

**MACQUARIE GROUP**  
2011 ANNUAL REPORT



MACQUARIE

# Corporate Governance Statement

## Macquarie's approach to Corporate Governance

Macquarie's approach to corporate governance aims to achieve superior and sustainable financial performance and long-term prosperity, while meeting stakeholders' expectations of sound corporate governance.

Macquarie's corporate governance framework has been developed to support Macquarie's client focused business operations, while providing clear guidance on how authority is exercised within Macquarie, including Board oversight of key controls. The Macquarie Board, with the assistance of the Board Committees, determines the most appropriate corporate governance practices.

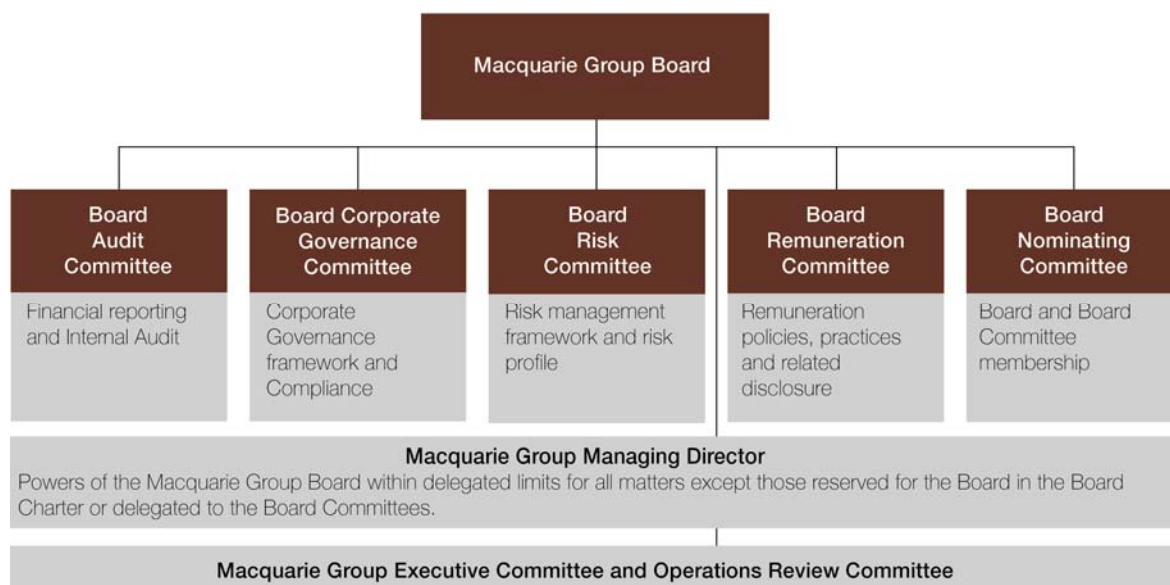
Members of the Board and staff are responsible for upholding the goals and values to which Macquarie aspires: Integrity, Client commitment, Strive for profitability, Fulfilment for our people, Teamwork and Highest standards.

Macquarie Group Limited (Macquarie) is listed on the Australian Securities Exchange (ASX) and is regulated by the Australian prudential regulator, APRA, as a non-operating holding company of a licensed Australian Bank, Macquarie Bank Limited (Macquarie Bank). Macquarie is also supervised by the Australian corporate regulator, ASIC. A number of Macquarie's key operating subsidiaries are supervised by regulators in the overseas jurisdictions in which they operate.

Macquarie monitors regulatory and corporate governance developments that impact on Macquarie's businesses, adopting corporate governance practices it considers are in the best interests of Macquarie and its shareholders, consistent with Macquarie's responsibilities to other stakeholders including clients, investors and staff. Macquarie considers that until 17 March 2011, its governance practices were consistent with all but one of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Recommendations), as set out below under the description of the role of the Chairman. Macquarie considers that since 17 March 2011, its governance practices have been consistent with all the ASX Recommendations. A summary of the ASX Recommendations and reference to the applicable Macquarie governance practice is available on Macquarie's website at [macquarie.com.au](http://macquarie.com.au)

On 17 March 2011, Chairman David Clarke resigned as a member of the Macquarie and Macquarie Bank Boards due to illness, and the Lead Independent Director, Kevin McCann, was appointed as Chairman of both Boards. Other notable governance developments during the year included the transfer of oversight of Compliance from the Board Audit and Compliance Committee, (since renamed the Board Audit Committee (BAC)) to the Board Corporate Governance Committee (BCGC) in June 2010 and a review of Macquarie's governance framework in the context of amendments to the ASX Listing Rules and ASX Recommendations. As a result of the review, a summary of Macquarie's diversity policy and objectives has been included in the 2011 Macquarie Annual Report (Annual Report) and a copy of Macquarie's *Trading Policy* was lodged with the ASX in December 2010.

## Corporate Governance framework



# Corporate Governance Statement

## continued

### Board oversight and management

The current composition of the Macquarie Board, as at the date of this report, is set out in the table below. Details of each Voting Director's experience is summarised in the Annual Report in Schedule 1 of the Directors' Report (Directors' Report). Macquarie's Constitution includes requirements concerning the setting of board size, meetings, election of directors and powers and duties of directors. As at 31 March 2011, the Board had eight Voting Directors. Since year end Macquarie has announced the appointment of Ms Diane Grady as a new Independent Director taking the Board to nine members effective from 19 May 2011. The maximum Board size is currently nine.

A copy of the *Constitution* is available on Macquarie's website.

The Board has reserved certain matters for its approval and has delegated specific authorities to its various Board Committees. The Managing Director, who is also Macquarie's Chief Executive Officer, has been granted general authority for those matters not reserved for the Board or Board Committees. Macquarie's Executive and Operations Review Committees operate as management committees pursuant to the Managing Director's delegated authority.

Details of the Board's relationship with management and its role and responsibilities are contained within the *Board's Charter* which is available on Macquarie's website.

Macquarie has adopted a number of practices to regulate the division of responsibilities between the Board and management, including:

- having a majority of independent directors on the Board
- the separation of the roles of chairman and chief executive officer
- having the Non-Executive Directors meet in the absence of management at least annually
- that the number of Non-Executive Directors present at a meeting must be greater than the number of Executive Voting Directors

- that the Board Risk, Remuneration, Audit and Corporate Governance Committees be chaired by Independent Directors
- providing the Board and Board Committees with the ability to seek advice from independent experts to carry out their duties.

### Chairman

David Clarke was the Non-Executive Chairman of Macquarie until 17 March 2011. Given Mr Clarke's role as Executive Chairman of Macquarie Bank from its formation until 31 March 2007, he was not considered to be an Independent Director.

APRA's Governance Standard, *APS 510 Corporate Governance*, requires that regulated entities have an independent chairman. Notwithstanding this requirement, APRA confirmed that it would allow Mr Clarke to continue as Chairman. The ASX Recommendations also include a recommendation that the Chairman be independent. The Board believed that Mr Clarke was the most appropriate Director to be Macquarie's Chairman because of his relevant financial and industry experience, record of leadership and deep understanding of Macquarie's operations which are diverse and highly specialised. The Board appointed a Lead Independent Director to act as a conduit to the Chairman for issues that the Independent Directors had as a group.

Kevin McCann was Macquarie's Lead Independent Director until he was appointed Chairman of Macquarie, effective 17 March 2011.

Having been appointed a Director of Macquarie in August 2007 and Macquarie Bank in December 1996, Mr McCann has a strong knowledge of Macquarie's complex operations and activities, both in terms of the products and services Macquarie offers and the geographical areas in which it operates. Mr McCann also has a solid understanding of the regulatory framework under which Macquarie operates and was Acting Chairman during Mr Clarke's leave of absence between 27 November 2008 and 30 August 2009.

Director	Board membership	Date of appointment
Kevin McCann, AM	Independent Chairman	March 2011 (Chairman) <sup>1</sup> August 2007 (Director)
Nicholas Moore	Managing Director and Chief Executive Officer	May 2008 February 2008 (Director)
Michael Hawker, AM	Independent	March 2010
Peter Kirby	Independent	August 2007
Catherine Livingstone, AO	Independent	August 2007
John Niland, AC	Independent	August 2007
Helen Nugent, AO	Independent	August 2007
Peter Warne	Independent	August 2007

<sup>1</sup> Effective 17 March 2011, David Clarke resigned as Chairman and a Voting Director of Macquarie due to ill health and Kevin McCann, Macquarie's Lead Independent Director, was appointed Chairman.

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### Lead Independent Director

Whilst Mr Clarke was Chairman, Mr McCann acted as the Lead Independent Director. In this capacity Mr McCann chaired meetings of the Independent Directors as a group and provided feedback to the Chairman on any issues raised by them. Given Mr McCann's appointment as Independent Chairman, Macquarie no longer requires a Lead Independent Director.

### Independent Directors

Macquarie recognises that independent directors are important in assuring shareholders that the Board is able to act in the best interests of Macquarie and independently of management. Seven of the Macquarie Board's eight members are independent directors.

The independence of directors is determined annually by the BCGC. Based on Macquarie's criteria for assessing director independence, each independent director is asked to confirm whether they have any interests or relationships that may impact either on their ability to act in the best interests of Macquarie or independently of management. Disclosed interests are reviewed by the BCGC to determine whether their interest would materially interfere with the exercise of a non-executive director's independent judgement. Materiality is assessed having regard to each individual director's circumstances, the circumstances of the supplier, customer or advisor and any other significant relationships with Macquarie or its subsidiaries.

At its meeting in February 2011, the BCGC confirmed that Helen Nugent, Catherine Livingstone, Kevin McCann, Peter Kirby, Peter Warne, John Niland and Michael Hawker continued to be Independent Directors.

Directors are also able to consult independent experts at Macquarie's expense, subject to the estimated costs being approved by the Chairman in advance as being reasonable, and have unlimited access to senior management of Macquarie.

The criteria used to assess independence, including materiality thresholds, are reviewed annually and are available on Macquarie's website.

### Board performance

The Board reviews its performance and the performance of each director on an annual basis with a focus on directors standing for re-election. The process for conducting the review is agreed by the Board and typically includes individual interviews by the Chairman with each director and the use of a questionnaire to cover matters such as:

- the Board's contribution to developing strategy and policy
- the Board's performance relative to its objectives
- interaction between the Board and management and between Board members
- the Board's oversight of business performance and compliance, control risks and management
- Board composition, including consideration of relevant skills and structure
- the operation of the Board, including the conduct of Board meetings and group behaviours.

An Independent Director is nominated to provide feedback to the Chairman on the Chairman's performance based on discussion with the other Independent Directors.

A written report summarising the results, issues for discussion and recommendations is presented to the Board and discussed at a Board meeting. Regular Board education sessions are held during the year in response to business awareness needs, as identified by the Non-Executive Directors.

In 2011, the Board's review is being undertaken internally following the process described above.

Each Board Committee undertakes a periodic review of its performance, at least biennially. The process for the review also includes use of a questionnaire and discussion of the outcomes, including recommendations, led by the Chairmen of the Board Committees. During the year, three Board Committees undertook an evaluation of their performance.

A summary of the processes adopted by Macquarie for *Board and Key Executive Performance Review* is available on Macquarie's website.

# Corporate Governance Statement

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### Performance of key executives

Formal processes, summarised below, have been adopted by Macquarie to review the performance of Macquarie's most senior executives. As part of the review, the Non-Executive Directors meet as a group to approve the remuneration of the Managing Director and Executive Committee members.

Every year the Managing Director presents to the Non-Executive Directors as part of the formal review of the Managing Director. The Non-Executive Directors review performance by considering a range of indicators including financial performance measures, strategic initiatives, risk management, governance and compliance, staff and human resources indicators, reputation management and monitoring, and community and social responsibility matters. A similar process is also followed to review the performance of the Managing Director of Macquarie Bank.

The Managing Director evaluates, at least annually, the performance of the Deputy Managing Director and the Operating Group Heads, including the Head of Risk Management and the Chief Financial Officer. Performance criteria vary according to the individual's role. Factors relevant to assessing performance include (as appropriate) relative contributions to profits, capital usage, how business is done, including risk management, governance and compliance, people leadership and upholding Macquarie's *Goals and Values*. The Managing Director reports to the Board Remuneration Committee (BRC) on the performance of these key executives.

The Board and Management seek to ensure that remuneration for the Head of the Risk Management Group is determined in a way that preserves the independence of the function and maintains Macquarie's robust risk management framework.

A performance evaluation for senior executives has taken place during the year in accordance with the process described above. Further detail on the remuneration policy for Key Executives is found in the Remuneration Report in the Directors' Report.

### Board Committees

The Board has delegated specific authorities to its five standing Board Committees to assist it with the execution of its responsibilities. All Board members are sent Board Committee meeting agendas and may attend Board Committee meetings. Subsequent to each Board Committee meeting, the minutes are included in the Board papers and presented to the Board by the respective Board Committee Chairmen.

The current membership of each Board Committee is set out below. Details of each Director's experience is summarised in Schedule 1 of the Directors' Report. Members' attendance at Board and Board Committee meetings is set out at the beginning of the Directors' Report.

Current Standing Board Committee Membership <sup>1</sup>	Audit	Corporate Governance	Nominating	Remuneration	Risk
<b>Independent Directors</b>					
Kevin McCann, AM	Member	<b>Chairman</b>	<b>Chairman</b>		Member
Michael Hawker, AM					Member
Peter Kirby	Member	Member			Member
Catherine Livingstone, AO	<b>Chairman</b>	Member	Member		Member
John Niland, AC		Member		Member	Member
Helen Nugent, AO			Member	<b>Chairman</b>	Member
Peter Warne	Member	Member		Member	<b>Chairman</b>
<b>Executive Directors</b>					
Nicholas Moore					Member
Richard Sheppard <sup>2</sup>					Member

<sup>1</sup> On 17 March 2011 David Clarke resigned due to ill health. Until this time he was Chairman of the Nominating Committee and a member of the Remuneration and Risk Committees.

<sup>2</sup> In accordance with the Macquarie Risk Committee Charter, the Committee's membership includes the Managing Director and Chief Executive Officer of Macquarie Bank, Richard Sheppard. Mr Sheppard is not a Voting Director of Macquarie Group Limited.

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### **Allocation of responsibilities between Board Committees**

Five standing Board Committees assist the Board in its oversight role as follows:

#### **Board Nominating Committee**

The Board recognises the importance of undergoing a regular process of renewal via changes in membership. The Board Nominating Committee assists the Board in maintaining a diverse board that has an appropriate mix of skills and experience to be an effective decision-making body, contributing to the successful oversight and stewardship of Macquarie.

The Committee considers the desirable competencies for a new Board member as well as the depth and range of skills and the diversity of the Board. It engages external consultants to assist with the selection of new candidates to the extent it considers it necessary to carry out its duties and to ensure that a diverse range of candidates are considered.

Macquarie's *Policy on Board Renewal and Appointment of Directors* sets out the steps taken and fundamental factors relevant to the selection and appointment of new directors and is available on Macquarie's website.

New Independent Directors are appointed for the longer of 12 years or the end of their final three year term. In addition to providing an induction program for new Directors, regular board education sessions are held during the year in response to business awareness needs, as identified by the Non-Executive Directors.

In accordance with the Committee's Charter, the Chairman of the Board must be the Chairman of the Board Nominating Committee. Currently, all members of the Board Nominating Committee are Independent Directors, including the Chairman Kevin McCann.

#### **Board Risk Committee**

The primary responsibility of the Board Risk Committee is to ensure Macquarie has an appropriate risk management framework including the establishment of policies for the control of risk. The Board Risk Committee receives information on the risk profile of Macquarie, any breaches of the policy framework and external developments which may have some impact on the effectiveness of the risk management framework. It also approves significant changes to the risk management policies and framework. The Chairman of the Board Risk Committee, Peter Warne, is an Independent Director. He is also a member of the BAC, BCGC and BRC.

#### **Board Audit Committee**

The BAC is responsible for exercising oversight over compliance of the financial statements with legal requirements and other mandatory professional reporting requirements and advising the Board on these matters. All members of the BAC, including the Chairman, are independent. The BAC is chaired by Catherine Livingstone, a Chartered Accountant with significant and relevant finance and accounting experience.

Further information on the role of the BAC is provided under the heading Financial Reporting in this statement.

#### **Board Remuneration Committee**

The BRC makes recommendations to the Board that promote appropriate remuneration policies and practices for Macquarie. It also has responsibility to liaise with the Board Risk Committee, the BCGC and the BAC in relation to remuneration related disclosures in the financial statements and the Remuneration Report. All members of the BRC are independent, including the Committee Chairman, Helen Nugent.

Further information on the role of the BRC is provided in the Remuneration Report.

#### **Board Corporate Governance Committee**

The BCGC assists the Board in adopting the most appropriate corporate governance policies for Macquarie, meeting Macquarie's corporate governance requirements and fulfilling its responsibility for oversight of Macquarie's Compliance practices. All members and the Chairman of the BCGC, Kevin McCann, are Independent Directors.

The *Board Committee Charters*, which set out the responsibilities of each Committee and how they exercise their authority, are available on Macquarie's website.

# Corporate Governance Statement

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### Ethical and responsible decision making

#### Code of Conduct

Macquarie has adopted a Code of Conduct, which incorporates *Macquarie's Code of Ethics (What We Stand For)*. The *Code of Conduct* is also reflected in, and supported by, a broad range of Macquarie's internal policies and practices.

The Code of Conduct, which is endorsed by the Board, is intended to help staff to understand their responsibility to uphold the following goals and values to which Macquarie aspires: Integrity, Client commitment, Strive for profitability, Fulfilment for our people, Teamwork and Highest standards. It also details standards and expectations around conflicts of interest, disclosure and corruption, to ensure that the highest standards are maintained and Macquarie's reputation enhanced.

A copy of the *Code of Conduct* is available on Macquarie's website.

#### Integrity office

Macquarie staff are expected to uphold, and are supported in maintaining the highest standards.

Macquarie established the position of Integrity Officer in 1998. The Integrity Officer acts as an independent point of contact for staff on integrity issues and works to ensure that all Macquarie business is conducted in accordance with sound ethical practices and the *Goals and Values* of the organisation. The Integrity Officer reports directly to the Chief Executive Officer and provides an annual report on the activities and developments of the Integrity Office to the BCGC.

Macquarie's *Corporate Citizenship statement* is available on Macquarie's website.

Further information about the role of the Integrity Officer and activities of the Integrity Office is provided in the Sustainability section of the Annual Report.

### Dealing with potential conflicts

Failure to identify a conflict of interest before entering into a transaction, undertaking any dealing (either directly with clients or otherwise), or undertaking any fiduciary role, can give rise to considerable harm to Macquarie's relationship with clients and its reputation.

Macquarie has systems and protocols in place to identify a conflict of interest and a framework for managing conflicts. It is the responsibility of each business head to ensure that conflicts of interest are adequately managed and that their business is conducted in accordance with applicable laws, regulations, rules and statements of regulatory policy.

Macquarie has adopted a variety of measures to manage conflicts of interest, including Macquarie-wide and Divisional policies, systems, lists, information protocols and appropriate disclosures. The appropriate mechanism to manage a conflict will depend on the circumstances and nature of the conflict. Conflict management arrangements at Macquarie are subject to the oversight function of Macquarie Compliance.

The Board has guidelines for its members for declaring and dealing with potential conflicts of interest which include:

- Board members declaring their interests as required under the *Corporations Act 2001 (Cth)*, ASX Listing Rules and general law requirements
- Board members with a material personal interest in a matter not receiving the relevant Board paper and not being present at a Board meeting during the consideration of the matter and subsequent vote, unless the Board (excluding the relevant Board member) resolves otherwise
- Board members with a conflict not involving a material personal interest may be required to absent themselves from the relevant deliberations of the Board.

Macquarie Bank is a subsidiary of Macquarie, and the Macquarie Bank Board is ultimately responsible for the sound and prudent management of Macquarie Bank, with due consideration for the interests of deposit holders.

The Macquarie Bank Board also has processes in place to ensure that decisions made by them are done so at arm's length. Where potential conflicts arise, management will ensure that Directors of the relevant Board have sufficient information to manage conflicts appropriately.

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### Staff and Director trading

Macquarie's personal dealing policies apply to Directors and all Macquarie staff. They identify the principles by which Macquarie balances the personal investment interests of staff against Macquarie's responsibility to ensure that the personal dealing and investment activities of its staff in any financial product are conducted appropriately. Key aspects of Macquarie's policies in relation to staff and Director trading include:

- **pre-clear securities trading:** Directors and staff must pre-clear their securities trading with Macquarie
- **trading windows:** Generally, Directors and staff may only trade in Macquarie securities and related derivatives during designated trading windows. These are typically of three to five weeks duration and follow Macquarie's announcement of its interim and full year profits and after the Annual General Meeting (AGM)
- **excluded dealings:** Certain types of transactions such as acquisition of securities under an employee share plan or participation in the dividend reinvestment plan may be effected outside a trading window without pre-clearance
- **trading prohibition while in possession of material non-public price-sensitive information:** In all cases Macquarie prohibits Directors and staff from dealing in any security, including a Macquarie security, if they possess non-public price-sensitive information about or affecting the relevant security
- **unvested options, retained shares and minimum shareholding requirements cannot be hedged:** Staff are not permitted to undertake any action that is designed to limit their exposure to Macquarie shares which are subject to retention arrangements, or their unvested Macquarie options. Non-Executive Directors may also not enter into a transaction that operates to limit the economic risk of their Macquarie shareholding below their minimum shareholding requirement
- **net short positions not permitted:** Directors and employees are not permitted to take net short positions in Macquarie shares or any securities in Macquarie-managed funds.

Macquarie has lodged its *Trading Policy*, which sets out the restrictions that apply to dealing in Macquarie securities by Macquarie staff, including Key Management Personnel, with ASX.

A copy of Macquarie's *Trading Policy* is available on its website.

Each member of the Board is encouraged to consider positions in a Macquarie-related security as a long term investment and is not permitted to trade derivatives without the prior approval of the Chairman (or the Managing Director in the case of the Chairman). Board members and Executive Committee members are also required to annually disclose to Macquarie any financing arrangements relating to their Macquarie securities and manage their financing arrangements in accordance with Macquarie's policies.

### Sustainability, diversity and the community

Macquarie has a robust framework of policies, underpinned by its *Goals and Values* and *Code of Conduct*, relevant to environmental, occupational health and safety, diversity, social and governance responsibilities.

Macquarie's approach to sustainability is included in the Sustainability section of this Annual Report. A Global Reporting Initiative (GRI) index is also provided. In 2010 Macquarie met its commitment to become carbon neutral across its office energy use and business air travel.

Macquarie also invests continually in the development and training of its staff and is committed to workforce diversity. Our approach to diversity is detailed in the Annual Report in the section headed Diversity at Macquarie.

Macquarie engages in the wider community through the Macquarie Group Foundation (the Foundation). In the year to 31 March 2011, the Foundation and Macquarie staff contributed \$A27.3 million to more than 1,300 community organisations globally.

There are also a number of Foundation volunteer programs. Through volunteer activities, staff can directly help community organisations and also build sustainability in the not-for-profit sector by transferring their business skills, providing mentor support, serving as board members and giving pro bono advice. The Foundation works closely with its community partners to assess how volunteer support can be best utilised.

Details of Macquarie staff community initiatives and organisations supported by the Foundation are available on Macquarie's website.



# Corporate Governance Statement

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### Financial reporting

On behalf of the Boards of Macquarie and Macquarie Bank, the BAC monitors:

- the integrity of Macquarie's financial reporting and, as part of this role, the operation of the financial reporting processes. The processes are aimed at providing assurance that the financial statements and related notes are complete, in accordance with applicable legal requirements and accounting standards, and give a true and fair view of Macquarie's financial position. During its review of Macquarie's interim and year-end financial reports the BAC meets with the external auditor in the absence of management
- the external auditor engagement. The BAC reviews the appointment, the terms of the engagement and the performance of the external auditor, prior to making recommendations to the Board on the appointment and removal of the external auditor
- the operation of the Internal Audit Division. The BAC reviews the appointment and performance of the Head of the Internal Audit Division (IAD), as well as the remuneration arrangements in place, to maintain the objectivity of the Internal Audit function. It also monitors the scope and implementation of the IAD annual plan.

The BAC monitors Macquarie's APRA regulatory reporting control framework and other banking regulatory reporting as relevant.

### Auditor independence

The BAC reports to the Board, prior to the approval of the interim and year-end financial report, on its monitoring of the independence of the external auditors in accordance with its obligations under the *Corporations Act 2001 (Cth)*, Macquarie's *Auditor Independence Policy* and the BAC Charter.

Macquarie's *Auditor Independence Policy* requires BAC approval, or between meetings the approval of the BAC Chairman, for material non-audit work performed by its auditors. Also in accordance with the Policy, Macquarie's audit engagement partner and review partner must be rotated every five years. Macquarie's lead audit engagement partner rotated at the conclusion of the 2008 financial reporting period.

The BAC Charter and an External Auditor Policy Statement contain key aspects of Macquarie's *Auditor Independence Policy* and external auditor selection process and are available on Macquarie's website.

### Chief Executive Officer and Chief Financial Officer declaration

The Macquarie and Macquarie Bank Boards receive written confirmation from their Chief Executive Officer and Chief Financial Officer that:

- their statement given to the Board on the integrity of the financial statements is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- Macquarie's risk management and internal compliance and control system is operating effectively in all material respects.

Macquarie's senior management has reported to the Boards of Macquarie and Macquarie Bank on the effectiveness of the management of material business risks for the year ended 31 March 2011. The Boards have received the Chief Executive Officer and Chief Financial Officer declarations described above for this financial year.

### Commitment to shareholders and an informed market

Macquarie believes that shareholders, regulators, ratings agencies and the investment community should be informed of all major business events and risks that influence Macquarie in a factual, timely and widely available manner. Macquarie has a Continuous Disclosure Policy which is incorporated in the *External Communications Policy*.

It is Macquarie's policy that any price-sensitive material for public announcement, including annual and interim profit announcements, release of financial reports, presentations to investors and analysts, and other prepared investor briefings for Macquarie and Macquarie Bank, will be:

- factual and reviewed internally before issue
- timely and expressed in a clear and objective manner
- lodged with the ASX as soon as practical.

An *External Communications Policy* summary is available on Macquarie's website.

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### Shareholder meetings

Macquarie typically holds its AGM in July of each year. Macquarie encourages shareholders to participate in general meetings and aims to choose a date, venue and time considered convenient to the greatest number of its shareholders. For shareholders who are unable to attend in person, Macquarie provides a webcast of its AGM and any other general meetings. The results of all meetings are also lodged with ASX after the meeting as soon as they are available.

This year Macquarie's AGM will be held in Sydney and the Macquarie Bank AGM will be held on the same day, after the Macquarie AGM. Other general meetings may be held as required during the year.

Macquarie's auditor is required to attend each AGM and be available to answer questions about the conduct of the audit, and the preparation and content of the auditor's report. Notices of meeting are accompanied by explanatory notes on the items of business and together they seek to clearly and accurately explain the nature of the business of the meeting.

Shareholders, if unable to attend the meeting, are encouraged to vote on the motions proposed by appointing a proxy. The proxy form included with a notice of meeting will clearly explain how the proxy form is to be completed and submitted.

Online proxy voting is also available to shareholders. Unless specifically stated in a notice of meeting, all holders of fully paid ordinary shares are eligible to vote on all resolutions. Holders of Macquarie Income Securities have the right to attend the Macquarie Bank AGM, at which they have limited voting rights, as set out in the terms of their issue, which is available on Macquarie's website.

A Shareholder Calendar is available on Macquarie's website.

### Macquarie's website

Macquarie's website contains recent announcements, past and current reports to shareholders, including summaries of key financial data, and copies of recent notices of meeting. There is also a link allowing investors to register to receive significant Macquarie announcements electronically by email as soon as practicable after they have been lodged with the ASX.

The AGM webcast, year-end and half year-end results presentations and operational briefing presentations are also available on Macquarie's website.

### Oversight of risk management

Risk management is sponsored by the Board and is a top priority for senior managers, starting with the Chief Executive Officer. Macquarie's approach to risk management is embedded across all business units. The Board, through the Board Risk Committee, oversees the risk appetite and profile of Macquarie and ensures that business developments are consistent with the risk appetite and goals of Macquarie. All members of the Board and the Managing Director of Macquarie Bank are members of the Board Risk Committee to focus appropriate attention on the oversight of risk.

The Head of the Risk Management Group (RMG), as Macquarie's Chief Risk Officer, is a member of Macquarie's Executive Committee and reports directly to the Chief Executive Officer of Macquarie. The Head of RMG has a secondary reporting line to the Board Risk Committee which approves the replacement, appointment, reassignment or dismissal of the Head of RMG. He presents on risk matters at each Board/ Board Risk Committee meeting.

At the executive management level, the Macquarie and Macquarie Bank Executive Committees and Operations Review Committee focus on strategic and operational issues, material transactions and review the performance of Macquarie on a monthly basis. Beneath this level, there are other committees where senior specialists focus on specific risks as appropriate (e.g. Market Risk Committee, Asset and Liability Committee).

Macquarie's approach to risk management is detailed in the *Risk Management Report* and is available on Macquarie's website.

# Corporate Governance Statement

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### Remuneration

The Board of Directors oversees Macquarie's remuneration arrangements, including executive remuneration and the remuneration of Non-Executive Directors. The Board is assisted by the BRC. The BRC annually reviews the remuneration strategy to ensure it delivers the best outcomes for Macquarie and shareholders.

Non-Executive Directors are not granted equity, nor do they receive bonus payments. They do not receive termination payments on their retirement from office other than payments accruing from superannuation contributions comprising part of their remuneration. Details of Macquarie's approach and the amount of remuneration paid to Non-Executive Directors are contained in the Remuneration Report.

Details of the nature and amount of remuneration (including non-monetary components such as equity grants) for each Executive Voting Director and the members of the Executive Committee as well as Macquarie's remuneration policies and practices are also set out in the Remuneration Report.

### Corporate Governance in Macquarie-managed funds

The Macquarie-managed funds' (Funds) governance standards provide an alignment of interests between the manager and investors in the Funds and adopt an appropriate governance framework to ensure protection of security holder interests.

The key elements of Macquarie's corporate governance framework for Funds are:

- **Appropriate management of conflicts of interest arising between a Fund and its related parties.** Related party transactions should be identified clearly, conducted on arm's length terms and tested by reference to whether they meet market standards. Decisions by listed Funds about transactions with Macquarie or its affiliates should be made by parties independent of Macquarie.
- **Appropriate resourcing of funds management businesses.** In particular:
  - staff involved in managing a Fund should be dedicated to the relevant funds management business, rather than to advisory or other activities
  - all recommendations to Fund boards (and supporting information) should be prepared or reviewed by funds management staff
  - each listed Fund that invests in operating assets or businesses should have its own managing director or chief executive officer
  - Chinese Walls operate to separate Macquarie's corporate finance, advisory and equity capital markets businesses from its funds management businesses.

Macquarie's expertise in managing fund assets and sourcing new value-adding opportunities is a key attraction for investors in Macquarie-managed funds. While Macquarie exercises general oversight of its funds management subsidiaries as set out above, decision-making relating to transactions by Funds are made by the directors of the responsible entities of, and companies within, the Funds.

## Introduction – Macquarie's risk management framework

Macquarie Group's (Macquarie) risk management framework is well established and proven. The core principles that drive this framework are:

**Ownership of risk at the business level:** Operating Group heads are responsible for identifying risks within their businesses and ensuring that they are managed appropriately. Before taking decisions, clear analysis of the risks is sought to ensure risks taken are consistent with the risk appetite and strategy of Macquarie. Business ownership of risk is an essential element in understanding and controlling risk.

**Understanding worst case outcomes:** Macquarie's risk management approach is based on examining the consequences of worst case outcomes and determining whether these are acceptable. This approach is adopted for all material risk types and is often achieved by stress testing. In particular, Macquarie's market risk framework is based primarily on the application of stress tests, rather than statistical models. This approach was tested over the recent past. Shocks observed in the markets generally remained within Macquarie's stress scenarios, resulting in very few of our worst case loss scenarios being exceeded. Whilst Macquarie operates a number of sophisticated quantitative risk management processes, the foundation of its risk management approach is the informed consideration of both quantitative and qualitative inputs by highly experienced professionals.

**Requirement for an independent signoff by risk management:** Macquarie places significant importance on having a strong independent Risk Management Group (RMG) which is charged with signing off all material risk acceptance decisions. It is essential RMG has the capability to do this effectively and hence RMG has invested in recruiting skilled professionals, many with previous trading or investment banking experience. For all material proposals, RMG's opinion is sought at an early stage in the decision making process and independent input from RMG on risk and return is included in the approval document submitted to senior management.

Macquarie determines its overall appetite for risk with reference to earnings and not just capital. Aggregate risk is expressed by setting a Global Risk Limit designed to ensure that in a prolonged and severe downturn, losses will be covered by earnings and surplus capital. In line with this, during the recent global financial crisis, write-downs were more than covered by the earnings generated by Macquarie.

## Macquarie's risk culture is well established

Macquarie recognises that an effective risk management framework involves more than just robust controls. Macquarie's risk culture, which is less tangible, is equally as important and at Macquarie the risk culture remains strong, and controls are respected by staff. Key aspects supporting this culture include:

- **Macquarie's businesses are fundamentally client based.** Therefore, across Macquarie, greater emphasis is placed on fostering long-term relationships with our clients and building franchise businesses as opposed to short-term profits from proprietary trading.
- **Consideration of worst-case scenarios is part of everyday risk controls rather than supplementary to them.** Even though the worst case scenarios are often in excess of what has been historically observed, they play a major role in actually influencing and limiting positions particularly for 'tail risks'.

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For example, we apply limits to contingent losses from a 40 per cent gap move in stock prices. This effectively constrains trading divisions from issuing well out of the money options and encourages hedging of tail risks. We have over 13,000 contingent loss limits that consider a variety of worst case scenarios.

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- **The role of risk management staff is one of active engagement in risk-taking decisions.** In accordance with the principle of risk ownership, the primary risk analysis and initial decisions to reject or accept a transaction are taken by Operating Groups. In its review of a new proposal, RMG focuses on providing an independent confirmation of the risk acceptance decision. RMG works closely with the deal team with the shared goal of making the transaction successful by requiring improvements to the transaction terms where applicable. Strong emphasis is placed on transferring knowledge to transaction teams so that the same risk management principles are applied to future proposals from an early stage.
- **Macquarie's remuneration policy for senior management encourages a long-term view in decision making.** It discourages excessive risk taking as incentives are aligned with the long-term profitability of the firm through retention of remuneration and equity participation. The principles behind our current remuneration structure have been in place for many years.

# Risk Management Report

## continued

### Risk governance structure

Risk management is sponsored by the Macquarie Group Board (Board), and is a top priority for senior managers, starting with the Managing Director and Chief Executive Officer.

The Head of RMG, as Macquarie's Chief Risk Officer, is a member of Macquarie's Executive Committee and reports directly to the Managing Director and Chief Executive Officer. The Chief Risk Officer has a secondary reporting line to the Board Risk Committee which approves the replacement, appointment, reassignment or dismissal of the Chief Risk Officer.

The Board oversees the risk appetite and profile of Macquarie and ensures that business developments are consistent with the risk appetite and goals of Macquarie.

All Board members are members of the Board Risk Committee. The Board Risk Committee has responsibility for ensuring an appropriate risk management framework – including the establishment of policies for the control of risk – is in place. The Board Risk Committee receives information on the risk profile of Macquarie, breaches of the policy framework and external developments which may have some impact on the effectiveness of the risk management framework. It also approves significant changes to risk management policies and framework and approves Macquarie's risk appetite. The Board Risk Committee is assisted by the following Committees:

- The Board Audit Committee (BAC) assesses the effectiveness of internal controls in its role of oversight of the quality and integrity of Macquarie's accounting, auditing and financial reporting. The Board Audit Committee monitors and reviews the effectiveness of the Internal Audit and Credit Assurance functions
- The Board Remuneration Committee liaises with the Board Risk Committee and the Chief Risk Officer to ensure there is a properly integrated approach to remuneration that appropriately reflects risk
- The Board Corporate Governance Committee (BCGC) reviews Macquarie's corporate governance arrangements and compliance matters.

Committees exist at the executive management level to ensure that the necessary elements of expertise are focused on specific risk areas. The Macquarie Group and Macquarie Bank Limited (Macquarie Bank)

**Executive Committees** and the Macquarie **Operations Review Committee** focus on strategic issues, operational issues, material transactions and review the performance of Macquarie on a monthly basis. Beneath this level, there are other committees where senior specialists focus on specific risks as appropriate (e.g. Market Risk Committee and Asset and Liability Committee).

While committees oversee Macquarie's risk appetite and acceptance process, risk acceptance decisions are ultimately delegated to individuals to ensure that approvers are individually accountable when signing off on risk acceptance decisions.

### Risk Management Group

RMG's oversight of risk is based on the following five principles:

#### Independence

RMG, which is responsible for assessing and monitoring risks across Macquarie, is independent of the operating areas of Macquarie, and the Head of RMG, as Macquarie's Chief Risk Officer, reports directly to the Managing Director and Chief Executive Officer with a secondary reporting line to the Board Risk Committee. RMG approval is required for all material risk acceptance decisions

#### Centralised prudential management

RMG's responsibility covers the whole of Macquarie. Therefore, it can assess risks from a Macquarie-wide perspective and provide a consistent approach across all operating areas

#### Approval of all new business activities

Operating areas cannot undertake new businesses or activities, offer new products, or enter new markets without first consulting RMG. RMG reviews and assesses risk and sets prudential limits. Where appropriate, these limits are approved by the Executive Committee and the Board

#### Continuous assessment

RMG continually reviews risks to account for changes in market circumstances and developments within Macquarie's operating areas

#### Frequent monitoring

Centralised systems exist to allow RMG to monitor credit and market risks daily. RMG staff liaise closely with operating and support divisions

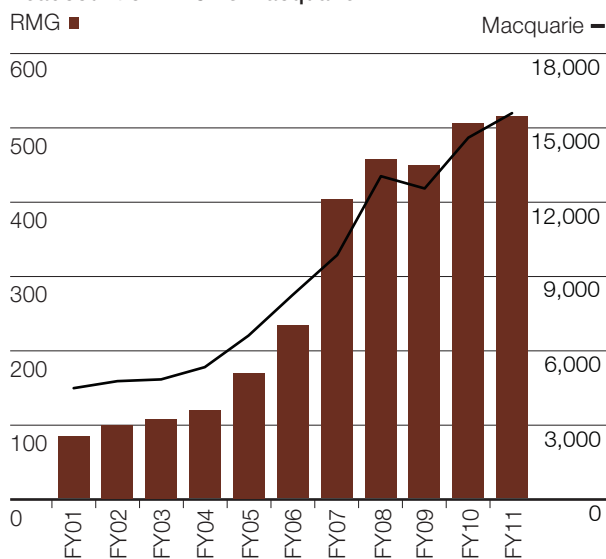
### RMG structure and resourcing

While RMG is structured into specialist teams as detailed below, we employ an integrated approach to risk analysis and management across risk classes. RMG's assessment and monitoring of risks involves a collaborative effort across the teams to ensure that a detailed analysis takes place both at the individual and aggregate risk level.



Growth in RMG has been consistent with overall Macquarie Group growth in previous years. During the year, Macquarie Compliance was formed combining business-aligned compliance staff with RMG Compliance staff. Previously, RMG acted in a risk oversight role of the business compliance function whereas business-aligned compliance teams now report directly to RMG. RMG staff numbers increased over the past year by 2 per cent to 509 (FY10 headcount restated for Macquarie Compliance).

### Headcount of RMG vs Macquarie



Effective risk management is not only a function of disciplined processes but also of imaginative analysis by talented individuals.

RMG attracts high calibre candidates. It recruits experienced individuals both from within Macquarie and externally and is a source of talent for Macquarie's Operating Groups when recruiting.

# Risk Management Report

## continued

To ensure that, on a global basis, risks are managed in a controlled manner, 51 per cent of total RMG staff as at 31 March 2011 were based outside of Australia. All offices are subject to the same risk management controls and standards. This is supported by regular staff communication and visits to international offices.

Consistent with the concept of Operating Groups owning risk, specific day-to-day operations are more appropriately discharged and embedded within the Operating Groups. The majority of operational risk and compliance functions are therefore discharged within the Operating Groups. Business-aligned compliance staff ensure that day-to-day compliance obligations are discharged at the business level whilst Business Operational Risk Managers (BORMs) are appointed by the Operating Group Heads to be their representative on operational risk management matters, and act as their delegate in ensuring that operational risk and standards are addressed appropriately within their division. As at 31 March 2011, there were more than 220 staff performing such functions within the Operating Groups in addition to the business-aligned compliance staff now included in RMG. All business-aligned compliance staff have a reporting line to the RMG divisional head of Compliance whilst divisional operational risk staff have functional reporting lines to the RMG divisional head of Operational Risk.

### New business and acquisitions

Innovation is encouraged across Macquarie's businesses and activities. Therefore, it is important that all elements of new business initiatives are well understood before commencement.

All new business initiatives must be signed off by RMG prior to commencement. The new business approval process is a formal process whereby all relevant risks (e.g. market, credit, equity, legal, compliance, taxation, accounting, operational and systems issues) are reviewed, to ensure that the transaction or operation can be managed properly and will not create unknown or unwanted risks for Macquarie in the future. The approval of RMG, Finance Division, Taxation Division and other stakeholders within Macquarie is obtained prior to commencement.

For all material transactions, independent input from RMG on the risk and return of the transaction is included in the approval document submitted to senior management.

The Operational Risk function within RMG oversees the new product and business approval process and ensures the necessary approvals are obtained.

RMG Internal Audit performs an audit of the operations of any significant new businesses based on an assessment of the associated risk faced by Macquarie. The audit typically takes place within six to 12 months following acquisition or launch and includes confirmation that operations are in line with the approved new product approval document.

### Recent acquisitions have now been fully integrated

The new business approval process was closely followed on the six major acquisitions undertaken by Macquarie over the past two years. These firms have now been fully integrated into Macquarie and operate across a range of activities including:

- energy trading
- energy advisory
- equity derivatives and cash equities
- funds management
- wealth management
- financial advisory

### Risk management and monitoring

The risk management framework incorporates active management and monitoring of market, credit, equity, liquidity, operational, compliance, regulatory and legal risks. It is designed to ensure policies and procedures are in place to manage the risks arising within each division. Application varies in detail from one part of Macquarie to another, however, the same risk management framework applies across all business activities without exception.

### Equity risk

Equity risk is the risk of loss arising from banking book equity-type exposures. These exposures include:

- holdings in specialised funds managed by Macquarie
- principal exposures taken by Macquarie Capital, including direct investments in entities external to Macquarie
- property equity, including property trusts and direct property investments
- lease residuals
- other equity, including investments in resource companies.

### Equity Risk Limit

All of the above positions are subject to an aggregate Equity Risk Limit (ERL). The ERL is set by the Board with reference to the Risk Appetite Test which is described further in the economic capital section. In setting the limit, consideration is also given to the level of earnings, capital and market conditions. The limit is reviewed on a semi-annual basis by RMG and the results of the review are reported to the Operations Review Committee and the Board.

Concentrations within the equity portfolio are managed by a number of additional limits approved by the Executive Committee and/or the Board. These include limits on:

- property equity investments
- investments in the resources sector
- lease residuals (by type of leased asset)
- co-investments and other assets of Macquarie Capital.

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### Transaction review and approval process

The division executing the transaction is responsible for due diligence and risk analysis of each equity investment. For material deals, RMG undertakes shadow due diligence and performs a comprehensive analysis of all risks and potential losses associated with the acquisition such as:

- market and credit risks
- regulatory, capital, liquidity and compliance requirements
- business, operational and reputation risks.

All material equity risk positions are subject to approval by RMG and by the Managing Director and Chief Executive Officer, Executive Committee and the Board, depending on the size and nature of the risk. RMG ensures that the transaction is correctly represented to the relevant approvers.

### Credit risk

Credit Risk is defined as the risk of a counterparty failing to complete its contractual obligations when they fall due. The consequent loss is either the amount of the loan not repaid, or the loss incurred in replicating a trading contract with a new counterparty.

The RMG Credit team maintains a comprehensive and robust framework for the identification, analysis and monitoring of credit risks arising within each business. Key aspects of this framework are discussed below.

### Analysis and approval of exposures

The Macquarie Group and Macquarie Bank Boards are responsible for establishing the framework for approving credit exposures. The Boards delegate discretions to approve credit exposure to designated individuals within Macquarie whose capacity to exercise authority prudently has been adequately assessed.

Operating Groups are assigned modest levels of credit discretions. Credit exposures above those levels are assessed independently by RMG and approved by senior RMG staff, the Managing Director and Chief Executive Officer and the Boards as required.

Macquarie enforces a strict 'no limit, no dealing' rule; all proposed transactions are analysed and approved by designated individuals before they can proceed.

All credit exposures are subject to annual review.

### Independent analysis

The RMG Credit team provides independent analysis of credit risk exposures. The teams work closely with the Operating Groups to identify the risks inherent in Macquarie's businesses, and apply analysis appropriate to the level and nature of risks.

Credit risk analysis is focused on ensuring that risks have been fully identified and that the downside risk is properly understood so that a balanced assessment can be made of the worst case outcome against the

expected rewards. Downside analysis includes stress testing and scenario analysis.

Macquarie does not rely on quantitative models to assess credit risk but uses fundamental credit analysis to make credit risk acceptance decisions.

### Macquarie Group ratings

Macquarie relies on its own independent assessment of credit risk. Third party credit assessments are considered as an input into the analysis but are not considered to be a sufficient basis for decision making.

Macquarie has established a proprietary internal credit rating framework to assess counterparty credit risk. Macquarie Group (MG) ratings are used to estimate the likelihood of the rated entity defaulting on financial obligations. The MG ratings system ensures a consistent assessment of borrower and transaction characteristics across Macquarie and provides the mechanism for meaningful differentiation of credit risk.

All customer limits and exposures are allocated an MG rating on a 1–13 scale which broadly correspond with Standard & Poors and Moody's Investor Services credit ratings. Each MG rating is assigned a Probability of Default estimate. Credit limits and exposures are also allocated a Loss Given Default ratio reflecting the estimated economic loss in the event of default occurring.

Macquarie has an independent Credit Assurance function within RMG to provide assurance over the effectiveness of credit risk management throughout Macquarie.

### Measuring and monitoring exposures

Credit exposures for loans are evaluated as the full face value.

Credit exposures for derivatives are a function of potential market movements and are assessed by assuming that low probability stressed market movements occur and that Macquarie has to go to the market to replace a defaulting deal at the worst possible time during the term of the transaction. The level of stress that is applied to individual markets is reviewed and approved by RMG periodically or when volatility or market conditions dictate.

Where trading gives rise to settlement risk, this exposure is assessed as the full face value of the settlement amount.

All credit exposures are monitored regularly against limits. Credit exposures which fluctuate through time are monitored daily. These include off-balance sheet exposures such as swaps, forward contracts and options, which are assessed using sophisticated valuation techniques.

To mitigate credit risk, Macquarie makes use of margining and other forms of collateral or credit enhancement techniques (including guarantees and letters of credit, the purchase of credit default swaps and mortgage insurance) where appropriate.



# Risk Management Report

## continued

On and off-balance sheet exposures are considered together and treated identically for approval, monitoring and reporting purposes.

A review of the credit portfolio analysing credit concentrations by counterparty, country, risk type, industry and credit quality is carried out and reported to Macquarie's Operations Review Committee quarterly and Board semi-annually. Policies are in place to manage credit risk and avoid unacceptable concentrations to any economic sector, counterparty, or country.

### Loan impairment review

All exposures are subject to recurring review and assessment for possible impairment. Provisions for loan losses are based on an incurred loss model, which recognises a provision where there is objective evidence of impairment at each balance date, and is calculated based on the discounted values of expected future cash flows.

Specific provisions are recognised where specific impairment is identified. The rest of the loans are placed into pools of assets with similar risk profiles and collectively assessed for losses that have been incurred but not yet identified.

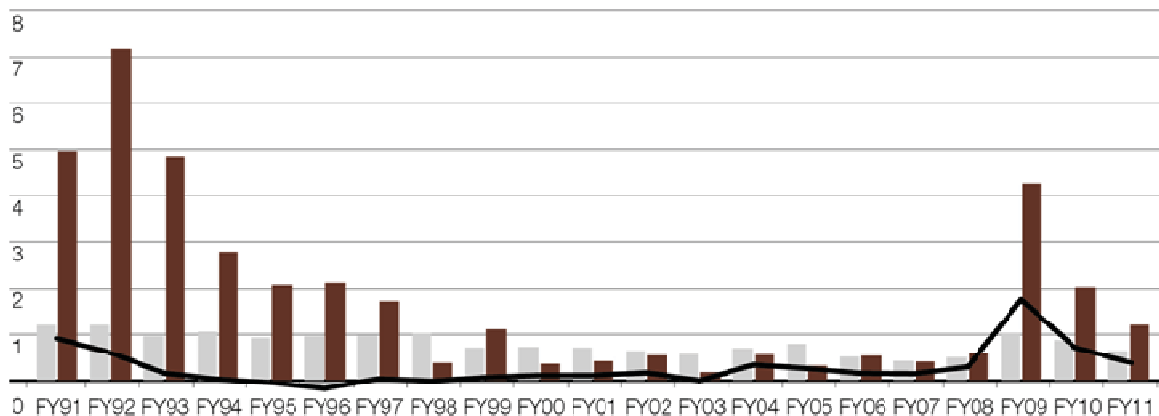
Impaired assets continue to decline from the past year, driven by a combination of write-backs, write-downs and foreign currency movements.

### Country risk

The *Country Risk policy* guides the management of Macquarie's country risk. Countries are grouped into categories based on the country's risk profile. Before any exposure is taken in a country which is considered to be higher risk, a full review of the economic, political and operating environment is undertaken to determine the level of exposure that is considered to be acceptable. Where appropriate, measures to mitigate country risk are put in place.

### Ratio of provisions and impaired assets to loans, advances and leases

Collective provision to loans, advances and leases (Balance sheet) ■  
 Net impaired assets to loans, advances and leases (Balance sheet) ■  
 Net credit losses to loans, advances and leases (Income statement) —  
 %



#### Note:

- <sup>1</sup> Loan assets excludes securitised mortgages, securitised Macquarie Capital loans/leases, segregated future funds and receivables in the form of fees.
- <sup>2</sup> Net impaired assets and net losses exclude investment securities.
- <sup>3</sup> Collective provision (as per note 10 of Financial Statements) is intended to cover losses inherent in the existing overall credit portfolio which are not yet specifically identifiable.
- <sup>4</sup> Net credit losses represent total profit and loss impact in the stated period due to additional specific provisions and direct write-offs net of any write-backs.
- <sup>5</sup> Please refer to note 10 of the Financial Statements for further information on impaired assets.

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## Operational risk

Macquarie defines operational risk as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Macquarie has established procedures and controls to manage market, credit, reputation and strategic risks. The potential for failure or inadequacy in these procedures and controls would be classified as an operational risk. Operational risk failures could lead to reputation damage, financial loss or regulatory consequences.

RMG is responsible for ensuring an appropriate framework exists to identify, assess and manage operational risk and that resources are available to support it. It is also responsible for Macquarie's operational risk capital measurement methodology.

In general, changes in Macquarie's operational risk profile are the net result of greater innovation and growth. This is offset by constant gradual adaptation and development of the control environment to accommodate new risks.

### Operational Risk Management framework

Macquarie's Operational Risk Management Framework (ORMF) is designed to identify, assess and manage operational risks within the organisation. The key objectives of the framework are as follows:

- risk identification, analysis and acceptance
- execution and monitoring of risk management practices
- reporting and escalation of risk information on a routine and exception basis.

Businesses carry out elements of the ORMF in a manner that is tailored to their specific operational risk profile. However, to ensure consistency and minimum standards the framework includes the following mandatory elements:

- a robust change management process to ensure operational risks in new activities or products are identified, addressed and managed prior to implementation
- a semi-annual operational risk self assessment process to identify operational risks at the business level, assess controls and develop action plans to address deficiencies
- recording of operational risk incidents into a centralised reporting system. Incidents are analysed to identify trends and establish lessons learnt on the effectiveness of controls
- allocation of operational risk capital to all Macquarie businesses as a tool to further encourage positive behaviour in Macquarie's day-to-day management of operational risk

- Macquarie-wide policies which require a consistent approach and minimum standards on specific operational risk matters
- embedded operational risk representatives in Operating Groups who act as delegates of the business manager. These representatives ensure operational risks are addressed appropriately and that the ORMF is executed within their area.

### Macquarie's operational risk capital framework

Macquarie's framework for operational risk capital has two main elements:

- an annual scenario approach for modelling operational risk losses and to determine operational risk capital
- a quarterly scorecard analysis which is used to update operational risk capital between scenario analyses and as a basis for updating the allocation of capital to businesses.

Operational risk scenarios identify key risks that, while very low in probability, may result in very high impact losses. In identifying the potential for such losses consideration is given to individual statistical distribution for each scenario, external loss data, internal loss data, risk and control factors determined by the operational risk self assessments, and the contribution of expert opinion from businesses. Results are then modelled to determine the operational risk component of regulatory capital required to be held by Macquarie at the 99.9<sup>th</sup> percentile level. Monte Carlo techniques are used to aggregate these individual distributions to determine a Macquarie-wide operational risk loss distribution.

Over time operational risk capital changes to reflect:

- new business activity, businesses growth and significant change in activity which may require new or increased loss scenarios and/or an increased loss probability
- as business changes bed down and the control environment continues to mature, the probability of loss decreases, reducing the capital requirement
- changes in the external environment such as new regulations or movements in the economic cycle can also influence scenario estimates.

Macquarie allocates capital to individual businesses. The capital allocation effectively rewards positive risk behaviour, and penalises increased risks. This is done using scorecards which measure changes in a number of key factors such as the size and complexity of the business, risk and control assessments, incident and exception management and governance.

The quarterly change in the sum of divisional capital is also used as an estimate to update the Macquarie capital requirement between annual assessments.

# Risk Management Report

## continued

### Market risk

Market risk is the exposure to adverse changes in the value of Macquarie's trading portfolios as a result of changes in market prices or volatility. Macquarie is exposed to the following risks in each of the major markets in which it trades:

- **foreign exchange and bullion:** changes in spot and forward exchange rates and bullion prices and the volatility of exchange rates and bullion prices
- **interest rates and debt securities:** changes in the level, shape and volatility of yield curves, the basis between different debt securities and derivatives and credit margins
- **equities:** changes in the price and volatility of individual equities, equity baskets and equity indices, including the risks arising from equity underwriting activity
- **commodities and energy:** changes in the price and volatility of base metals, agricultural commodities and energy products.

and to the correlation of market prices and rates within and across markets.

All trading activities contain calculated elements of risk taking. Macquarie is prepared to accept such risks provided they are within agreed limits, independently and correctly identified, calculated and monitored by RMG, and reported to senior management on a regular basis.

### Trading market risk

RMG monitors positions within Macquarie according to a limit structure which sets limits for all exposures in all markets. Limits are applied at a granular level to individual trading desks and also, through increasing levels of aggregation to divisions and Operating Groups, ultimately, Macquarie. This approach removes the need for future correlations or scenarios to be precisely predicted as all risks are stressed to the extreme, and accounted for within the risk profile agreed for each business and Macquarie in aggregate.

Limits are approved by senior management with appropriate authority for the size and nature of the risk, and remain the ultimate responsibility of the business. Macquarie adheres to a strict 'no limit, no dealing' policy. If a product or position has not been authorised by RMG, then it cannot be traded. Material breaches of the approved limit structure are communicated monthly to the Macquarie Bank and Macquarie Group Boards. RMG sets three complementary limit structures:

- **contingent loss limits:** worst case scenarios that shock prices and volatilities by more than has occurred historically. Multiple scenarios are set for each market to capture the non-linearity and complexity of exposures arising from derivatives
- **position limits:** volume, maturity and open position limits are set on a large number of market instruments and securities in order to constrain concentration risk and to avoid the accumulation of risky, illiquid positions
- **Value-at-Risk (VaR) Limits:** statistical measure that determines the potential loss in trading value at both a business and aggregate level.

The risk of loss from incorrect or inappropriate pricing and hedging models is mitigated by the requirement for all new pricing models to be independently tested by the specialist Quantitative Applications Division within RMG.

### Aggregate measures of market risk

Aggregate market risk is constrained by two risk measures, VaR and the Macro-Economic-Linkages (MEL) stress scenarios. The VaR model predicts the maximum likely loss in Macquarie's trading portfolio due to adverse movements in global markets over holding periods of one and 10 days. The MEL scenario utilises the contingent loss approach to capture simultaneous, worst case movements across all major markets. Whereas MEL focuses on extreme price movements, VaR focuses on unexceptional changes in price so that it does not account for losses that could occur beyond the 99 per cent level of confidence. For this reason, stress testing remains the predominant focus of RMG as it is considered to be the most effective mechanism to reduce Macquarie's exposure to unexpected market events.

Macquarie has long favoured transparent scenario analysis over complex statistical modelling as the cornerstone of risk measurement.

### Macro-Economic-Linkages

MEL calculates Macquarie's total market risk exposure to global market stress test scenarios extrapolated from historical crisis events and global market correlations. Each stress test scenario includes a primary shock to either equity or energy markets as well as cross-market effects in corporate margins, metals, foreign exchange, interest rates and commodities. MEL is Macquarie's preferred internal measure of aggregate market risk because of the severity of the shocks applied and the ability for scenarios to develop with changing market dynamics. MEL is monitored and reported to senior management daily and regularly reviewed by RMG to ensure the measure remains appropriate for changing market conditions and the risks to which Macquarie is exposed.

The 'Market Contagion' scenario, typically the most conservative of the MEL stress test scenarios, accounts for all the significant markets to which Macquarie is exposed. The assumptions in this scenario are considerably more severe than the conditions that have prevailed throughout the Global Financial Crisis. The 'Market Contagion' scenario measures the impact of an instantaneous equity market crash of 15 to 30 per cent as well as additional shocks to foreign exchange, metals, interest rate, energy, agricultural commodity and credit markets. Macquarie's exposure to the 'Market Contagion' stress test scenario increased over the financial year as trading business recovered from the low levels of risk and activity observed during the Global Financial Crisis. This was accompanied by the expansion of trading businesses into new markets internationally. The average exposure to the MEL stress test scenario represents less than 4 per cent of total equity.

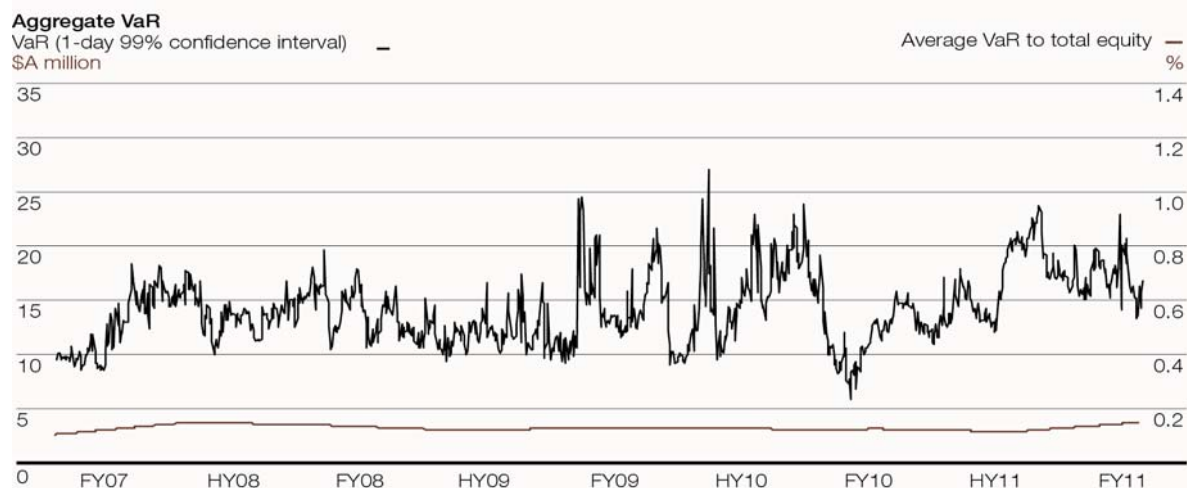
### Value-at-Risk

VaR provides a statistically based summary of overall market risk in Macquarie. The magnitude of VaR reflects changes in positions as well as changes in market volatility and correlations and enhancements to the model. The integrity of the VaR model is tested regularly against daily profit and loss.

VaR remains modest in comparison to total capital and earnings and continues to represent less than 0.2 per cent of total equity.

The VaR model uses a Monte Carlo simulation to generate normally distributed price and volatility paths for approximately 1,400 benchmarks, using volatilities and correlations based on three years of historical data. Emphasis is placed on more recent market movements to more accurately reflect current conditions. Each benchmark represents an asset at a specific maturity, for example one year crude oil futures or spot gold. The benchmarks provide a high level of granularity in assessing risk, covering a range of points on yield curves and forward price curves, and distinguishing between similar but distinct assets; for example crude oil as opposed to heating oil, or gas traded in different locations. Exposures to individual equities within a national market are captured by specific risk modelling incorporated directly into the VaR model.

Macquarie's market risk, as measured by VaR increased over the financial year as trading activity expanded internationally. VaR remains modest in comparison to capital and earnings and continues to represent less than 0.2 per cent of total equity. The graph below shows the daily VaR and the six month average VaR as a percentage of total equity.



# Risk Management Report

## continued

### VaR figures for year ended 31 March

	2011 Average \$Am	2011 Maximum \$Am	2011 Minimum \$Am	2010 Average \$Am	2010 Maximum \$Am	2010 Minimum \$Am
Equities	9.53	19.30	4.35	6.66	20.92	2.80
Interest rates	5.83	10.72	3.67	4.34	6.65	3.09
Foreign exchange and bullion	3.61	10.55	1.08	3.59	10.50	0.57
Commodities and energy	11.64	16.34	7.63	10.95	16.98	5.37
Aggregate	16.00	23.50	11.04	14.26	26.70	6.06

### Trading revenue

The effectiveness of Macquarie's risk management methodology can be measured by Macquarie's daily trading results. In light of expanded trading activity, the small quantity and magnitude of daily losses incurred by Macquarie are indicative both of an effective risk management framework and business operations focused on servicing client needs.

As trading business grows, Macquarie's market risk activities continue to be based on earning income from spreads, franchise businesses and client flows. The majority of trading income is derived from client franchise activities rather than outright proprietary trading activity.

Macquarie's trading approach has shown consistent profits and low volatility in trading results whilst allowing growth in those markets where significant gains can be realised. This is evident in the histogram below which shows that Macquarie made a net trading profit on 206 out of the 261 trading days (2010 results: 217 out of 260 trading days).

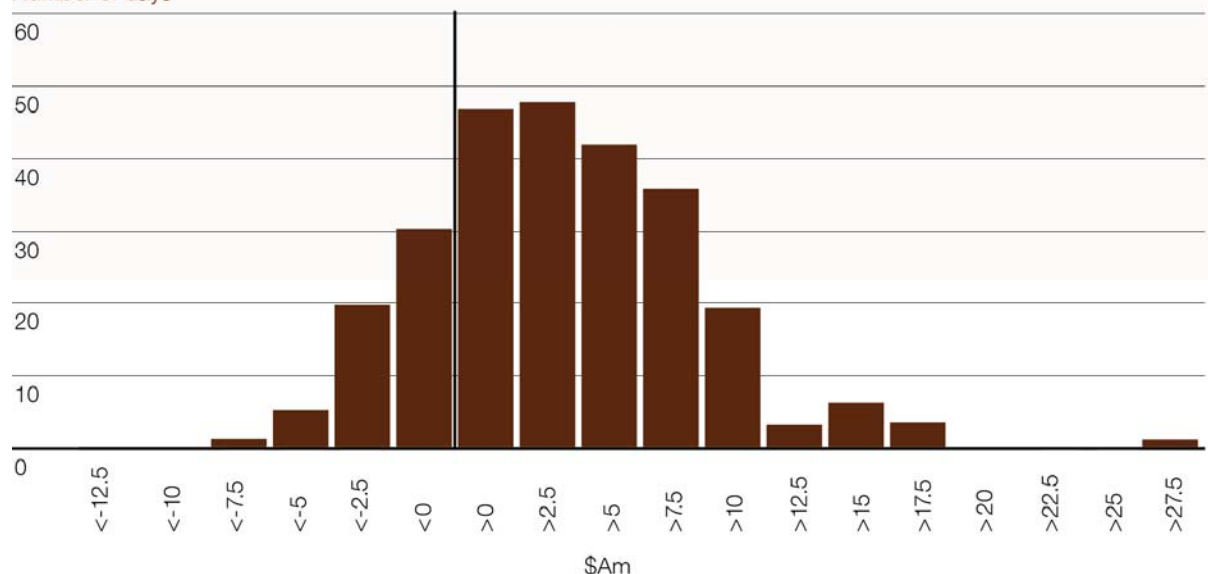
### Non-traded market risk

Macquarie also has exposure to non-traded interest rate risk, generated by banking products such as loans and deposits. Interest rate exposures, where possible, are transferred into the trading books of Group Treasury and managed under market risk limits. However, some residual interest rate risks remain in the banking book due to factors outside the interest rate market or due to timing differences in accumulating exposures large enough to hedge. These residual risks in the banking book are not material but are nevertheless monitored and controlled by RMG and reported to senior management regularly.

Macquarie's trading activities generated a net profit on 206 out of the 261 trading days in the financial year to 31 March 2011.

### Daily trading profit and loss

Number of days



### Economic capital

Macquarie has developed an economic capital model that is used to quantify Macquarie's aggregate level of risk.

The economic capital framework complements the management of specific risk types such as equity, credit, market and operational risk by providing an aggregate view of Macquarie's risk profile.

The economic capital model is used to support business decision-making and has three main applications:

- capital adequacy assessment
- risk appetite setting
- risk-adjusted performance measurement.

### Capital adequacy assessment

Macquarie assesses capital adequacy for both Macquarie Group and Macquarie Bank. In each case, capital adequacy is assessed on a regulatory basis and on an economic basis, with capital requirements assessed as follows:

	Economic	Regulatory
<b>Macquarie Bank</b>	Internal model, covering just exposures of the Banking Group	Capital to cover risk-weighted assets and regulatory deductions, according to APRA's banking prudential standards
<b>Macquarie Group</b>	Internal model, covering all exposures of Macquarie Group	Bank regulatory capital requirement as above plus economic capital requirement of the non-banking entities

Economic capital adequacy means an internal assessment of capital adequacy, designed to ensure Macquarie has sufficient capital to absorb potential losses and provide creditors with the required degree of protection.

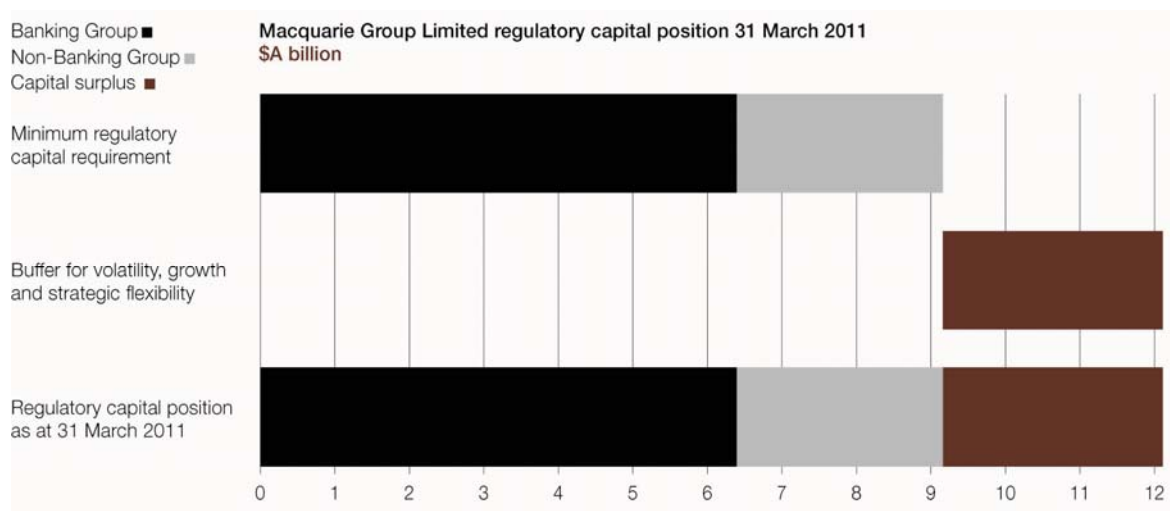
Potential losses are quantified using the Economic Capital Adequacy Model (ECAM). These potential losses are compared to the capital resources available to absorb loss, consisting of book equity and eligible hybrid equity. Earnings are also available to absorb losses, however only a fraction of potential earnings is recognised as a buffer against losses.

The ECAM quantifies the following types of risk:

- equity risk
- credit risk
- operational risk
- traded market risk.

The ECAM also covers insurance underwriting risk, non-traded interest rate risk and the risk on assets held as part of business operations, e.g. fixed assets, goodwill, intangible assets, capitalised expenses and certain minority stakes in associated companies or stakes in joint ventures.

The regulatory capital requirement of Macquarie's non-banking entities as agreed with APRA is determined by the ECAM, as noted in the preceding table. Macquarie's regulatory capital position as at 31 March 2011 is set out below.



# Risk Management Report

## continued

Macquarie is currently well capitalised – a substantial regulatory capital surplus exists. An element of this surplus is set aside as a buffer against volatility in the drivers of capital adequacy. The remaining capital surplus is available to support growth and provide strategic flexibility.

In order to reduce volatility in Macquarie's capital adequacy, Macquarie actively manages the sensitivity of its capital position to foreign currency movements. This is achieved by leaving specific investments in core foreign operations exposed to foreign currency translation movements. The resultant change in the Australian dollar value of the foreign investment is captured in the Foreign Currency Translation Reserve, a component of regulatory capital. This offsets the corresponding movement in the capital requirements of these investments.

The Tier 1 and total capital ratios for the Banking Group as at 31 March 2011 were 10.7 per cent and 12.4 per cent respectively.

The capital adequacy results are reported to the Board and senior management on a regular basis, together with projections of capital adequacy under a range of scenarios.

### Risk appetite setting

Risk appetite is the nature and amount of risk that the Group is willing to accept. At Macquarie, this is expressed through the Board approved: 1. aggregate and specific risk limits; 2. relevant policies; and 3. requirement to consider risk adjusted returns.

The Board reviews Macquarie's risk appetite and approves the Global Risk Limit as part of the annual corporate strategy review process.

#### 1 Limits

These consist of specific risk limits given to various businesses and products or industry sectors and also a Global Risk Limit which constrains Macquarie's aggregate level of risk. The Global Risk Limit is set to protect earnings and ensure we emerge from a severe downturn with sufficient capital to operate. The Risk Appetite Test, which is discussed below, measures usage against this limit.

In accordance with Macquarie's 'no limits, no dealing' approach, individual credit and equity exposures must also fit within approved counterparty limits. Market risk exposures are governed by a suite of individual and portfolio limits.

#### 2 Relevant policies

There are numerous Macquarie-wide policies which set out the principles that govern the acceptance and management of risks. A key policy is the *New Product and Business Approval policy* which ensures that the proposed transaction or operation can be managed properly and will not create unknown or unwanted risks for Macquarie in the future.

### 3 Requirement to consider risk-adjusted returns

At Macquarie, proposals for all significant new deals, products and businesses must contain an analysis of risk-adjusted returns. These returns are considered together with other relevant factors by RMG, the Executive Committee and Board in assessing these proposals. Achieving an appropriate return for the additional risk that is proposed is a key focus in deciding whether to accept the risk.

#### The Risk Appetite Test – an aggregate stress test

The key tool that the Board uses to quantify aggregate risk appetite is the Risk Appetite Test. This is a Macquarie-wide stress test which considers losses and earnings under a severe economic downturn scenario.

The Risk Appetite Test asserts that potential losses must be less than the Global Risk Limit which comprises underlying earnings that Macquarie can achieve in a three year downturn (downturn forward earnings capacity) plus surplus regulatory capital.

The Risk Appetite Test assumes:

- a drop in earnings more severe than what was experienced during the global financial crisis
- potential losses more severe than what was experienced during the global financial crisis.

Downturn forward earnings capacity is estimated by the Operating Groups and divisions with reference to a three year downturn scenario provided to them by RMG.

Aggregate risk can be therefore broken down into two categories:

- **Business risk:** meaning decline in earnings through deterioration in volumes and margins due to market conditions
- **Potential losses:** including potential credit losses, write-downs of equity investments, operational risk losses and losses on trading positions.

Business risk is captured by the difference in base case and downturn forward earnings estimates. Potential losses are quantified using a version of the economic capital model.

A principal use of the Risk Appetite Test is in setting the Equity Risk Limit (ERL). This limit constrains Macquarie's aggregate level of risk arising from principal equity positions, managed fund holdings, property equity investments, lease residuals and other equity investments. Any changes to the ERL are sized to ensure that even under full utilisation of this limit, and allowing for growth in other risk types, the requirements of the Risk Appetite Test will be met.

### Risk-adjusted performance measurement

As well as measuring risk-adjusted returns for deals as noted previously, risk-adjusted performance metrics for each division are prepared on a regular basis and distributed to Operations Review Committee, the Board and the divisions. Risk-adjusted performance metrics for each division are a significant input into performance based remuneration.

### Liquidity risk

#### Liquidity management

The two primary external funding vehicles for Macquarie are Macquarie Group Limited (MGL) and Macquarie Bank Limited (MBL). MGL provides funding principally to the Non-Banking Group and limited funding to some MBL subsidiaries. MBL provides funding to the Banking Group and provides an intra-group loan to MGL.

The high level funding relationships of Macquarie are shown below.

Macquarie's liquidity risk management framework ensures that both MGL and MBL are able to meet their funding requirements as they fall due under a range of market conditions.

Liquidity management is performed centrally by Group Treasury, with oversight from the Asset and Liability Committee and RMG. MGL and MBL liquidity policies are approved by the respective Boards after endorsement by the Asset and Liability Committee.

The Asset and Liability Committee includes the Managing Director and Chief Executive Officer, the Chief Financial Officer, Chief Risk Officer, Treasurer and Operating Group Heads.

RMG provides independent prudential oversight of liquidity risk management, including the independent validation of liquidity scenario assumptions, liquidity policies, and the required funding maturity profile.

### Liquidity policy and principles

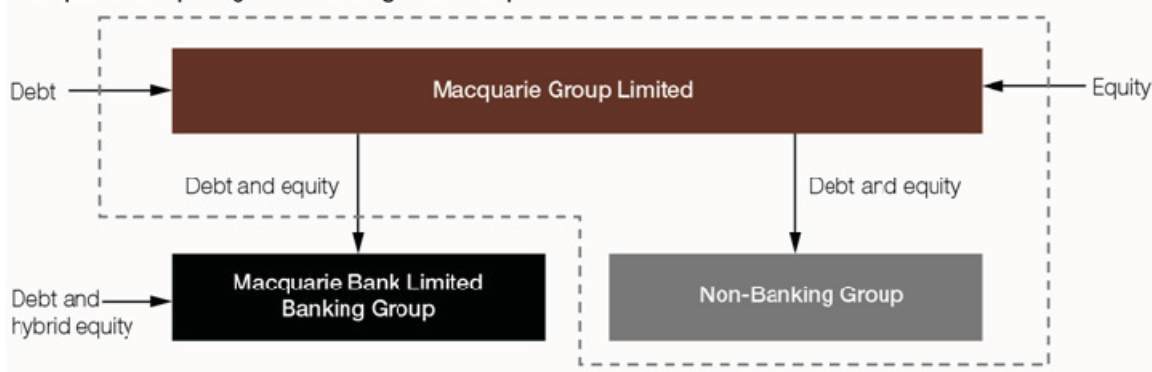
MGL provides funding predominantly to the Non-Banking Group. As such, the *MGL liquidity policy* outlines the liquidity requirements for the Non-Banking Group. The key requirement of the policy is that MGL is able to meet all of its liquidity obligations on a daily basis and during a period of liquidity stress: a 12 month period with no access to funding markets and with only a limited impact on franchise businesses.

Reflecting the longer term nature of the Non-Banking Group asset profile, MGL is funded predominantly with a mixture of capital and long-term wholesale funding. MGL has no short-term wholesale funding.

The *MBL liquidity policy* outlines the liquidity requirements for the Banking Group. The key requirement of the policy is that MBL is able to meet all of its liquidity obligations on a daily basis and during a period of liquidity stress: a 12 month period of constrained access to funding markets and with only a limited impact on franchise businesses.

MBL is funded mainly by capital, long-term liabilities and deposits.

### Macquarie Group – high level funding relationships





# Risk Management Report

## continued

The liquidity management principles apply to both MGL and MBL and include the following:

### **Liquidity and funding management**

- all liquidity requirements are managed centrally by Group Treasury
- liquidity risk is managed through setting limits on the maturity profile of assets and liabilities
- a Liquidity Contingency Plan is approved by the Board and reviewed periodically
- a funding strategy is prepared annually
- internal pricing incorporates liquidity costs, benefits and risks to align risk-taking activities with liquidity risk exposures
- diversity and stability of funding sources is a key priority
- liquidity limits
- term assets must be funded by term liabilities
- cash and liquid assets are sufficient to cover a 12 month stress scenario
- cash and liquid assets held to meet stress scenarios must be unencumbered, high quality liquid assets and cash
- short-term assets exceed short-term wholesale liabilities.

### **Scenario analysis**

Scenario analysis is central to Macquarie's liquidity risk management framework. Group Treasury models a number of liquidity scenarios covering both market-wide crises and firm-specific crises. The objective of this modelling is to ensure MGL and MBL's ability to meet all repayment obligations under each scenario and determine the capacity for asset growth. The modelling includes 12 month liquidity scenarios significantly more severe than the conditions that have been experienced since August 2007.

Scenarios are run over a number of timeframes and a range of conservative assumptions are used with regard to access to capital markets, deposit outflows, contingent funding requirements and asset sales.

### **Liquid asset holdings**

Group Treasury maintains a portfolio of highly liquid unencumbered assets in both MGL and MBL to ensure adequate liquidity is available in all funding environments, including worst case conditions. The minimum liquid asset requirement is calculated from scenario projections and also complies with regulatory minimum requirements.

To determine the minimum level of liquid assets, reference is made to the expected minimum cash requirement during a combined market-wide and firm-specific crisis scenario over a 12 month timeframe. This scenario assumes no access to new funding sources, a significant loss of deposits and contingent

funding outflows resulting from undrawn commitments, market moves on derivatives and other margined positions. The size of the liquid asset portfolio must always exceed the minimum cash requirement as calculated in this model.

The liquid asset portfolio contains only unencumbered assets that can be relied on to maintain their liquidity in a crisis scenario. At least 90 per cent of the liquid assets portfolio held to meet the minimum liquid asset requirement must be repo eligible with a central bank. The remaining 10 per cent must be approved by Group Treasury and RMG before inclusion in the liquid asset portfolio. As at 31 March 2011, 98 per cent of the liquid asset portfolio was eligible for repurchase with central banks.

The liquid asset portfolio typically includes unencumbered cash and central bank repo eligible Government, Semi-Government, Supranational, government guaranteed bank and unguaranteed bank securities and AAA rated Australian residential mortgage backed securities. In addition, the portfolio includes other very short dated, high quality liquid assets such as A-1+ rated Australian residential mortgage backed commercial paper.

The liquid asset portfolio is largely denominated and held in Australian dollars and to a lesser extent in US dollars or other currencies where appropriate.

### **Liquidity contingency plan**

Group Treasury maintains a liquidity contingency plan. The liquidity contingency plan applies to the entire Macquarie Group and defines roles and responsibilities and actions to be taken in a liquidity event. This includes identification of key information requirements and appropriate communication plans with both internal and external parties.

Specifically, the plan details factors that may constitute a crisis, the officer responsible for enacting the contingency management, a committee of senior executives who would be responsible for managing a crisis, the information required to effectively manage a crisis, a public relations strategy, a high level check list of actions to be taken, and contact lists to facilitate prompt communication with all key internal and external stakeholders. The liquidity contingency plan is subject to regular review (at least annually) by both Group Treasury and RMG and is submitted to the Board for approval.

### **Funding transfer pricing**

An internal funding transfer pricing framework is in place which aims to align businesses with the overall funding strategy of Macquarie. Under this framework the costs of long- and short-term funding are charged out, and credits are made to divisions that provide long-term stable funding.

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### Regulatory and compliance risk

Macquarie actively manages regulatory and compliance risks to its businesses globally, including the risk of breaches of applicable laws, regulations, rules, statements and regulatory policy.

Regulatory and compliance risk are assessed from a Macquarie-wide perspective to ensure regulatory and compliance risks are identified and appropriate standards are applied consistently to manage these risks. The development of new businesses and regulatory changes, domestically and internationally, are key areas of focus within this role.

During the year, Macquarie Compliance was formed, combining business-aligned compliance staff with RMG Compliance staff. Previously, RMG acted in a risk oversight role of the business compliance function. All compliance teams now have direct reporting lines into RMG.

### Legal risk

Legal risk includes the risk that:

- transactions are not capable of being enforced as expected
- business does not adequately understand the legal and regulatory framework in which it operates, and
- the organisation may be found to be responsible for a claim based on a breach of contract, law or regulation.

Legal risk is managed through identification and assessment of legal risk, and by minimising or mitigating legal risk as far as reasonably practical. Responsibility for legal risk lies with Macquarie's businesses in conjunction with Group Legal. The head of Group Legal is the General Counsel who is a member of Macquarie's Operational Review Committee and who reports directly to the Managing Director and Chief Executive Officer. The General Counsel has access to the Board and any Board committees. Each Macquarie Operating Group has a General Counsel who reports directly to the Group Legal General Counsel and to the relevant Operating Group Head.

### Reputation risk

All activities have embedded elements of reputation risk. Managing reputation risk is an essential role of senior management as it has the potential to impact both earnings and access to capital. Macquarie seeks to manage and minimise reputation risk through its corporate governance structure and risk management framework.

Macquarie operates under a strong corporate governance structure consistent with the regulatory requirements of various regulators including the Australian Securities & Investments Commission (ASIC) and APRA. *Goals and Values* incorporating a clear code of ethics are communicated to all staff and Integrity Officers are in place to deal with potential issues of integrity.

Operating Groups take ownership of risk, including reputation risk. In addition, a robust, independent risk management framework incorporates active management and monitoring of risks arising within Macquarie. The implementation of this framework by RMG is a major mitigant to reputation risk.

The various policies, procedures and practices in place aim to minimise reputation risk and regular reporting to the Operation Review Committees and Boards includes detail on reputation risk issues as appropriate.

The direct financial losses arising from reputation risk (such as breach of mandates and regulatory fines) are taken into account in the operational risk capital model.

### Internal Audit

Internal Audit provides independent assurance to senior management and the Board on the adequacy and effectiveness of Macquarie's risk management framework. Internal Audit forms an independent and objective assessment as to whether: risks have been adequately identified; adequate internal controls are in place to manage those risks; and those controls are working effectively. Internal Audit is independent of both business management and the activities it reviews. The Head of Internal Audit is jointly accountable to the BAC and the Chief Risk Officer; has free access at all times to the BAC; and cannot be removed or replaced without the approval of the BAC.

# Risk Management Report

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### Basel II

Macquarie Bank is accredited under the Foundation Internal Ratings Based Approach (FIRB) for credit risk, the Advanced Measurement Approach (AMA) for operational risk, the internal model approach for market risk<sup>1</sup> and the internal model approach for interest rate risk in the banking book.

These advanced approaches place a higher reliance on a bank's internal capital measures and therefore require a more sophisticated level of risk management and risk measurement practices.

<sup>1</sup> Standard approach applied for specific risk on debt securities.

### Regulatory developments

The Basel Committee on Banking Supervision released the final text of the Basel III framework in December 2010. Basel III sets out revised capital rules, a new liquidity framework, a minimum leverage ratio and two new capital 'buffers' that oblige banks to hold additional capital on top of the minimum capital ratios.

There are also significant regulatory changes in other markets in which we operate. In the US the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) will result in significant changes to the banking and financial markets in the US. Macquarie does not have a banking presence in the US as operations are conducted through non-banking subsidiaries. The Dodd-Frank banking provisions therefore do not apply to Macquarie. However, Macquarie will be required to comply with Dodd-Frank regulations relating to the reporting and central clearing of swaps.

RMG is responsible for coordinating Macquarie's evaluation and response to both current and forthcoming developments and provides updates to the Board on a monthly basis.

# Glossary

<b>AASB</b>	Australian Accounting Standards Board
<b>the Act</b>	<i>Corporations Act 2001 (Cth)</i>
<b>ADI</b>	authorised deposit-taking institution
<b>AGM</b>	Annual General Meeting
<b>APRA</b>	Australian Prudential Regulation Authority
<b>ASIC</b>	Australian Securities & Investments Commission
<b>ASX</b>	Australian Securities Exchange or ASX Limited ABN 98 008 624 691 and the market operated by ASX Limited
<b>ASX Recommendations</b>	ASX Corporate Governance Council Principles & Recommendations
<b>BAC</b>	Board Audit Committee
<b>Banking Group</b>	the Banking Group comprises Banking and Financial Services Group (BFS), Corporate and Asset Finance Group (CAF), Fixed Income, Currencies and Commodities (FICC), Macquarie Funds Group (MFG) and the trading activities of the Macquarie Securities Group (MSG). There is also one division within the Banking Group; Real Estate Banking Division (REB)
<b>BBSW</b>	Australian Financial Association's bank-bill rate, published daily on AAP Reuters page. The Australian equivalent of LIBOR, SIBOR etc
<b>BCGC</b>	Board Corporate Governance Committee
<b>the Board</b>	the Board of Voting Directors of Macquarie Group Limited
<b>BREEAM Excellent</b>	UK Building Research Establishment Environmental Assessment Method's highest standard of environmental performance in an office building.
<b>BRE A+ Rating</b>	UK Building Research Establishment's highest rating in relation to the minimal environmental impact of a building material
<b>BRC</b>	Board Remuneration Committee
<b>CAGR</b>	compound annual growth rate
<b>CEO</b>	Chief Executive Officer
<b>CFO</b>	Chief Financial Officer
<b>the Company</b>	Macquarie Group Limited
<b>the Consolidated Entity</b>	Macquarie Group Limited and its subsidiaries
<b>CO<sub>2</sub>-e t (Carbon dioxide equivalent in tonnes)</b>	metric measure used to compare the emissions from various greenhouse gases based upon their global warming potential (US Environment Protection Agency)
<b>CRO</b>	Chief Risk Officer
<b>CVA</b>	credit valuation adjustments
<b>DESOP</b>	Deferred Exercise Share Option Plan
<b>Directors</b>	the Voting Directors of Macquarie Group Limited (unless the context indicates otherwise)
<b>Dodd-Frank</b>	Dodd-Frank Wall Street Reform and Consumer Protection Act
<b>DRP</b>	Dividend Reinvestment Plan
<b>DSU</b>	Deferred Share Unit issued under the MEREP
<b>DVA</b>	debit valuation adjustments
<b>ECAM</b>	Economic Capital Adequacy Model
<b>ECM</b>	Economic Capital Model
<b>Environmental Management Plan (EMP)</b>	Macquarie's internal framework of actions and targets to manage and reduce the environmental impact of its direct operations. The Plan covers Macquarie's corporate offices and associated corporate activities such as travel and procurement
<b>Equity Plan</b>	Macquarie Group Employee Retained Equity Plan
<b>EPS</b>	earnings per share
<b>ERL</b>	Equity Risk Limit
<b>ESP</b>	Macquarie Group Employee Share Plan

<b>Executive Key Management Personnel – (Executive KMP)</b>	Members of the Executive Committee of Macquarie Group Limited
<b>FIRB</b>	Foundation Internal Ratings Board Based Approach
<b>FX, Forex</b>	Foreign Exchange
<b>IASB</b>	International Accounting Standards Board
<b>IFRS</b>	International Financial Reporting Standards
<b>IRESS</b>	a share market information system
<b>IPO</b>	Initial Public Offering
<b>Key Management Personnel (KMP)</b>	all Voting Directors and members of the Executive Committee of Macquarie Group Limited
<b>Macquarie, MGL, Macquarie Group or Group</b>	Macquarie Group Limited and its subsidiaries
<b>Macquarie Bank, MBL</b>	Macquarie Bank Limited ABN 46 008 583 542
<b>Macquarie Board, the Board</b>	the Board of Voting Directors of Macquarie Group Limited
<b>Macquarie CPS</b>	Macquarie Convertible Preference Securities
<b>Macquarie ordinary shares</b>	Macquarie Group Limited fully paid ordinary shares
<b>Malus</b>	the discretion of the Board (from 2012) to reduce or eliminate unvested profit share amounts where it determines that an employee's action or inaction has caused Macquarie significant reputational harm, caused a significant or unexpected financial loss or caused Macquarie to make a material financial restatement
<b>MBL</b>	Macquarie Bank Limited
<b>MBEDSAP</b>	Macquarie Bank Executive Director Share Acquisition Plan
<b>MBSSAP</b>	Macquarie Bank Staff Share Acquisition Plan
<b>MEL</b>	Macro-Economic-Linkages
<b>MEREP</b>	Macquarie Group Employee Retained Equity Plan
<b>MGEDSAP</b>	Macquarie Group Executive Director Share Acquisition Plan
<b>MGESOP</b>	Macquarie Group Employee Share Option Plan
<b>MGL</b>	Macquarie Group Limited ABN 94 122 169 279
<b>MGSSAP</b>	Macquarie Group Staff Share Acquisition Plan
<b>MIPS</b>	Macquarie Income Preferred Securities
<b>MIS</b>	Macquarie Income Securities
<b>NCD</b>	negotiable certificates of deposit
<b>NCI</b>	non-controlling interests
<b>NED</b>	Non-Executive Director
<b>NEDSAP</b>	Non-Executive Director Share Acquisition Plan
<b>Non-Banking Group</b>	the Non-Banking Group comprises Macquarie Capital and some business activities of MSG, MFG and FICC that use certain offshore regulated entities of the Non-Banking Group
<b>NOHC</b>	non-operating holding company
<b>NPAT</b>	net profit after tax
<b>OECD</b>	Organisation for Economic Co-operation and Development
<b>OTC</b>	over-the-counter
<b>ORMF</b>	Operational Risk Management Framework
<b>PSU</b>	Performance Share Unit issued under the MEREP
<b>PWC</b>	PricewaterhouseCoopers

## Glossary

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<b>QAD</b>	Quantitative Applications Division of RMG
<b>RMG</b>	Risk Management Group
<b>ROE</b>	return on equity
<b>RSU</b>	Restricted Share Unit issued under the MEREP
<b>RWA</b>	risk-weighted assets
<b>S&amp;P</b>	Standard & Poor's
<b>Server Virtualisation</b>	allows the consolidation of multiple physical servers onto a shared (virtual) server to leverage and optimise the utilisation of hardware
<b>SPE</b>	Special Purpose Entity
<b>SPP</b>	share purchase plan
<b>TSR</b>	total shareholder returns
<b>VaR</b>	Value-at-Risk
<b>Voting Directors</b>	the Voting Directors of Macquarie Group Limited

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