the supplementary prospectus dated 12 November 2015, the "**Base Prospectus**") for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") in respect of unsecured and unsubordinated debt instruments to be admitted to the Official List of the UK Listing Authority (as defined below) and to be admitted to trading on the London Stock Exchange's regulated market ("**PD Debt Instruments**"). The Base Prospectus was approved by the Financial Conduct Authority ("**FCA**") in its capacity as competent authority under the Financial Services and Markets Act 2000 (UK) ("**FSMA**") ("**UK Listing Authority**") for the purposes of the Prospectus Directive on 15 June 2015.

Pages 164 to 231 (inclusive) of the Offering Memorandum comprise an offering circular (as supplemented by the supplementary offering circular dated 12 November 2015, the "**Offering Circular**") and has been prepared by MGL in connection with the issuance of unsecured, unsubordinated or subordinated debt instruments other than PD Debt Instruments ("**Non-PD Debt Instruments**") and, together with the PD Debt Instruments, the "**Debt Instruments**"). The Offering Circular has not been reviewed or approved by the UK Listing Authority and does not constitute a prospectus for the purposes of the Prospectus Directive. The Offering Circular does not form part of the Base Prospectus.

Second Supplementary Prospectus

Pages 1 to 3 of this supplement (the "**Second Supplementary Prospectus**") is 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 4 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: (a) incorporate by reference information included in the MGL 2016 Annual Financial Report ("**2016 Annual Financial Report**") and (b) update section B.12 of the Summary of the Programme contained in the Base Prospectus to include selected historical key financial information from the 2016 Annual Financial Report.

Additional Financial Information

MGL 2016 Annual Financial Report

On 6 May 2016, MGL published its 2016 Annual Financial Report, which includes the audited financial statements of MGL consolidated with its controlled entities for the years ended, 31 March 2015 and 31 March 2016 and the independent auditor's report in respect of such financial statements. The information in the 2016 Financial Report specified below shall be deemed to be incorporated in, and to form part of, the Base Prospectus.

The audited financial statements of MGL consolidated with its controlled entities for the years ended 31 March 2015 and 31 March 2016 includes 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 2016 Annual Financial Report on the following pages:

2016 Annual Financial Report (page)

Income Statements	103
Statements of Comprehensive Income	104
Statements of Financial Position	105
Statements of Changes in Equity	106 to 107
Statements of Cash Flows	108
Notes to the Financial Statements	109 to 216
Directors' Declaration	217
Independent Auditor's Report	218

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, 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 2016 Annual Financial Report is given for information only. The non-incorporated parts of the 2016 Annual Financial Report are either not relevant or are covered elsewhere in the Base Prospectus to which this Second Supplementary Prospectus relates.

Update to Section B.12 of the Summary of the Programme

Section B.12 of the Summary of the Programme contained in the Base Prospectus is updated to include selected historical key financial information from the 2016 Annual Financial Report.

Element	Title					
B.12	Selected historical key financial information of the Issuer, no material adverse change statement and description of significant changes in financial or trading position of the Issuer	<i>Selected historical key financial information from Income Statements</i>				
			Consol. 2016 A\$m	Consol. 2015 A\$m	MGL. 2016 A\$m	MGL. 2015 A\$m
		Net interest income/(expense)	2,279	2,092	86	(3)
		Net operating income	10,135	9,262	4,428	2,617
		Total operating expenses	(7,120)	(6,740)	(10)	(4)
		Operating profit before income tax	3,015	2,522	4,418	2,613
		Income tax (expense)/benefit	(927)	(899)	(39)	(32)
		Profit after income tax	2,088	1,623	4,379	2,581
		(Profit)/loss attributable to non-controlling interests:				
		Macquarie Income Securities	(16)	(18)		
		Macquarie Income Preferred Securities	(1)	(5)		
		Other non-controlling interests	(8)	4		
		Profit attributable to non-controlling interests	(25)	(19)	-	-
		Profit attributable to ordinary equity holders of Macquarie Group Limited	2,063	1,604	4,379	2,581
		<i>Selected historical key financial information from Statements of Financial Position</i>				
			Consol. 2016 A\$m	Consol. 2015 A\$m	MGL. 2016 A\$m	MGL. 2015 A\$m
		Total assets	196,755	187,976	31,302	26,429
		LIABILITIES				
		Total liabilities excluding loan capital	175,882	169,196	10,346	9,641
		Total loan capital	5,209	4,384	1,126	603
		Total liabilities	181,091	173,580	11,472	10,244
		Net assets	15,664	14,396	19,830	16,185
		EQUITY				
		Total capital and reserves attributable to ordinary equity holders of Macquarie Group Limited	15,116	13,909	19,830	16,185
		Non-controlling interests	548	487	-	-
		Total equity	15,664	14,396	19,830	16,185

Element	Title	
		<p>[The financial information above is selected historical key financial information of MGL consolidated with its controlled entities.]</p> <p>[There has been no significant change in the financial or trading position of MGL or the Macquarie Group since 31 March 2016], and no material adverse change in the financial position or prospects of MGL or the Macquarie Group since 31 March 2016, being the date as at which the latest published audited financial statements of MGL consolidated with its controlled entities were made up.]</p>

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 this Second Supplementary Prospectus by reference. Written requests should be directed to MGL at its office at 50 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 Second Supplementary Prospectus and the 2016 Annual Financial Report will also be published on the internet site www.macquarie.com.

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 Second Supplementary Prospectus 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.

There has been no significant change in the financial or trading position of MGL or the Macquarie Group and no material adverse change in the financial position or prospects, of MGL or the Macquarie Group since the financial year ended 31 March 2016, being the date as at which the latest published audited financial statements of MGL and MGL consolidated with its controlled entities were made up.

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.

Second Supplementary Offering Circular

NEITHER THE OFFERING CIRCULAR NOR THIS SUPPLEMENTARY OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE UK LISTING AUTHORITY AND THE OFFERING CIRCULAR DOES NOT CONSTITUTE A PROSPECTUS FOR THE PURPOSES OF DIRECTIVE 2003/71/EC, AS AMENDED.

This page 4 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 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".