

## Resale Notice

given in respect of the

**Macquarie Convertible Preference Securities (ASX: MQCPA)**  
(the “**CPS**”)

This is a Resale Notice given in accordance with clause 3.7 of the terms and conditions of the CPS (“**CPS Terms**”) issued by Macquarie CPS Trust (ARSN 129 962 358) (the “**Trust**”).

Macquarie Capital Loans Management Limited (ABN 18 077 595 012) (in its capacity as responsible entity of the Trust) (“**MCLM**”) hereby gives notice to each Holder that it has:

- made an election to Resell all CPS on the next Relevant Date. The next such date is scheduled to occur on 30 June 2013 but, as such day is not a Business Day, the Resale will be effected on 1 July 2013 (such adjusted date being the “**Relevant Resale Date**”); and
- appointed Macquarie Financial Holdings Limited (ABN 63 124 071 398) as the “**Nominated Purchaser**” for that Resale.

The Nominated Purchaser has undertaken for the benefit of each Holder that it will acquire each CPS from the Holder for the Issue Price on the Relevant Resale Date.

Such acquisition by the Nominated Purchaser is subject to the CPS Terms and, for the purposes of clause 8.2, is conditional upon:

- (1) Macquarie Group Limited having completed the issue of its “Macquarie Group Capital Notes” (as described in the prospectus dated 14 May 2013 relating to those securities); and
- (2) APRA having given, and not withdrawn, an approval that permits:
  - (a) the Resale of CPS; and
  - (b) the Redemption of CPS (unless the Nominated Purchaser waives this requirement).

Terms used and not otherwise defined in this notice have the meaning given to them in the CPS Terms.

**Macquarie Capital Loans Management Limited**  
(in its capacity as responsible entity of the Macquarie CPS Trust)

14 May 2013