

EXECUTION VERSION

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET

– Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the PR Debt Instruments has led to the conclusion that: (i) the target market for the PR Debt Instruments is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the PR Debt Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the PR Debt Instruments (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the PR Debt Instruments (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PRIIPS REGULATION / PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS - The PR Debt Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**") or in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the PR Debt Instruments or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the PR Debt Instruments or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPS Regulation.

FINAL TERMS DATED 27 NOVEMBER 2020

MACQUARIE GROUP LIMITED

(ABN 94 122 169 279)

(incorporated with limited liability in the Commonwealth of Australia)

Issue of

€750,000,000 0.35 per cent. PR Debt Instruments due 3 March 2028

US\$10,000,000,000 DEBT INSTRUMENT PROGRAMME

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions ("**Conditions**") set forth in the Base Prospectus dated 12 June 2020, and the supplement to the Base Prospectus dated 16 November 2020 ("**Supplement to the Base Prospectus**"), which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the final terms of a Tranche of PR Debt Instruments described herein ("**PR Debt Instruments**") for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information.

The Base Prospectus and the Supplement to the Base Prospectus has been published on the website of the London Stock Exchange at <https://www.londonstockexchange.com/news?tab=news-explorer>, the internet site <http://www.macquarie.com/au/about/investors/debt-investors/unsecured-funding> and during normal business hours copies may be obtained from the offices of the I&P Agent, Citibank, N.A., London Branch at c/o Citibank, N.A., Dublin Branch, Ground Floor, 1 North Wall Quay, Dublin 1, Ireland.

1. Issuer:

Macquarie Group Limited

(LEI: ACMHD8HWFMFUIQQ8y590)

2.	(i) Series Number:	Not Applicable
	(ii) date on which the PR Debt Instruments will be consolidated and form a single series	Not Applicable
3.	Specified Currency:	Euro ("€")
4.	Aggregate Nominal Amount:	€750,000,000
5.	Issue Price:	99.800 per cent. of the Aggregate Nominal Amount
6.	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No PR Debt Instruments in definitive form will be issued with a denomination above €199,000
7.	(i) Issue Date:	3 December 2020
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	3 March 2028
9.	Interest Basis:	0.35% Fixed Rate
10.	Default Interest (Condition 5.5(d)):	Not Applicable
11.	Redemption Basis:	Redemption at par
12.	Change of Interest Basis:	Not Applicable
13.	Put / Call Options:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate PR Debt Instrument Provisions:	Applicable – See Condition 5.2
	(i) Interest Rate(s):	0.35% per annum payable annually in arrear
	(ii) Interest Payment Date(s):	3 March in each year (adjusted in accordance with Business Day Convention) from and including 3 March 2021 up to and including the Maturity Date (short first coupon)
	(iii) Fixed Coupon Amount:	€350 per €100,000 in Nominal Amount
	(iv) Broken Amount:	€86.30137 per €100,000 in Nominal Amount, payable on the Interest Payment Date falling on 3 March 2021
	(v) Day Count Fraction:	Actual / Actual (ICMA), unadjusted
	(vi) Business Day Convention:	Following Business Day Convention
15.	Floating Rate PR Debt Instrument Provisions:	Not Applicable
16.	Zero Coupon PR Debt Instrument Provisions:	Not Applicable

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| 17. | Fixed/Floating Rate Interest Rate Provisions: | Not Applicable |
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PROVISIONS RELATING TO REDEMPTION

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| 18. | Redemption at Issuer's option (Call): | Not Applicable |
| 19. | Redemption at PR Debt Instrument Holder's option (Put): | Not Applicable |
| 20. | Final Redemption Amount of each PR Debt Instrument: | Maturity Redemption Amount: The outstanding principal amount of the PR Debt Instruments |
| 21. | Early Redemption Amount | |
| | (i) Early Redemption Amount (Tax) (Condition 6.4): | Outstanding nominal amount together with accrued interest (if any) thereon of the PR Debt Instruments. |
| | (ii) Early Redemption Amount (Default) (Condition 9): | Outstanding nominal amount together with accrued interest (if any) thereon of the PR Debt Instruments. |

GENERAL PROVISIONS APPLICABLE TO THE PR DEBT INSTRUMENTS

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| 22. | Form of PR Debt Instrument: | |
| | (i) Form: | Bearer (Condition 1.1).

Temporary Global PR Debt Instrument exchangeable for a Permanent Global PR Debt Instrument upon certification as to non-US beneficial ownership no earlier than 40 days after the completion of distribution of the PR Debt Instruments as determined by the Issuing and Paying Agent, which is exchangeable for Definitive PR Debt Instruments in certain limited circumstances. |
| | (ii) Type: | Fixed Rate PR Debt Instrument |
| 23. | Additional Business Centre: | TARGET2 and London |
| 24. | Talons for future Coupons to be attached to Definitive PR Debt Instruments (and dates on which such Talons mature): | Not Applicable |
| 25. | Governing law: | The laws of New South Wales |
| 26. | Place for notices: | Condition 18.1 will apply |
| 27. | Public Offer: | Not Applicable |

DISTRIBUTION

- | | | |
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| 28. | U.S. Selling Restrictions: | TEFRA: D Rules |
| 29. | Prohibition of Sales of EEA and UK Retail Investors: | Applicable |
| 30. | Method of Distribution: | Syndicated |
| 31. | If syndicated, names of managers: | BNP Paribas, HSBC Bank plc, ING Bank N.V., Merrill Lynch International, Société Générale Commerzbank |

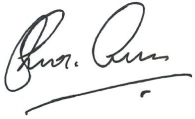
Aktiengesellschaft and Norddeutsche Landesbank -
Girozentrale-

32. Stabilisation Manager(s):

HSBC Bank plc

CONFIRMED

MACQUARIE GROUP LIMITED

A handwritten signature in black ink, appearing to read 'Stuart Green', with a long horizontal flourish extending to the right.

By: Stuart Green
Authorised Person

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Application will be made for the PR Debt Instruments to be listed on the Official List of the UK Listing Authority with effect from 3 December 2020
- (ii) Admission to trading: Application will be made for the PR Debt Instruments to be admitted to trading on the Regulated Market of the London Stock Exchange plc with effect from 3 December 2020

2. RATINGS

Credit Ratings: The PR Debt Instruments to be issued are expected to be rated by the following ratings agencies:

S&P Global Ratings Australia Pty Ltd.: BBB+

Moody's Investors Service Limited: A3

Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act 2001 (Cth) and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Part 6D.2 or 7.9 of the Corporations Act 2001 (Cth), and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive these Final Terms and any who receives these Final Terms must not distribute them to any person who is not entitled to receive them.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to BNP Paribas, HSBC Bank plc, ING Bank N.V., Merrill Lynch International, Société Générale, Commerzbank Aktiengesellschaft and Norddeutsche Landesbank - Girozentrale- as Dealers (as generally discussed in "Subscription and Sale" on pages 106-114 of the Base Prospectus), so far as the Issuer is aware, no person involved in the offer of the PR Debt Instruments has an interest material to the offer.

4. TOTAL EXPENSES, USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

Estimated total expenses: GBP 4,790

Use of proceeds: General corporate purposes

Estimated net proceeds €746,250,000

5. YIELD (Fixed Rate PR Debt Instruments only)

Indication of yield:

0.378 per cent. per annum

6. **OPERATIONAL INFORMATION**

ISIN Code:	XS2265371042
Common Code:	226537104
CUSIP:	Not Applicable
CMU instrument number	Not Applicable
CFI:	DTFXFB as updated, as set out on the website of Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	MACQUARIE GROUP/1EMTN 20280301 as updated, as set out on the website of Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Any clearing system(s) other than Euroclear Bank SA/NV, and Clearstream Banking, S.A. or the CMU Service and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Issuing and Paying Agent:	Citibank, N.A., London Branch
CMU Lodging Agent:	Not Applicable
Registrar:	Not Applicable
Transfer Agent:	Not Applicable
Common Depositary:	Citibank, N.A., London Branch c/o Citibank, N.A., Dublin Branch, Ground Floor, 1 North Wall Quay, Dublin 1, Ireland
Place of delivery of Definitive PR Debt Instruments:	See clause 4.5(a)(v) of the Agency Agreement