



“

Consistent with our established remuneration framework that rewards performance across a range of financial and non-financial measures and aligns outcomes for staff with those of our shareholders, total profit share awarded to staff is substantially down on the prior year.”

Letter from the

Chair of the Board Remuneration Committee

On behalf of the Board, as Chair of the Board Remuneration Committee (BRC), I am pleased to present the 2024 Remuneration Report.

Against a backdrop of challenging market conditions during the 2024 financial year (FY2024), Macquarie has continued to deliver on its strategy. The fundamentals of our businesses remain sound, as demonstrated by the strength and diversity of the underlying franchises, strong and conservative balance sheet, proven risk management framework and our distinct culture.

Macquarie remains well positioned to deliver long-term sustainable value for shareholders, consistent with our track record. In less supportive markets, financial results in FY2024 are down from a record FY2023. Consistent with our established remuneration framework that rewards performance across a range of financial and non-financial measures and aligns outcomes for staff with those of our shareholders, total profit share awarded to staff is substantially down on the prior year.

Performance and remuneration outcomes for FY2024

The Board remains focused on ensuring there is a robust and rigorous process in place to determine remuneration outcomes. Significant oversight and judgement are applied so that our remuneration outcomes are aligned with both individual and company-wide financial and non-financial performance and Macquarie's ongoing success.

In considering Macquarie's non-financial performance, the Board recognises the importance of sound ESG practices as part of their responsibility to clients, shareholders, employees and the communities in which Macquarie operates.

Financial performance

Following record financial results in FY2023, Macquarie delivered:

- net profit after tax (NPAT) of \$A3,522 million in FY2024 (down 32% from FY2023)
- return on equity (ROE) of 10.8% (down compared to FY2023's 16.9%)
- earnings per share (EPS) of 916.6 cents per share (down 32% compared to FY2023)
- the FY2024 full-year dividend is down 15% compared to FY2023

The total compensation expense is in line with the prior year, impacted by the higher average number of staff during the year, wage inflation and unfavourable foreign exchange movements. These factors, as well as lower overall revenue, led to the significant increase in the compensation expense to income ratio to 43.1%.

Non-financial performance

In addition to financial performance, the Board's determination of remuneration outcomes for FY2024 for the CEO and other Executive KMP reflects the following non-financial factors which the Board sees as essential drivers of long-term sustainable growth:

- the strong leadership of the Executive Committee, led by the CEO, to effectively role model our purpose and principles and to embed a strong risk culture
- Executive Committee collaboration to solve challenges and maximise opportunities across Operating and Central Service Groups
- the continued evolution of our businesses to remain well positioned to deliver long-term sustainable value, including alignment with areas of structural growth globally (e.g. energy transition, infrastructure for digital and demographic shifts)
- the continued focus on non-financial risks, including in areas such as climate, sustainability and technology, while also uplifting our risk management frameworks across trading, technology, cyber and data. While there were no systemic risk issues identified during the year, a legacy risk matter in MAM was taken into account in determining the MGL CEO's remuneration
- a focus on streamlining investment programs and driving greater returns on investment, following a period of significant investment in our platform
- investment in renewable energy solutions at scale, supporting the next wave of climate technologies
- maintaining strong engagement and focus on meeting regulator expectations including progress against the remediation program with APRA to ensure there is appropriate focus on Macquarie Bank Limited (MBL)
- the refresh of our global employee value proposition to evolve in line with shifts in talent expectations and ensure we accurately reflect the career experience and distinct culture that Macquarie offers.

In addition to assessing the performance of the CEO and other Executive KMP, the BRC is also very aware of competitive market pressures when determining remuneration outcomes. The attraction and retention of high-performing, diverse talent, with deep industry expertise, is a key element of Macquarie's strategy. Macquarie's remuneration framework plays an important role in achieving this. As part of determining remuneration outcomes, the BRC considers relativities in the global markets in which each business competes for talent, including in industries that are not publicly listed with undisclosed remuneration outcomes.

Remuneration outcomes

The Board and the BRC have given careful consideration to both financial and non-financial factors, and we believe the following outcomes for the year are appropriate:

- MGL CEO awarded profit share has decreased 26% on the prior year to \$A23.75 million, which reflects the decrease in financial results while considering her strong leadership and ongoing commitment to fostering a positive culture
- MBL CEO awarded profit share of \$A3.75 million, reflecting efforts to uplift the role of the MBL CEO
- total comparable Executive KMP awarded profit share of \$A80.20 million (down 15% on the prior year)⁽¹⁾

- Performance Share Unit (PSU) allocations of \$A4.0 million for the MGL CEO and \$A2.8 million for each Executive KMP, in line with the prior year.

Changes to the remuneration framework

Changes to our remuneration framework, including those previously announced in the 2022 and 2023 Remuneration Reports, have been implemented for FY2024 to meet the requirements of APRA Prudential Standard CPS 511 *Remuneration* (CPS 511). These changes are referenced throughout the relevant sections of this report and include:

- fixed remuneration increases, effective 1 April 2023, the first since 2010, other than adjustments made at the time of a new appointment to the Executive Committee
- a reduction in retention rates and vesting periods (to reflect that awards from FY2024 will no longer be accelerated over two years in the case of retirement or redundancy and will instead vest on their original vesting schedule).

These changes are reflected in the awarded pay outcomes for Executive KMP set out on pages 130-139.

We engaged with APRA during the year in regard to our implementation of CPS 511 and remain committed to ensuring our remuneration framework complies with and considers the spirit and intent of CPS 511 and remains fit for purpose.

Culture, accountability and remuneration

Our approach to remuneration plays an important role in promoting Macquarie's culture. Our framework supports our purpose by motivating staff to be innovative and build businesses but also be accountable for their decisions, behaviours and associated risk management, customer, economic and reputational consequences.

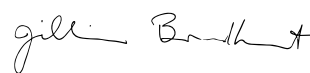
Our purpose and core principles of Opportunity, Accountability and Integrity remain pivotal to our culture and effectively guide our staff in balancing risk and reward when making decisions that realise opportunities for the benefit of our clients, our shareholders, our people and the communities in which we operate. The Board recognises the importance of continually assessing Macquarie's culture formally through surveys and Board reporting and informally through direct interactions with staff.

Risk management is a fundamental part of everyone's role at Macquarie. Staff understand that they are rewarded for their performance, including the identification and management of risk, and that there are consequences for non-compliance with Macquarie's behavioural expectations.

In FY2024, there were 131 (FY2023: 129) matters involving conduct or policy breaches that resulted in formal consequences. Consistent with prior years, further details regarding these matters are disclosed on page 122.

The BRC assessed and determined that there were no instances that required the application of malus or clawback during the year.

I look forward to receiving your views and support at the 2024 Annual General Meeting.



Jillian Broadbent AC

Chair
Board Remuneration Committee

Sydney
3 May 2024

(1) Comparable Executive KMP are KMP who are members of the Executive Committee for the full year in both FY2024 and FY2023.

This page has been intentionally left blank.

Remuneration Report

Remuneration framework

This section explains the link between our purpose, our remuneration objectives and principles, and how these are reflected in the remuneration framework.

Our purpose statement, 'Empowering people to innovate and invest for a better future,' articulates why Macquarie exists and what we do. It supports our *What We Stand For* principles of Opportunity, Accountability and Integrity, which express how we do business. Our longstanding and consistent approach to remuneration continues to support this purpose and aligns with our *What We Stand For* principles.

Our remuneration framework has been a key driver of our sustained success as an international organisation. Staff are motivated to grow businesses over the medium to long-term, taking accountability for all decisions and their accompanying risk management, customer, economic and reputational outcomes. Their interests are aligned with shareholders to meet the needs of clients and customers, while ensuring that the spirit and intent of regulatory requirements are upheld.

This framework has been fundamental in ensuring we can continue to attract, motivate and retain exceptional and entrepreneurial people with deep industry expertise across the 34 markets in which we operate. These people come from organisations that broadly operate in the same markets and compete for the same people as Macquarie in various industry sectors (including hedge funds, private equity firms, global investment banks, fund managers, advisory boutiques, commodity houses and other banks, as well as industries that are not specific to banking or financial services, for example, technology, accounting, and engineering) across many jurisdictions.

This broad approach has been in place since Macquarie's inception and is reviewed regularly to ensure the framework continues to meet our remuneration objectives and aligns with our remuneration principles and the expectations of our stakeholders.

The table below shows the link between our purpose, *What We Stand For* principles and our remuneration objectives and principles.

| | | |
|---|--|---|
| <p>Our purpose:</p> <h3>Empowering people to innovate and invest for a better future</h3> | | |
|  <p>Opportunity</p> |  <p>Accountability</p> |  <p>Integrity</p> |
|  <p>Remuneration objectives</p> |  <p>Remuneration principles</p> | |
| <p>Macquarie's remuneration framework is designed to:</p> <ul style="list-style-type: none"> attract, motivate and retain exceptional people with deep industry expertise deliver strong company performance over the short and long-term whilst prudently managing risk promote effective management of financial and non-financial risks, and Macquarie's long-term soundness align the interests of staff and shareholders to deliver sustained results for our customers, clients and community promote innovation and the building of sustainable businesses drive behaviours that reflect Macquarie's culture and the principles of <i>What We Stand For</i> and support the prevention and mitigation of conduct risk foster a diverse, equitable and inclusive work environment. | <p>These objectives are achieved by:</p> <ul style="list-style-type: none"> emphasising performance-based remuneration determining an individual's variable remuneration based on a range of financial and non-financial factors having the ability to adjust performance-based remuneration to reflect risk outcomes, where appropriate retaining a significant proportion of performance-based remuneration to enable risk outcomes to be considered over a longer period delivering retained profit share in equity to ensure the interests of staff and shareholders are aligned over the long-term remunerating high-performing staff appropriately, relative to global peers providing consistent arrangements over time to give staff the confidence to pursue multi-year initiatives. | |






Remuneration Report

Continued

Remuneration framework for FY2024

The remuneration framework operates as an integrated whole. An individual's remuneration comprises fixed remuneration, profit share and, for Executive Committee members (our Executive KMP), Performance Share Units (PSUs).

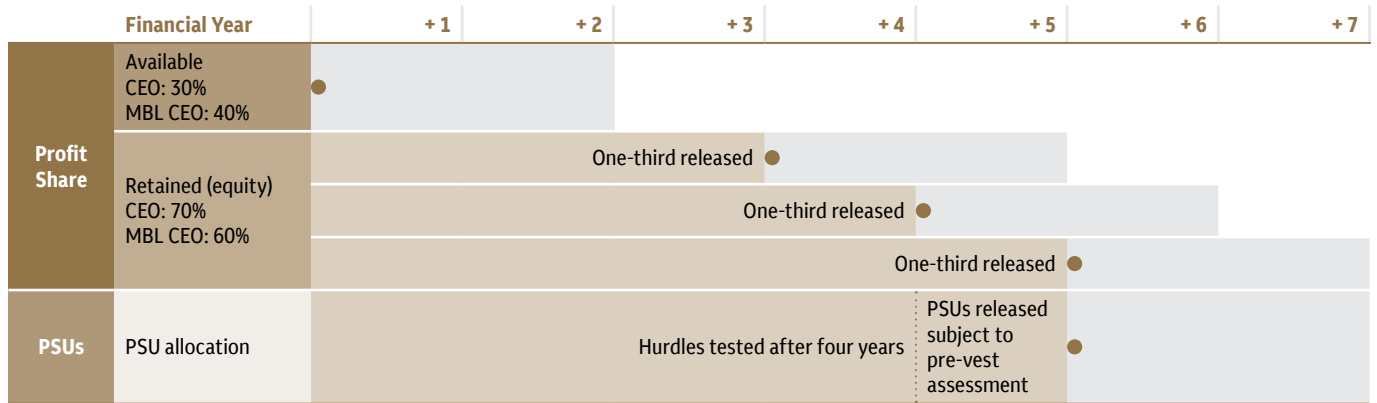
The table below and diagram opposite summarise the framework for FY2024.

| FY2024 remuneration framework | | |
|---|--|---|
| Fixed remuneration | | |
| <ul style="list-style-type: none"> primarily comprises base salary, as well as superannuation contributions and standard country-specific benefits in line with local market practice for Executive KMP, is set at a comparatively low level, relative to the industry, and is a low proportion of total remuneration but sufficient to avoid inappropriate risk-taking is reviewed annually and reflects technical and functional expertise, role scope, market practice and regulatory requirements for risk and financial control staff, is generally a higher proportion of total remuneration than for revenue-generating staff. | | |
| Performance-based remuneration | | |
| Criteria | Profit share | Performance Share Units |
|  Eligibility | <ul style="list-style-type: none"> all permanent employees | <ul style="list-style-type: none"> Executive Committee members |
|  Determination | <ul style="list-style-type: none"> allocations reflect an individual's performance, which is assessed against a range of financial and non-financial factors including: <ul style="list-style-type: none"> financial/business results risk management and compliance business leadership including outcomes for customers and the community people leadership and professional conduct | <ul style="list-style-type: none"> individual allocations reflect their role as members of the Executive Committee and their contribution to driving the collective performance of Macquarie allocations are based on the face value of shares on the grant date allocations are subject to Board discretion |
|  Structure | <ul style="list-style-type: none"> significant proportion is retained (70% for the CEO, 60% for the MBL CEO and 50% for other Executive KMP) long deferral periods (three to five years for the CEO and other Executive KMP) retained profit share is invested in a combination of Macquarie equity and Macquarie-managed fund equity | <ul style="list-style-type: none"> PSUs are structured as Deferred Share Units (DSUs) with no exercise price⁽²⁾ PSUs vest after five years for the CEO and MBL CEO and four years for other Executive KMP, subject to the achievement of two performance hurdles (no retesting of hurdles) and, new from FY2024, a pre-vest assessment (see page 117) PSU holders have no right to dividend equivalent payments |
|  Malus and Clawback | <ul style="list-style-type: none"> malus applies to all awards clawback applies to all Executive KMP and certain employees identified under CPS 511 or UK and European remuneration regulations | <ul style="list-style-type: none"> malus and clawback apply to all awards |
|  Forfeiture | <ul style="list-style-type: none"> retained profit share is subject to forfeiture upon leaving Macquarie except in certain circumstances | <ul style="list-style-type: none"> unvested PSUs are subject to forfeiture upon leaving Macquarie except in certain circumstances |

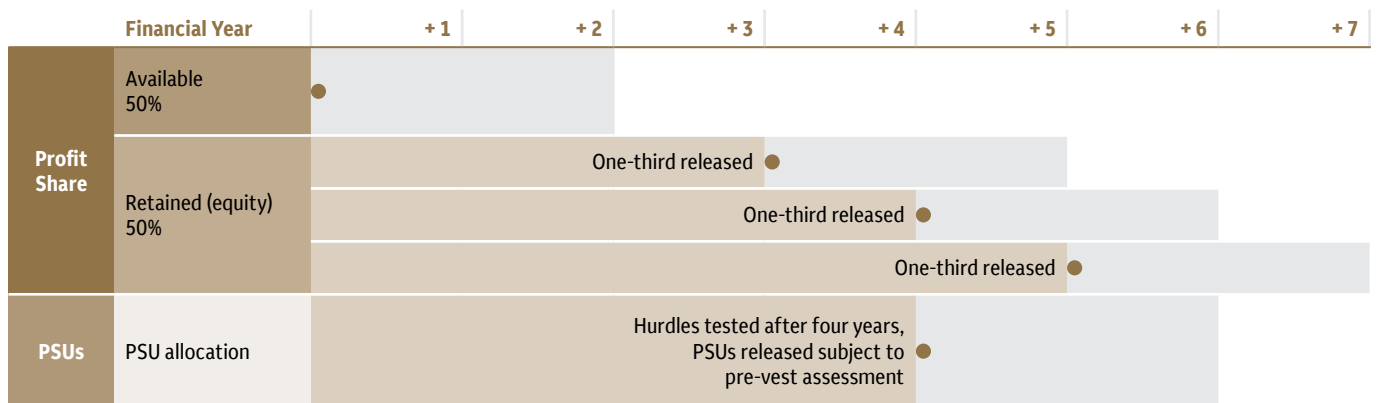
(2) A DSU is a Deferred Share Unit and is an award type under the Macquarie Group Employee Retained Equity Plan (MEREPE). For further details, refer to Note 32 *Employee equity participation* to the financial statements in the Financial Report.

The diagram below illustrates the long time horizons over which performance-based remuneration for Executive KMP is determined, delivered and subject to risk adjustments.

For the CEO and MBL CEO



For other Executive KMP



Key

- Payment or vesting (shortly after the end of the relevant year)
- Period subject to malus
- Period subject to clawback

Remuneration Report

Continued

Profit share

This section describes the way in which profit share is determined, structured and delivered.

Annual process to determine profit share outcomes

Profit share allocations are determined through a principles-based approach, which considers individual, business group and company-wide performance. At all levels, profit share determinations take into account risk management, compliance and conduct.

Individual profit share allocations

Individual profit share allocations reflect an employee's performance against their objectives, which are formally assessed annually. At the beginning of the performance cycle, employees set performance objectives based on four factors (three non-financial and one financial), as relevant to their role. At the end of the year, permanent employees are required to have a formal Year in Review conversation with their manager. The Year in Review comprises two core components:

- **What** was achieved over the past 12 months, measured against their objectives under the four factors
- **How** the objectives were achieved, measured against Macquarie's cultural/behavioural standards.

The below table outlines the areas considered under each factor when assessing performance and determining remuneration outcomes.

| Areas considered | |
|---|--|
| Financial/ business results | <ul style="list-style-type: none"> • for revenue-generating staff, based on individual contribution to business profitability (including consideration of capital and risk-adjusted returns) • for risk and financial control staff, primarily based on delivery of or contribution to high quality risk and control functions, services and outcomes • for other Central Service Group staff, delivery of or contribution to high quality services to support the businesses • for all staff, the management of costs and investment in people and technology to ensure the ongoing robustness of the risk management framework. |
| Risk management and compliance | <ul style="list-style-type: none"> • demonstrating and applying a strong understanding of relevant regulatory obligations • the identification, escalation, ownership and successful management of financial and non-financial risks • motivating a culture of disciplined risk management, and regulatory, policy and business compliance • fostering an environment where staff feel comfortable to admit mistakes and raise issues or concerns. |
| Business leadership | <ul style="list-style-type: none"> • focuses on sustainable business growth and innovation by prioritising long-term and scalable solutions over tactical fixes • delivering appropriate solutions and services to our customers and the communities in which we operate • maintaining and leveraging relationships with external and internal stakeholders (includes regulators, customers, clients, communities and suppliers) • seeking out and valuing collaboration and diverse perspectives (internally and externally), including collaborating with others to solve issues and challenges across Operating and Central Service Groups. |
| People leadership and professional conduct | <ul style="list-style-type: none"> • upholding Macquarie's <i>What We Stand For</i> values and complying with all operational requirements, regulatory obligations, relevant laws, policies and procedures, including the <i>Code of Conduct</i> • promoting institutional knowledge-sharing, talent development and succession planning • fostering a diverse, equitable and inclusive work environment, including alignment with Macquarie's DEI strategy • for all people managers, performance against a people management objective aligned to our purpose and culture. |

Three of these four factors are non-financial, with considerations given to each in varying proportions to reflect an individual's role and responsibilities. Individual profit share allocations also consider relativities in the markets in which each business competes for talent.

When determining individual profit share allocations, consideration is given to any matters raised in the independent reports provided to the BRC by the Chief Risk Officer (CRO) and the Head of Internal Audit, or matters raised through the consequence management process, which may result in downward adjustments to profit share allocations for relevant individuals (see page 122). Significant judgement is applied in determining remuneration outcomes to ensure all factors that may potentially impact the quantum of profit share allocations are considered.

Profit share pools

The initial business group profit share pools are determined through a combination of a top-down and bottom-up approach. The company-wide profit share pool is an aggregate of the assessments conducted at both the business group and individual level.

The profit share pools reflect consideration of the factors below:

| Operating/Central Service Group level | | | |
|---|--|---|---|
| <p>Financial performance</p> <p>For Operating Groups:</p> <ul style="list-style-type: none"> • contribution to company-wide profits • returns on economic and regulatory capital • funding requirements and usage. <p>For Central Service Groups, based on the quality and integrity of control functions and support services and not primarily determined with reference to profitability.</p> | <p>Risk management</p> <ul style="list-style-type: none"> • risk profile of the business (e.g. capital usage) • extent and nature of financial and non-financial risks including any significant reputational, cultural or compliance matters • regulatory environment and regulatory risk considerations. | <p>Business-specific considerations</p> <ul style="list-style-type: none"> • innovation, new business development (including acquisitions) and maturity of the business • reliance on intellectual versus financial capital • customer, client and community outcomes • impact of one-time gains/losses. | <p>Market position and trends</p> <ul style="list-style-type: none"> • overall remuneration levels in the market in which each business operates • staff retention considerations. |
| Macquarie Group/Macquarie Bank level | | | |
| <p>Additional considerations at a Macquarie Group and Macquarie Bank level include:</p> <ul style="list-style-type: none"> • profitability, including the balance of profit distribution between employees and shareholders • capital metrics (including prudential ratios) and liquidity considerations • impact of the profit share pool on Macquarie's capital position and the ability to strengthen its capital base, as confirmed by the Chief Financial Officer (CFO) • reasonableness of the resultant estimated compensation expense to income ratio and how it compares to that of external comparators • regulatory considerations, including any company-wide risk and conduct matters • factors that impact the macro environment in which Macquarie operates, including those that may affect its ability to attract and retain high-performing staff • CRO and Head of Internal Audit confirmation as to whether there have been any matters of systemic concern during the year. | | | |

The Board retains discretion to amend the profit share pool as determined in accordance with the above process to ensure all relevant factors, including risk and conduct matters, have been appropriately taken into consideration.

Remuneration Report

Continued

Retained profit share: retention and vesting

A percentage of each individual's annual profit share allocation is retained (retained profit share) above certain thresholds. While they are employed, an individual's retained profit share vests and is released over a period that reflects the scope and nature of their role and responsibilities.⁽³⁾ These arrangements ensure that Macquarie continues to retain high-performing staff, provide significant long-term alignment to shareholders and customers, as well as enable risk outcomes to be considered over a longer period.

Retention and vesting arrangements are determined by the BRC according to prevailing market conditions, remuneration trends, and regulatory requirements (including CPS 511, the Banking Executive Accountability Regime (BEAR) and the Financial Accountability Regime (FAR)). For each year's allocation, once the vesting period has been determined it remains fixed for that allocation.

As previously announced, there have been changes to the retention rates and vesting periods for certain senior employees (including the CEO, Executive KMP and other roles specified under CPS 511) for profit share allocations made in respect of FY2024 onwards.

The table below summarises the standard retention and vesting arrangements applicable for FY2024. These vesting periods do not include the performance year but begin following the date remuneration is awarded.

Standard profit share retention and vesting arrangements for FY2024

| Role | Profit share retention (%) | Vesting and release of profit share |
|---|----------------------------|-------------------------------------|
| CEO | 70 | |
| MBL CEO | 60 | One-third in each of years 3-5 |
| Executive Committee members | 50 | |
| Other Executive Directors ^{(4),(5)} | 40 | |
| Staff other than Executive Directors ^{(5),(6)} | 25-40 | One-third in each of years 2-4 |

The Board's discretion to change remuneration arrangements, as noted above, includes changes to profit share retention levels provided that at least 30% of profit share is retained for all Executive Directors.

(3) Profit share that is not retained (available profit share) is delivered in cash except for certain staff subject to requirements under UK or European remuneration regulations, where 50% of available profit share is delivered in Macquarie equity and is subject to either a 6-month or 12-month hold period, as applicable.

(4) Other Executive Directors include staff other than the CEO and Executive KMP who are specified under CPS 511 as Senior Managers or Material Risk Takers.

(5) For certain staff subject to UK or European remuneration regulations, up to 60% may be retained. Retained profit share invested in Macquarie equity may be subject to a further 6-month or 12-month hold post the vesting period.

(6) Above certain monetary thresholds.

Investment of retained profit share

An individual's retained profit share is invested in a combination of MGL ordinary shares under the Macquarie Group Employee Retained Equity Plan (MEREP) and Macquarie-managed fund equity notionally invested under the Directors' Profit Share (DPS) Plan.⁽⁷⁾ The allocation reflects the nature of their role and responsibilities as set out in the table below.

Standard investment of retained profit share for FY2024

| Role | Retained profit share investment | |
|--|----------------------------------|---|
| | MEREP (MGL ordinary shares) % | DPS Plan (Macquarie-managed fund equity) % |
| CEO and MBL CEO | 90 | 10 |
| Executive Committee members | 80-90 | 10-20 |
| Executive Committee members with funds responsibilities | 50 | 50 |
| Other Executive Directors ⁽⁸⁾ | 80-100 | 0-20 |
| Other Executive Directors with funds responsibilities ⁽⁹⁾ | 25 | 75 |
| Staff other than Executive Directors ⁽¹⁰⁾ | 100 | 0 |

In addition to the arrangements set out in the tables above, different arrangements may apply in certain circumstances:

- retention rates and vesting and release schedules may vary for certain groups of staff who have become employees as a result of an acquisition, or for staff in certain jurisdictions, for example in the UK or European Union (EU), to ensure compliance with local regulatory requirements
- in limited circumstances, and only with the approval of the BRC, retained profit share may be allocated under arrangements other than the MEREP or the DPS Plan. For example, this may include investment in funds or products of a specific business group where there is a need to directly align the interests of staff with those of their clients.

Forfeiture - malus and clawback

The Board has the ability to reduce or eliminate unvested retained profit share in certain circumstances (malus). In FY2024, the population subject to malus was expanded to include all staff (previously malus applied to senior employees). For certain employees identified under CPS 511 or UK and European remuneration regulations, the Board also has the ability to recover (in whole or in part) vested profit share in certain circumstances (clawback). For more details on Macquarie's malus and clawback framework, see page 121.

Vesting and release of retained profit share upon departure from Macquarie

The standard policy is that staff who cease employment with Macquarie will forfeit their unvested retained profit share. The Board may exercise discretion for the vesting and release of a departing employee's retained profit share after their employment has ended including, for example, in the case of retirement from Macquarie, redundancy, death, serious incapacitation, disability, or serious ill health. Where such discretion is exercised, the release of any profit share may be subject to malus and/or clawback, as applicable, and the Board may impose such other conditions as it considers appropriate. For Executive Directors, the Board's discretion for the vesting and release of retained profit share under these circumstances is subject to the conditions of release as set out below.

Discretion may be exercised in certain other limited exceptional circumstances on the grounds of business efficacy, in relation to strategic business objectives, including in connection with the divestment or internalisation of Macquarie businesses, or when an employee resigns to fulfil a public service role in a governmental organisation or agency. This year, such discretion has been exercised and retained profit share was approved to be released for eight executives due to their transition during FY2024 to employment, engagement or appointment, with or for an asset or a portfolio company of a Macquarie-managed fund or an operationally segregated subsidiary.

(7) Both the MEREP and DPS Plan are fundamental tools in Macquarie's retention, alignment and risk management strategies, encompassing both long-term retention arrangements and equity holding requirements. The MEREP has a flexible plan structure that offers different types of equity grants depending on the jurisdiction in which the participating employees are based. In most cases, the equity grants are in the form of units comprising a beneficial interest in MGL ordinary shares held in a trust for the staff member (Restricted Share Units or RSUs). For further details on the MEREP, refer to Note 32 *Employee equity participation* to the financial statements in the Financial Report. The DPS Plan comprises exposure to a notional portfolio of Macquarie-managed funds. Retained amounts are notionally invested over the retention period. This investment is described as 'notional' because Executive Directors do not directly hold securities in relation to this investment.

(8) For certain Executive Directors subject to UK or European remuneration regulations, retained profit share is invested 60% in Macquarie equity and 40% in the DPS Plan.

(9) For certain Executive Directors with funds responsibilities subject to UK or European remuneration regulations, retained profit share is invested 50% in Macquarie equity and 50% in the DPS Plan.

(10) For staff other than Executive Directors, retained profit share is generally 100% invested in Macquarie equity with the exception of those staff with funds responsibilities where retained profit share is invested in a combination of Macquarie equity and Macquarie-managed fund equity.

Remuneration Report

Continued

Conditions of release to departing Executive Directors – Post Employment Events

Where discretion has been exercised for the vesting and release of retained profit share to a departing Executive Director, the Board may reduce or eliminate their retained profit share if it is determined that, at any time during their employment or the relevant release periods after their employment, a Malus Event has occurred (as set out on page 121) or they have:

- (a) taken staff to a competitor of Macquarie or been instrumental in causing staff to go to a competitor, or
- (b) joined a competitor of Macquarie or otherwise participated in a business that competes with Macquarie.

Each of the above is a Post Employment Event.

For retained profit share awarded in respect of FY2023 and subsequent years, where the release relates to relevant circumstances other than death or serious disability, the release will occur over the period from 12 months to 24 months after the Executive Director leaves, in accordance with the table below.^{(11),(12)}

For profit share allocations made to Executive KMP and other Executive Directors specified in CPS 511 (including those in risk and financial control functions) in respect of FY2024 onwards, the release of unvested retained profit share will be kept in line with its original vesting schedule (where it relates to relevant circumstances other than death or serious disability). This may result in final vesting being up to five years from the end of employment. There is no change in the timeframe for application of the Post Employment Events set out below.

| | First Period | Second Period |
|--|---|---|
| Time post-departure | 12 months | 12 months to 24 months |
| Unvested retained profit share released | From all but the last 24 months of employment | From the last 24 months of employment |
| Subject to malus | No Malus Event during employment or the First Period | No Malus Event during employment, the First Period or the Second Period |
| Subject to Post Employment Events | No Post Employment Event during employment or during the period expiring 6 months following the end of employment, and No Post Employment Event (a) during the period from 6 months to 12 months following the end of employment | No Post Employment Event during employment or during the period expiring 6 months following the end of employment, and No Post Employment Event (a) during the period from 6 months to 12 months following the end of employment |
| Where the release is by reason of retirement from Macquarie | As above and in addition, the release is subject to no Post Employment Event (b) during the First Period | As above and in addition, the release is subject to no Post Employment Event (b) during the First or Second Period |

In addition to the above, for Accountable Persons under the FAR (Accountable Persons), the exercise of discretion for any release of retained profit share following the end of employment will be subject to minimum deferral periods. Where an Executive Director has a tax liability on termination of employment in respect of any unvested retained profit share, the Board has discretion to release unvested retained profit share up to an amount equal to the Executive Director's tax liability at an earlier time than noted above subject to any legal or regulatory requirements.

(11) In the case of death or serious incapacitation, the Board will typically accelerate the vesting of retained profit share and immediately release it.

(12) Awards in respect of FY2022 and earlier will remain subject to their original conditions of release to a departing Executive Director, as previously disclosed.

Performance Share Units

This section describes the way in which PSUs are determined, structured and delivered.

Allocation and structure

Executive Committee members are the only staff eligible to receive PSUs, which are determined with reference to Macquarie's performance as a whole. As such they provide an additional incentive to Executive Committee members to drive company-wide performance over the long-term and beyond their Operating and Central Service Group responsibilities. PSU awards are a meaningful incentive but are generally not the major element of an Executive Committee member's total remuneration.

As previously announced, for awards in respect of FY2024 onwards, the vesting period for PSUs granted to the CEO and the MBL CEO has been extended by a year, to five years. In addition, prior to the vesting of PSUs, the Board will conduct a pre-vest assessment of the Executive Committee's collective performance over the vesting period. The table below summarises the approach to PSU allocations in respect of FY2024.

1. Pre-grant period (Financial Year (FY))

- Individual PSU allocations are based on performance over the financial year prior to grant (taking into consideration both financial and non-financial factors). Considerations include their role as members of the Executive Committee and their contribution to driving the collective performance of Macquarie, including their collaboration across businesses, progress on company-wide programs and maintaining Macquarie's risk culture.
- The face value of PSUs awarded to each Executive Committee member is approved by the Board as part of the annual remuneration review process. Shareholder approval is also sought at MGL's Annual General Meeting (AGM) to allocate PSU awards to the MGL CEO, who is an Executive Voting Director.
- PSUs are granted in August each year, after MGL's AGM, in respect of the previous financial year. The number of PSUs allocated is calculated by dividing the face value of the award by the price of MGL ordinary shares on or around the date of grant.
- PSUs are structured as DSUs with no exercise price. Holders have no right to dividend equivalent payments.

2. Performance period (FY+1 to FY+4)

- PSUs will only become exercisable to the extent that two equally weighted ROE and EPS performance hurdles are achieved over a four-year performance period. Details of, and the rationale for, the ROE and EPS hurdles are set out below.
- The ROE and EPS performance hurdles attached to PSUs are tested at the end of the performance period and the results are reported to the BRC.

3. Additional vesting period (FY+5)

- For the CEO and the MBL CEO, an additional one-year period applies before PSUs may vest following the end of the four-year performance period.
- For other Executive KMP, PSUs may vest on 1 July following the end of the four-year performance period.

4. Pre-vest assessment (At end of vesting period)

- Prior to vesting of PSU awards, the Board will conduct a holistic assessment of the Executive Committee's collective contribution to driving the performance of Macquarie over the vesting period, based on the extent to which the Executive Committee has:
 - promoted behaviour that is consistent with and reflects Macquarie's risk culture, *Code of Conduct* and the principles of *What We Stand For*
 - overseen the effectiveness of Macquarie's risk management framework, regulatory compliance, policies and practices in managing key financial and non-financial risks, and
 - overseen funding, liquidity and capital management to ensure Macquarie's financial soundness.
- Where the Board forms a negative overall assessment of the relevant Executive Committee's collective performance, it will consider whether an adjustment is appropriate, taking into account any mitigating and aggravating factors.
- To assist the Board with their determination of an adjustment to the PSU vesting outcome, and to ensure that the determination encompasses all relevant considerations, the BRC will receive regular reporting over the vesting period.

Remuneration Report

Continued

Performance hurdles

PSUs will only become exercisable to the extent that the following performance hurdles are achieved:

| | EPS CAGR hurdle | ROE hurdle |
|----------------------------|---|---|
| Application | 50% of PSU award | 50% of PSU award |
| Performance measure | Compound annual growth rate (CAGR) in EPS over the four-year performance period | Relative average annual ROE over the four-year performance period compared to a reference group of international financial institutions. The reference group comprises Bank of America Corporation, Barclays PLC, Citigroup Inc., Deutsche Bank AG, Goldman Sachs Group Inc., JP Morgan Chase & Co., Lazard Ltd, Morgan Stanley and UBS AG. ^{(13),(14)} |
| Hurdle | Sliding scale applies: <ul style="list-style-type: none"> • 50% becoming exercisable at EPS CAGR of 7.5% • 100% at EPS CAGR of 12% <p>For example, if EPS CAGR was 9.75%, 75% of the relevant awards would become exercisable</p> | Sliding scale applies: <ul style="list-style-type: none"> • 50% becoming exercisable above the 50th percentile • 100% at the 75th percentile <p>For example, if ROE achievement was at the 60th percentile, 70% of the relevant awards would become exercisable</p> |

Rationale for hurdles

The PSU hurdles are periodically reviewed by the BRC to ensure they continue to align the interests of staff and shareholders and provide a challenging but meaningful incentive to Executive Committee members. The BRC's review includes consideration of the most relevant performance metrics to be used as hurdles as well as the levels at which the hurdles are achieved. The international reference group used for the ROE hurdle is also reviewed to determine whether our comparators remain suitable for Macquarie's diversified business interests and global footprint. The BRC also considers historical and forecast market data, the views of corporate governance groups, shareholders and regulators, as well as market practice.

In the FY2024 annual review, both the absolute EPS and relative ROE hurdles were considered to still be appropriate for the following reasons:

- EPS and ROE growth drive long-term shareholder value and are appropriate as the Executive Committee can affect outcomes on both measures. In contrast, Total Shareholder Return (TSR) is influenced by many external factors over which executives have limited control

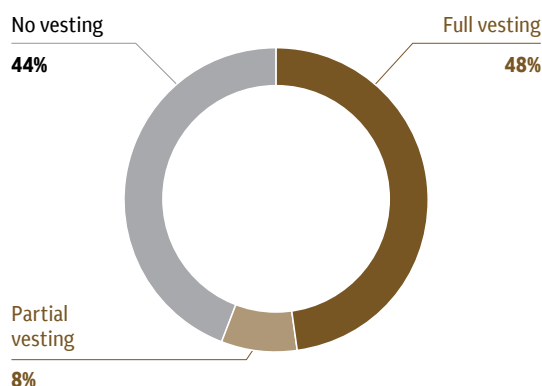
- EPS and ROE can be substantiated using information that is disclosed in Macquarie's annual reports
- a sliding scale diversifies the risk of not achieving the hurdles and provides rewards proportionate to performance for shareholders and is preferable to an all-or-nothing test, which some have argued could promote excessive risk-taking
- the hurdles are designed to reward sustained strong performance and are relatively well-insulated from short-term fluctuations
- the EPS targets are confirmed as rigorous when market performance is considered, with the EPS threshold hurdle exceeding the performance of most of the ASX20, the international reference group and relevant indices over time
- for the EPS element to fully vest, Macquarie needs to achieve at least 12% CAGR over the vesting period. Supporting the rigour of the hurdle, cumulative EPS growth of 57% over four years is required to achieve full vesting
- the ROE vesting thresholds and sliding scale are in line with the domestic market and are particularly challenging when compared to international practice.

(13) Company comparator information is presented in the same order throughout the Remuneration Report

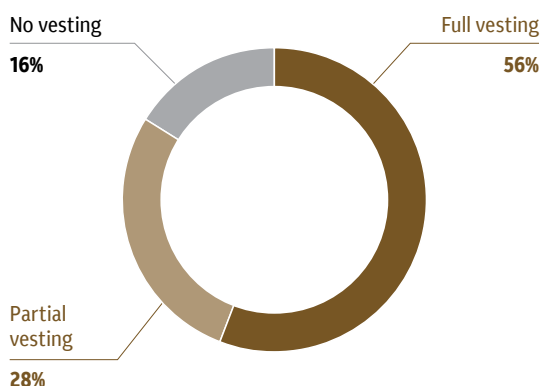
(14) For unvested PSU awards made prior to FY2023, the reference group included Bank of America Corporation, Barclays PLC, Credit Suisse, Deutsche Bank AG, Goldman Sachs Inc., JP Morgan Chase & Co., Lazard Ltd, Morgan Stanley and UBS AG.

The charts below display Macquarie's historical EPS and ROE PSU outcomes, highlighting that since their introduction in 2009, 48% of the EPS tranches and 56% of the ROE tranches have resulted in full vesting.

Historical EPS tranche outcomes



Historical ROE tranche outcomes



Use of an international reference group

The BRC has given careful consideration to the appropriate reference group to use for the relative ROE measure, recognising that Macquarie's combination of business activities, size and global footprint means that there are few direct comparators. The BRC's view is that simplistic comparator groups based on a company's country of listing, broad industry categorisation and/or market capitalisation do not accurately reflect the businesses and competitive markets for talent in which we operate.

When assessing and determining the appropriate reference group, the BRC considers the overall size of the reference group, the degree of internationalisation (including the degree to which they compete for shareholder capital, clients and talent in each market), each comparator's overlap with Macquarie's revenue mix and the resulting business mix when considered in aggregate. Taking into account these factors, the BRC has selected an international reference group that recognises the extent of Macquarie's diversification and internationalisation.

The BRC is mindful that some of Macquarie's businesses compete with other types of financial institutions, including asset managers, retail banks, hedge funds and commodity trading houses. However, given differences in business mix, regulatory environment, or the unavailability of public financial information, it does not consider these institutions appropriate for inclusion in the PSU reference group.

The BRC considers the international reference group to be appropriate on the basis that:

- total international income represented approximately 66% of Macquarie's total income as at 31 March 2024, with approximately 51% of Macquarie's staff located outside Australia⁽¹⁵⁾
- the international reference group is currently most representative of Macquarie's business operations and talent pool. These firms broadly operate in the same markets and in similar business segments and compete for the same people as Macquarie

- the international reference group members share broadly comparable risk, compliance and regulatory profiles
- Macquarie has no directly comparable Australian-listed peers.

While the BRC considers it important not to intervene reactively to remove under-performers or over-performers in order to provide relative stability and transparency across market cycles, it reviews and adapts the reference group as companies, markets and other situations evolve.

Risk adjustment, malus and clawback

The Board may determine that a downward adjustment to PSU allocations prior to grant may be appropriate, including a collective adjustment where there has been an adverse outcome for MGL, MBL or their stakeholders. Risk considerations also form part of the pre-vest assessment, as set out above.

In addition, Macquarie's malus and (from FY2024) clawback provisions apply to all PSUs granted, as set out on page 121.

Departure from Macquarie or change in control

The standard policy is that unvested PSUs will be forfeited upon termination of employment. In the case of retirement from Macquarie, redundancy, death, serious incapacitation, disability, serious ill-health or other limited exceptional circumstances, the Board or the BRC has the ability to accelerate the vesting of PSUs (to the extent permitted by law or regulation, for example in the case of death or serious incapacitation) or to take other action, for example to permit the PSUs to continue to vest in accordance with the original award schedule and remain subject to the same performance hurdles.

Should a change of control occur, the Board or the BRC has discretion to determine how unvested PSUs should be treated, having regard to factors such as the length of time elapsed in the performance and vesting periods, the level of performance to date, the circumstances of the change in control and any relevant legal or regulatory requirements.

(15) Headcount includes staff employed in certain operationally segregated subsidiaries (OSS).

Remuneration Report

Continued

Culture, accountability and remuneration

This section describes how risk and conduct are considered throughout Macquarie's remuneration approach.

Risk culture

Our purpose of 'Empowering people to innovate and invest for a better future' and *What We Stand For* principles of Opportunity, Accountability and Integrity remain pivotal to our culture. Our purpose and principles effectively guide our staff in balancing risk and reward and making decisions that realise opportunity for the benefit of our clients, shareholders, partners, and the communities in which we operate. Staff are continually made aware that these principles must form the basis of all behaviours and actions. These behavioural expectations are outlined in the Board approved *Code of Conduct*, which is actively promoted by management and cascaded through the organisation through multiple mechanisms. We invest significant time and effort in communicating and reinforcing our culture through communications from senior management, policy reminders, training, and learning and development activities. The Board is able to assess Macquarie's culture in a number of ways including through staff survey results, human capital reporting, strategy presentations, risk culture reports, consequence management reports as well as through personal observation of management, and staff behaviour and actions.

Prudent risk management is a fundamental part of everyone's role at Macquarie. Staff understand they are rewarded not just for their contribution to financial results, but also for how those results are achieved. This includes an assessment of an individual's approach to managing risk, and adherence with the *What We Stand For* principles. Staff are aware of the consequences for non-compliance with the risk management framework and Macquarie's *Code of Conduct*. Staff training and communications emphasise the link between risk, conduct, policy breaches and consequence management outcomes, including, where appropriate, adjustments to performance-based remuneration.

Alignment of remuneration with risk outcomes

The Board considers that the effective alignment of remuneration with prudent risk-taking is fundamental to Macquarie's remuneration approach. Risk considerations are embedded throughout the remuneration process including through the determination of individual profit share allocations, business group and company-wide profit share pools as well as through the way in which remuneration is structured and delivered.

The Board is aware of the increasing focus of regulators and shareholders on ensuring risk-related matters that come to light subsequent to remuneration being awarded are appropriately factored into remuneration decisions. Macquarie's retention and vesting arrangements provide a mechanism for the Board to consider risk outcomes over a longer period. Furthermore, where an investigation has commenced into a risk or conduct-related matter that may result in forfeiture, malus or clawback (where applicable - see page 122), Macquarie may further defer the payment, vesting and/or release of profit share to allow for the investigation to be completed.

Culture, accountability and remuneration continued

The following mechanisms exist to adjust FY2024 remuneration outcomes for risk and conduct outcomes:

| | |
|---|--|
| In-year adjustments | Applies to all staff |
| <ul style="list-style-type: none"> • for profit share, determined as part of assessing an individual's performance each year, which includes consideration of compliance with the risk management framework and with the behavioural expectations outlined in the <i>Code of Conduct</i> • for PSUs, determined as part of the assessment of Executive Committee members' roles and their contribution to driving the collective performance of Macquarie • in addition, any outcomes from the consequence management process (such as a formal warning) or the independent reporting from the CRO, Head of Internal Audit, and Group General Counsel (GGC) are also considered for both profit share and PSUs. | |
| Forfeiture | Applies to all staff |
| <ul style="list-style-type: none"> • where an individual's employment is terminated due to a compliance or conduct concern (or they resign), unvested remuneration is forfeited, as per our standard policy. | |
| Malus | Applies to all staff |
| <p>Malus provisions provide the Board with the ability to reduce or eliminate in full unvested remuneration (including retained profit share, and for Executive Committee members, unvested PSUs), where it is determined:</p> <ul style="list-style-type: none"> • there was a significant error in or a significant misstatement of criteria on which the remuneration determination was based, or • the employee has at any time: <ul style="list-style-type: none"> – engaged in misconduct leading to significant adverse outcomes – acted dishonestly (including, but not limited to, misappropriating funds or deliberately concealing a transaction) – significantly failed in or breached their compliance, accountability or fitness and propriety requirements, or – acted or failed to act in a way that contributed to, and/or by virtue of their role or seniority is accountable for: <ul style="list-style-type: none"> – a breach of a significant legal or significant regulatory requirement relevant to Macquarie – MGL or MBL making a material financial restatement – MGL, MBL or any Group within Macquarie incurring significant reputational harm⁽¹⁶⁾ – MGL, MBL or any Group within Macquarie incurring a significant unexpected financial loss, impairment charge, cost or provision – a significant failure of financial or non-financial risk management, or – a significant adverse outcome for customers, beneficiaries or other stakeholders. | |
| Clawback | Applies to certain senior employees |
| <p>Clawback provisions provide the Board with the ability to recover in exceptional circumstances (in part or whole) variable remuneration that has already been paid or vested for up to two years from the point of payment or vesting, if it is determined that:</p> <ul style="list-style-type: none"> • there was a significant error in or a significant misstatement of criteria on which the remuneration determination was based • the employee has at any time engaged in misconduct leading to significant adverse outcomes • the employee has at any time significantly failed in or breached their compliance, accountability or fitness and propriety requirements, or • the employee has at any time acted or failed to act in a way that contributed to: <ul style="list-style-type: none"> – a significant failure of financial or non-financial risk management, or – a significant adverse outcome for customers, beneficiaries or other stakeholders. | |

Additional provisions may apply to staff in certain jurisdictions to ensure compliance with local regulations. This includes UK and European staff who are subject to additional malus and clawback provisions under local regulatory requirements.

The BRC considers whether, and the extent to which, to apply malus or clawback, taking into account local employment laws, the nature and circumstances of the event and any other redress that has been or may be applied.

(16) A "Group within Macquarie" is a reference to any Operating Group or Central Service Group within MGL or MBL.

Remuneration Report

Continued

Risk adjustment processes

There are robust processes in place to ensure that all risk, reputation, and conduct-related matters are specifically considered when determining remuneration outcomes. These processes may result in a downward adjustment to group and/or individual profit share allocations where appropriate. A wide range of risks that could have a financial or non-financial impact on Macquarie are considered, including any detriment to customers or impact on prudential standing.

To assist the Board and BRC when determining remuneration outcomes, independent control functions provide input as follows:

| Independent control function input when determining remuneration outcomes | | |
|--|--|---|
| Risk Management Group | Internal Audit | Legal |
| The CRO provides the BRC with an independent report detailing significant risk matters (financial and non-financial) including those relating to incidents, issues, and regulatory and litigation matters. | The Head of Internal Audit provides the BRC with an independent report detailing notable internal audit issues and any trends at company-wide or business group level. | The GGC provides a further source of independent input and, in conjunction with HR, considers whether there are any incidents (including any breach of the BEAR or FAR obligations) that should be reviewed that might lead to a malus or clawback determination. |
| Human Resources | | |
| The Global Head of HR discusses the reports from RMG and Internal Audit with the Group Heads to ensure any matters listed in the reports are appropriately reflected in remuneration outcomes for relevant staff and provides a report to the joint committee meeting of the BRC, Board Risk Committee (BRIC), Board Audit Committee (BAC) and Board Governance and Compliance Committee (BGCC) on how this has been achieved. | | |
| The Global Head of HR also annually reports to the BRC on the outcomes from the consequence management process and confirms that these matters have been considered in determining remuneration and promotion outcomes where appropriate. | | |
| Consequence management process | | |
| Incidents, breaches of policy and misconduct issues are regularly reported to senior management. There are a number of processes in place to ensure consistency (across business groups and staff levels) in the application of consequences and the determination of remuneration outcomes, including the review and challenge by senior management of consequence management outcomes at year end. | | |
| Where an investigation has commenced into a risk or conduct-related matter, vesting, payment and/or release of profit share (including available and/or retained amounts) to an employee may be deferred to allow for the investigation to be completed. | | |

Consequence management outcomes

Macquarie's Consequence Management Guideline applies wherever a breach of internal policy or regulatory requirement is identified, including where there has been a breach of FAR (or prior to 15 March 2024, BEAR) accountability obligations. Consequences may include further training, removal of delegated authorities or permissions, adjustments to performance-based remuneration, impact on promotion, formal warnings or termination.

Where an employee has received a formal warning, their performance-based remuneration will likely be impacted and in some cases, reduced to zero. Promotion decisions may also be impacted. Impacts may also be applied where a formal warning has not been issued. In each case, judgement is exercised as to the appropriate consequence(s) based on all the relevant circumstances.

In FY2024, there were 131 (FY2023: 129) matters involving conduct or policy breaches that resulted in formal consequences. These included 84 (FY2023: 71) *Code of Conduct* or appropriate workplace behaviour related matters and 47 (FY2023: 58) other policy matters including risk management and technology breaches. Of the 131:

- for 48 matters, termination of employment was the outcome (FY2023: 49)
- for 83 matters, a formal warning was issued (FY2023: 80). Additional consequences were applied as appropriate including additional training, adjustments to profit share and/or proposed fixed remuneration increases, and/or impact to promotion (22 individuals who received a formal warning subsequently left Macquarie before year-end outcomes were applied and 60 individuals had their profit share reduced by an average of 39%).

The 131 matters were considered isolated incidents and there was no evidence of broader systemic conduct issues.

Further details on the remuneration framework

This section describes other key features of the remuneration framework and of the employment contracts for Executive Committee members.

Other features of the remuneration framework

| | |
|--|---|
| Role-based allowances | <ul style="list-style-type: none"> Role-based allowances are a component of fixed remuneration that may be awarded to certain employees, including those identified as Material Risk Takers under UK or European regulatory requirements. These allowances are determined based on the role and organisational responsibility of the individuals. |
| Minimum shareholding requirement | <ul style="list-style-type: none"> Executive Directors are required to hold a relevant interest in MGL ordinary shares that have a value equal to 5% of an Executive Director's aggregate profit share allocations for each of the past five years (10 years for Executive Committee members), which can be satisfied by the profit share retention requirements For Executive Committee members with a minimum of 10 years of service at the Executive Director level, compliance with this policy equates to a minimum shareholding requirement of between 70% to 620% of fixed remuneration based on share values unadjusted for market price changes. |
| Promotion and New Hire Awards | <ul style="list-style-type: none"> Staff who are promoted to or hired at Associate Director, Division Director or Executive Director level receive an allocation of MEREP awards set with reference to an Australian dollar value. Currently these awards range from the equivalent of \$A25,000 to \$A175,000 depending on the Director level. |
| Performance fees (carried interest) | <ul style="list-style-type: none"> Under Macquarie Asset Management's carried interest arrangements, certain individuals with funds responsibilities may receive a portion of their deferred performance-based remuneration as a share of performance fees paid by Macquarie-managed funds The company-wide profit share pool is adjusted downwards to reflect these deferred remuneration arrangements, which are also taken into account in determining the individual's profit share allocation Consistent with market practice, these individuals are allocated an entitlement to a share of performance fees paid by a particular fund. This allocation is based on performance (including consideration of non-financial factors), seniority and the extent of the individual's involvement with and expected contribution to the particular fund An individual will not receive their entitlement until Macquarie has received performance fees towards the end of the fund's life, which is typically upwards of 10 years. For arrangements implemented prior to September 2022, the entitlement will be forfeited if their employment ceases before five years from the date of allocation. For arrangements implemented from September 2022, vesting generally starts from 3 years from fund final close. Entitlements are subject to similar forfeiture conditions as profit share Prior to joining the Executive Committee, Mr Way (who joined the Executive Committee on 1 April 2021) participated in these arrangements for certain funds in his former role. Upon joining the Executive Committee, he maintained his participation in these existing funds, but he has not been allocated any additional entitlements. No other Executive Committee members currently participate in these arrangements. |
| Hedging | <ul style="list-style-type: none"> Macquarie prohibits staff from hedging shares held to meet the minimum shareholding requirement and unvested equity held in the MEREP. |

Employment contracts

The following table summarises key features of the employment contracts for Executive Committee members including the CEO.

| | |
|-------------------------------------|---|
| Length of contract | Permanent open-ended. |
| Remuneration review period | 1 April to 31 March annually. |
| Profit share participation | Executive Committee members are eligible to be considered for a profit share allocation that ensures a large part of their remuneration is 'at risk'. Refer to pages 112-116 for details. |
| PSU participation | Executive Committee members are eligible to receive PSUs. Refer to pages 117-119 for details. |
| Termination of employment | Requires no more than three months' notice by Macquarie or the Executive Committee member (Post employment restrictions apply). |
| Post employment restrictions | Restrictions include non-solicitation provisions applicable for six months, and paid non-competition provisions applicable, at Macquarie's election, for up to three months post-termination. |

Remuneration Report

Continued

Pay for performance

This section details Macquarie's results and demonstrates the link between pay and performance.

Macquarie's results

Compared to the exceptionally strong prior year, Macquarie's NPAT and EPS both decreased by 32%, while ordinary dividends decreased by 15%. Consistent with our established remuneration framework that rewards performance across a range of financial and non-financial measures and aligns outcomes for staff with those of our shareholders, CEO awarded profit share decreased by 26% and total comparable Executive KMP awarded profit share is down 15% on the prior year. The overall decline has not resulted in a corresponding decrease in statutory remuneration, which is calculated on a different basis to awarded pay and includes the vesting of historical share-based awards from prior years.

The total compensation expense is in line with the prior year, impacted by the higher average number of staff during the year, wage inflation and unfavourable foreign exchange movements. These factors, as well as lower overall revenue, led to the significant increase in the compensation expense to income ratio (compensation ratio) to 43.1%.

Comparison of performance measures and executive remuneration measures: FY2023-2024

| | Expressed as | FY2024 | FY2023 | Increase/(Decrease) % |
|---|-----------------|--------|---------|-----------------------|
| Performance measures | | | | |
| NPAT | \$Am | 3,522 | 5,182 | (32%) |
| Basic EPS | Cents per share | 916.6 | 1,353.7 | (32%) |
| Ordinary dividends | Cents per share | 640.0 | 750.0 | (15%) |
| Return on equity | Percent | 10.8 | 16.9 | |
| Executive remuneration measures | | | | |
| Total compensation expense | \$Am | 7,273 | 7,278 | - |
| Compensation expense to income ratio | Percent | 43.1 | 38.1 | |
| Average staff headcount ⁽¹⁷⁾ | | 21,066 | 19,480 | 8% |
| Actual staff headcount ⁽¹⁷⁾ | | 20,666 | 20,509 | 1% |
| CEO awarded profit share | \$Am | 23.75 | 32.00 | (26%) |
| Total Executive KMP awarded profit share | \$Am | 80.20 | 151.59 | (47%) |
| Total comparable Executive KMP awarded profit share ⁽¹⁸⁾ | \$Am | 80.20 | 94.70 | (15%) |
| CEO statutory remuneration | \$Am | 29.37 | 30.40 | (3%) |
| Total Executive KMP statutory remuneration | \$Am | 67.19 | 150.47 | (55%) |
| Total comparable Executive KMP statutory remuneration | \$Am | 109.51 | 107.78 | 2% |

Performance over past 10 years: FY2015-2024

| Year ended 31 March | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 | 2024 |
|--|-------|-------|-------|--------|--------|--------|--------|---------|---------|--------|
| Income statement | | | | | | | | | | |
| NPAT (\$Am) | 1,604 | 2,063 | 2,217 | 2,557 | 2,982 | 2,731 | 3,015 | 4,706 | 5,182 | 3,522 |
| Basic EPS (cents per share) | 502.3 | 619.2 | 657.6 | 758.2 | 883.3 | 791.0 | 842.9 | 1,271.7 | 1,353.7 | 916.6 |
| Shareholder returns | | | | | | | | | | |
| Return on equity (%) | 14.0 | 14.7 | 15.2 | 16.8 | 18.0 | 14.5 | 14.3 | 18.7 | 16.9 | 10.8 |
| Ordinary dividends (cents per share) | 330 | 400 | 470 | 525 | 575 | 430 | 470 | 622 | 750 | 640 |
| Share price as at 31 March (\$A) | 76.67 | 66.09 | 90.20 | 102.90 | 129.42 | 85.75 | 152.83 | 203.27 | 175.66 | 199.70 |
| Annual TSR (%) to 31 March ^{(19),(20)} | 40.0 | (9.2) | 46.0 | 21.3 | 32.8 | (29.9) | 83.9 | 38.6 | (9.8) | 19.3 |
| 10 year TSR (%) to 31 March ^{(19),(20)} | 187.7 | 83.5 | 99.0 | 257.7 | 723.6 | 220.7 | 628.6 | 1,101.9 | 706.5 | 475.6 |

(17) Headcount for both FY2024 and FY2023 includes staff employed in certain operationally segregated subsidiaries (OSS).

(18) Comparable Executive KMP are KMP who are members of the Executive Committee for the full year in both FY2024 and FY2023.

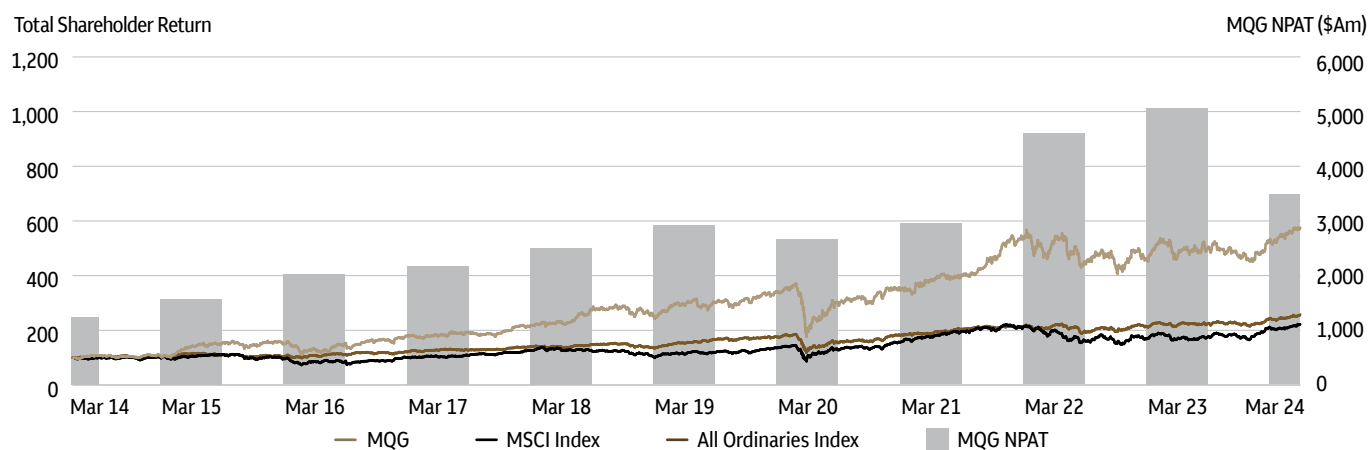
(19) TSR data reflects the reinvestment of gross dividends.

(20) Source: Bloomberg.

Total shareholder return

Macquarie's TSR over the long-term has been strong and continues to outperform both the MSCI World Capital Markets Index (MSCI Index) and the All Ordinaries Accumulation Index (All Ords Index), as shown in the chart and table below.^{(21),(22)} Macquarie's NPAT over the same period has been shown for reference.

Macquarie TSR versus the MSCI Index and All Ords Index: 31 Mar 2014 to 31 Mar 2024⁽²³⁾



| TSR Performance | MQG | All Ordinaries Index | MSCI World Capital Markets Index |
|-------------------------------|---------|----------------------|----------------------------------|
| Since listing ⁽²⁴⁾ | 13,955% | 1,335% | 220% |
| 10 years ⁽²⁵⁾ | 476% | 158% | 122% |

Source: Bloomberg.

Macquarie's ROE performance compared with an international reference group

Macquarie's ROE for FY2024 of 10.8% has decreased from 16.9% in the prior year but remains higher than the average of the international reference group. In addition, Macquarie's three, five and ten-year average annual ROE exceeds the majority of the reference group.

Reference group ROE over ten years FY2015-2024

| | 1-year average % p.a. | 3-year average % p.a. | 5-year average % p.a. | 10-year average % p.a. |
|----------------------------|--------------------------|--------------------------|--------------------------|---------------------------|
| Macquarie | 10.8 | 15.0 | 14.4 | 14.3 |
| Average of reference group | 9.5 | 14.1 | 13.2 | 12.0 |
| Company | 9.8 | 10.9 | 10.0 | 8.3 |
| Company | 7.6 | 9.2 | 7.0 | 3.7 |
| Company | 4.2 | 7.7 | 7.8 | 6.2 |
| Company | 6.7 | 6.2 | 1.8 | -0.3 |
| Company | 7.5 | 13.6 | 12.4 | 10.8 |
| Company | 16.9 | 16.3 | 15.0 | 12.9 |
| Company | -15.4 | 29.1 | 35.5 | 44.4 |
| Company | 9.4 | 12.0 | 12.1 | 10.2 |
| Company | 39.0 | 21.5 | 16.8 | 11.9 |

Source: Bloomberg where available, otherwise company reported.

(21) The MSCI World Capital Markets Index comprises a basket of companies that provide capital markets activities (defined by MSCI as asset management, investment banking and brokerage, and diversified capital markets activities).

(22) The All Ords Index comprises the 500 largest ASX listed companies by market capitalisation.

(23) All indexed to 100 on 31 March 2014.

(24) "Since listing" for MQG and All Ords Index refers to MQG listing date 29 July 1996. For MSCI, this refers to the date the MSCI World Capital Markets Index was first calculated, being 30 April 2003. Macquarie TSR calculations assume continuous listing. Therefore, they are based on Macquarie Bank Limited (ASX Code: MBL) data up to and including 2 November 2007 (the last day of trading of MBL shares), and MGL (ASX Code: MQG) data from the commencement of trading of MGL ordinary shares on 5 November 2007 onwards.

(25) For the period 31 March 2014 to 31 March 2024.

Remuneration Report

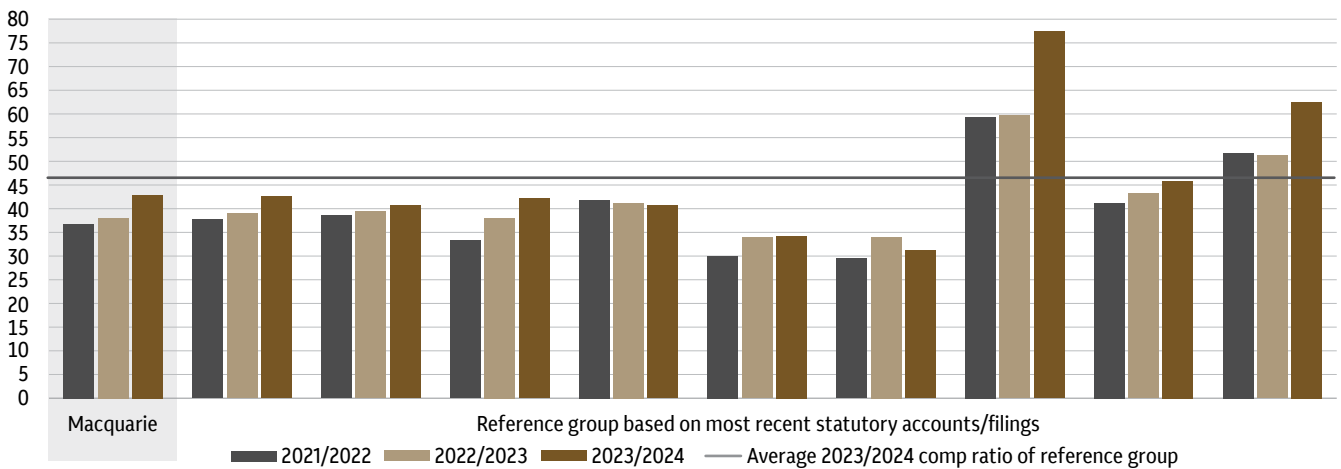
Continued

Compensation expense to income ratio

In determining the reasonableness of the company-wide profit share pool, the Board considers Macquarie's compensation ratio compared with that of the international reference group as a broad guide to assess whether the share of profits distributed to staff and shareholders is reasonable. The compensation ratio effectively adjusts for differences in size between organisations; however, some companies are or have become part of larger organisations, often with large retail operations that can distort comparisons.

In the following chart, Macquarie's compensation ratio is compared with that of the international reference group.⁽²⁶⁾ Macquarie's FY2024 compensation ratio of 43.1% is higher than previous years, as explained above, but remains below the average of our international reference group.

Compensation expense to income ratio: FY2022-2024 (%)

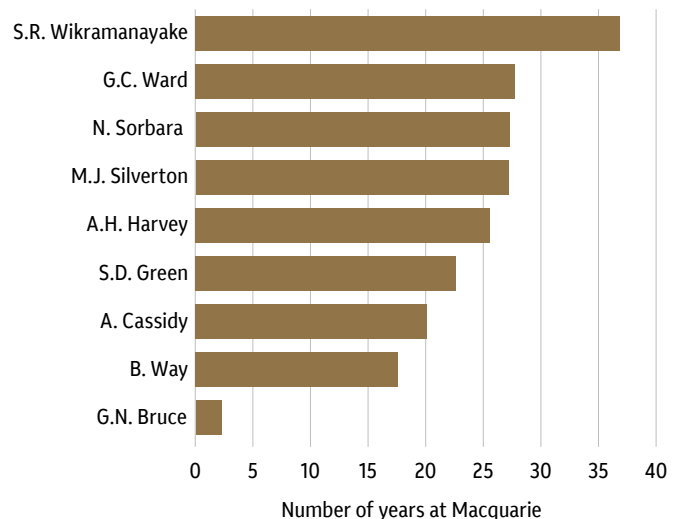


Source: Data has been calculated by Macquarie. The information is based on publicly available information for the reference group. In order to show more comparable compensation ratios, impairments have been consistently netted against net revenue in the revised calculations for some organisations.

Tenure of Executive KMP⁽²⁷⁾

One of the primary goals of our remuneration framework is to attract, motivate and retain high-performing staff. The Board's view is that we continue to achieve this goal as demonstrated by the following:

- Macquarie's Executive KMP had an average tenure of 23 years with Macquarie as at 31 March 2024.⁽²⁸⁾ Their strong leadership and deep expertise have been integral to driving company and business performance in FY2024
- as at 31 March 2024, 49% of Director-level staff had more than ten years' experience with Macquarie, while a further 24% had between five and ten years' experience with Macquarie⁽²⁹⁾
- the 4% Director-level voluntary turnover rate in FY2024 is lower than the prior year's rate of 5% and well below the voluntary turnover rate across Macquarie overall.⁽³⁰⁾



(26) The reference group comprises Bank of America Corporation, Barclays PLC, Citigroup Inc., Deutsche Bank AG, Goldman Sachs Group Inc., JPMorgan Chase & Co., Lazard Ltd, Morgan Stanley and UBS AG.

(27) This includes accumulated service at acquired companies, for example, Bankers Trust Investment Bank Australia.

(28) Excludes Simon Wright, Head of CGM, who was appointed to the Executive Committee on 1 April 2024.

(29) Data is based on active permanent staff only.

(30) Data is based on permanent regular staff only.

Executive KMP remuneration outcomes for FY2024

This section details the process for determining Executive KMP remuneration outcomes for FY2024 and demonstrates the link between pay and performance.

Process to determine Executive KMP remuneration outcomes

There is a consistent and comprehensive process for the Board and the BRC to assess the performance of the CEO and each Executive KMP during the year to enable them to determine remuneration outcomes at the end of the year. The Board is always mindful of the external focus on overall remuneration levels and has spent considerable time determining remuneration outcomes. The BRC recognises the range of expectations and has made decisions that take into consideration the perspectives of all key stakeholders. Significant judgement is applied to ensure that remuneration outcomes are aligned both with individual and company-wide performance and with outcomes delivered to our shareholders, our clients and the communities in which we operate.

As part of the Board's annual review of the Macquarie CEO's performance, the CEO meets with the Board towards the end of the financial year to consider formal documentation that outlines her views of Macquarie's and her own performance. The presentation includes a broad range of Macquarie's activities covering the following main areas:

- financial/business results
- risk management and compliance
- business leadership including customer and community outcomes
- people leadership and professional conduct consistent with the *Code of Conduct* and the principles of *What We Stand For*.

Over the course of the year the Board receives regular reports and updates on many of these areas. These are summarised in the CEO's presentation, together with additional information on matters the Board has identified for further discussion as a part of the review process. The Non-Executive Directors (NEDs) of the Board then consider the CEO's performance and progress against all of these topics in determining the CEO's remuneration for the year. A similar process is followed for the CEO of Macquarie Bank focused on MBL-specific measures.

The MGL CEO annually evaluates the performance of the other Executive KMP and considers the same factors set out above. The Board and the BRC review formal performance assessment documentation for each Executive KMP.

For the CRO and CFO, the Board and the BRC seek to ensure that their performance and remuneration outcomes reflect the independence and purpose of their functions and have not been unduly influenced by the performance of wider business activities.

The BRC also considers risk-related matters raised in the independent reports from the CRO and the Head of Internal Audit. To ensure all matters are appropriately brought to the BRC's attention and to achieve an integrated approach to remuneration that reflects prudent and appropriate risk management, there is a joint meeting of the BRC, BRiC, BAC and the BGCC.

Finally, the BRC considers remuneration levels for organisations that broadly operate in the same markets and compete for the same people as Macquarie.

Annual remuneration outcomes reflect:

- achievements against a range of financial and non-financial factors
- the recognition that our people are our greatest asset, and the importance of retaining key people to encourage innovation and pursue growth opportunities
- alignment to the outcomes delivered to shareholders
- risk management, compliance and conduct outcomes.

Details on specific factors for FY2024 are discussed below.

Executive KMP fixed remuneration outcomes

In line with our pay for performance approach to remuneration, fixed remuneration for our Executive KMP in FY2024 comprised approximately 13% of total awarded remuneration, with the balance at risk and explicitly linked to performance.

As noted in the 2023 Remuneration Report, fixed remuneration for Executive KMP in FY2024 increased for the first time since 2010, other than adjustments made when they were first appointed to the Executive Committee. The fixed remuneration levels in the table below include salary and, for Australia-based Executive KMP, superannuation.

| Role | FY2023 (\$Am) | FY2024 (\$Am) |
|---------------|---------------|---------------------|
| CEO | 0.8 | 1.5 |
| MBL CEO | 0.7 | 1.3 |
| Executive KMP | 0.7-0.75 | 1.1 ⁽³¹⁾ |

Fixed remuneration remains set at a comparatively low level, relative to the industry, and at a lower proportion of total remuneration, but sufficient to avoid inappropriate risk-taking. No increases are planned for FY2025.

(31) For US-based Executive KMP, this is equivalent to \$US750,000.

Remuneration Report

Continued

FY2024 Executive KMP profit share outcomes

The Board's determination of remuneration outcomes for FY2024 for the CEO and Executive KMP reflect the following factors:

- lower overall financial results compared to the record FY2023, reflective of the challenging market conditions during the year
- the financial performance of each Operating Group, which reflected a period of transition for some businesses amid less supportive markets
- the strong leadership of the Executive Committee, led by the CEO, to effectively role model our purpose and principles and to embed a strong risk culture
- Executive Committee collaboration to solve challenges and maximise opportunities across Operating and Central Service Groups
- the continued evolution of our businesses to remain well positioned to deliver long-term sustainable value, including alignment with areas of structural growth globally (e.g. energy transition, infrastructure for digital and demographic shifts)
- the continued focus on non-financial risks, including in areas such as climate, sustainability and technology, while also uplifting our risk management frameworks across trading, technology, cyber and data. While there were no systemic risk issues identified during the year, a legacy risk matter in MAM was taken into account in determining the MGL CEO's remuneration
- a focus on streamlining investment programs and driving greater returns on investment, following a period of significant investment in our platform
- investment in renewable energy solutions at scale, supporting the next wave of climate technologies
- maintaining strong engagement and focus on meeting regulator expectations including progress against the remediation program with APRA to ensure there is appropriate focus on MBL
- the refresh of our global employee value proposition to evolve in line with shifts in talent expectations and ensure we accurately reflect the career experience and distinct culture that Macquarie offers.

Executive KMP remuneration outcomes have also been considered in the context of the wider workforce. The BRC receives extensive reporting on remuneration outcomes and individually reviews and approves the remuneration of staff who hold regulated roles and other senior staff and has reviewed overall total remuneration levels across each business to ensure appropriate distribution of remuneration across the organisation. The BRC has also considered the compensation expense to income ratio as a guide as to whether the share of profits distributed to staff and shareholders is reasonable.

Through a challenging economic and market environment, we have given careful consideration of all these factors and we believe the following outcomes for the year are appropriate:

- CEO awarded profit share has decreased 26% on the prior year to \$A23.75 million
- total comparable Executive KMP awarded profit share of \$A80.20 million (down 15% on the prior year)
- PSU allocations of \$A4.0 million for the CEO and \$A2.8 million for other Executive KMP.

Link between ESG considerations and remuneration outcomes

The Board and management recognise the importance of sound ESG practices as part of their responsibility to clients, shareholders, employees and the communities in which Macquarie operates. The Board's and the BRC's assessment of each Executive KMP's performance against the three non-financial performance factors when determining profit share outcomes includes progress on relevant ESG initiatives.

For ESG considerations relevant to specific Executive KMP, see the commentary on pages 130-139.

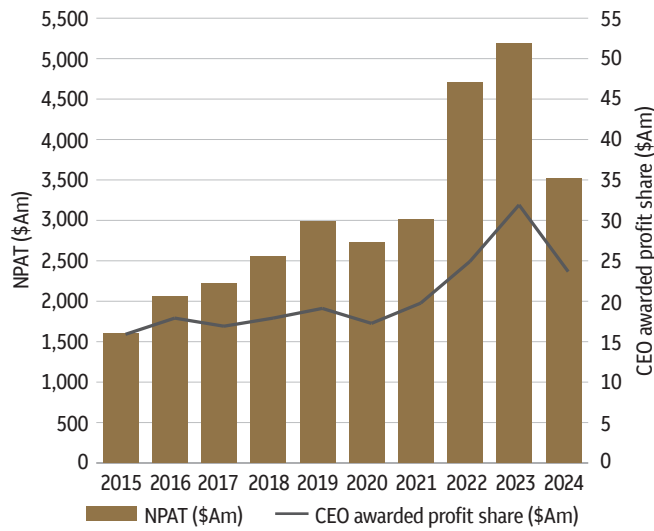
In addition to the process for Executive KMP, ESG considerations are assessed as part of other employees' individual performance and remuneration determinations where relevant to the responsibilities of their role.



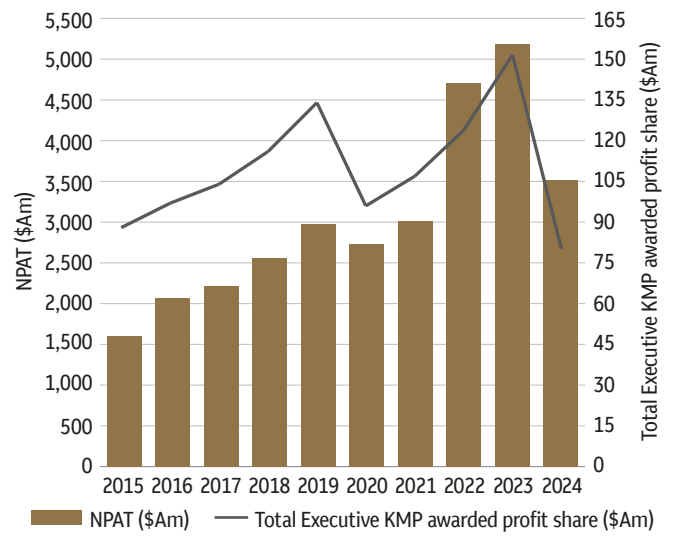
More detailed information on our ESG approach, including our eight focus areas, is available on pages 53-55 in the **ESG section** of this Annual Report and at [macquarie.com/esg](https://www.macquarie.com/esg).

To demonstrate the alignment between pay and performance, the following graphs show the multi-year alignment between CEO and total Executive KMP awarded profit share and Macquarie NPAT over a ten-year period.

CEO awarded profit share⁽³²⁾



Total Executive KMP awarded profit share⁽³³⁾



(32) For 2019, the graph reflects awarded profit share for the CEO role for FY2019. This equates to the sum of awarded profit share for Mr Moore for the period 1 April 2018 to 30 November 2018 and awarded profit share for Ms Wikramanayake for the period 1 December 2018 to 31 March 2019.

(33) For 2024, the graph does not reflect any awarded profit share for the Head of Commodities and Global Markets role given Mr O'Kane stepped down as Head of CGM and from the Executive Committee effective 27 February 2024 and resigned from Macquarie effective 18 March 2024.

Remuneration Report

Continued

Executive KMP awarded pay

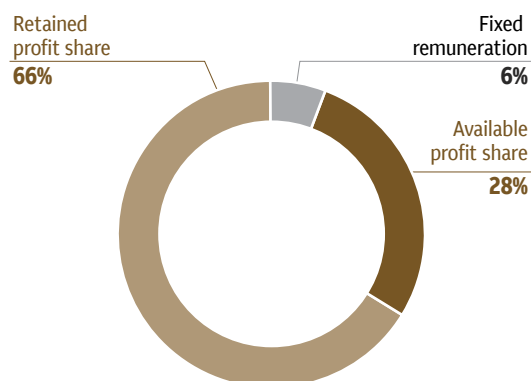
To clearly demonstrate the link between pay and performance, we have included awarded remuneration disclosures for fixed remuneration and profit share as well as highlights of each Executive KMP's performance for the year. Details of PSUs awarded and vested in the year are set out in the following sections. The tables on the following pages are additional disclosures that are prepared on a different basis to those included in the statutory disclosures in Appendix 2 and are not additive. Remuneration relating to the portion of the relevant periods that each person was an Executive KMP is disclosed.

Macquarie Group

S.R. Wikramanayake
Macquarie CEO

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|-------------------|-------------------|
| Fixed remuneration | 1,527,224 | 821,081 |
| Available profit share | 7,125,000 | 6,400,000 |
| Retained profit share | 16,625,000 | 25,600,000 |
| Total | 25,277,224 | 32,821,081 |

FY2024 Awarded remuneration



Financial/business results

- Delivered NPAT of \$A3,522 million and ROE of 10.8%, down from a record prior year which benefitted from exceptionally volatile commodity markets and strong asset realisations
- Continued growing our underlying client franchises with consistent support from capital and funding providers, while strengthening our platform amidst more challenging macroeconomic conditions
- Maintained a strong balance sheet and raised diversified funding to support business growth
- Achieved an upgrade to Macquarie's credit rating.

Risk management and compliance

- Continued to embed a robust risk culture and enhanced the conduct risk framework
- Enhanced Macquarie's risk capabilities and frameworks to ensure they remain fit for purpose and in line with changes in the external environment
- Strategically invested in building our data and technology capabilities, including in Artificial Intelligence (AI)
- Maintained strong engagement and focus on meeting regulator expectations, including making material progress on our regulatory and remediation programs.

Business leadership (including customer and community outcomes)

- Streamlined our investment programmes after a period of heavy investment and focused on driving greater return on investment
- Guided the evolution of our businesses to remain well positioned to deliver long-term sustainable value and positive social impact, including alignment with areas of structural growth globally (e.g. energy transition, digital infrastructure and demographic shifts)
- Dedicated significant time to leadership of global climate initiatives, including as a founding member of the World Bank Private Sector Investment Lab and attendance at the COP28 climate summit in Dubai
- Participated in external forums including the Australian Treasurer's investor roundtable series and the ASEAN-Australia Summit where Ms Wikramanayake was named as the Australian Government's Business Champion to progress economic opportunities with the Philippines.

People leadership and professional conduct

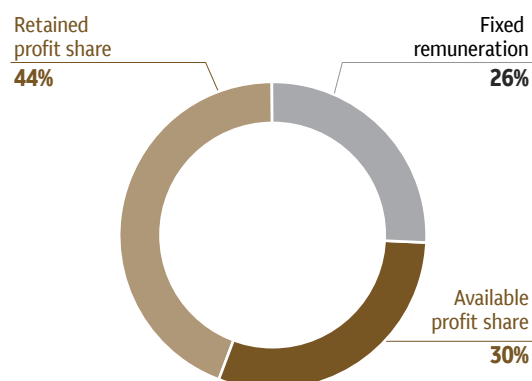
- Provided strong people leadership, reflected in consistently high Macquarie Voice Survey results with voluntary turnover levels returning to pre-pandemic levels
- Continued to drive collaboration amongst Executive Committee members to solve challenges and maximise opportunities across Operating and Central Service Groups
- Enhanced our ability to attract and retain top, diverse talent in line with market expectations by refreshing our employee value proposition
- Supported key senior CGM leaders following the departure of Mr O'Kane to ensure the senior team is positioned to build on CGM's success.

Macquarie Bank

S.D. Green
Macquarie Bank CEO

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|------------------|------------------|
| Fixed remuneration | 1,323,893 | 771,741 |
| Available profit share | 1,500,000 | 1,400,000 |
| Retained profit share | 2,250,000 | 2,100,000 |
| Total | 5,073,893 | 4,271,741 |

FY2024 Awarded remuneration



Financial/business results

- Strong management of Macquarie Bank's balance sheet including completing a range of initiatives to diversify funding
- Achieved upgrade to MBL's Moody's ratings from 'A2' to 'Aa2'
- Moody's upgrade of Macquarie International Finance Limited from A3 to A2 and short-term rating from P-2 to P-1.

Risk management and compliance

- Ongoing leadership and timely delivery of remediation plans for MBL
- Supported uplift of risk management and governance for Macquarie Bank Europe DAC and MBL London branch
- Continued to focus on proactive and transparent engagement with regulators, including through progress of key regulatory initiatives
- Enhanced the individual counterparty large exposure framework, credit concentration risk and capital management frameworks
- Continued to monitor and strengthen risk culture to protect the interests of MBL and deposit holders, including leading initiatives encouraging people to speak-up.

Business leadership (including customer and community outcomes)

- Continued to evolve the MBL CEO role to protect MBL's interests, including by embedding the MBL CEO Office to provide further independent review and challenge
- Supported the further evolution of the MBL Board, including the addition of two Bank-only Non-Executive Directors (BONDS)
- Engaged with investors, peers and external counterparties to optimally support our businesses from a funding and capital perspective, as well as ensure we are compliant with regulatory requirements
- Participated actively in external forums including as an Australian Banking Association Council member, the Hong Kong Monetary Authority / Bank for International Settlements forum and at the Boao Forum for Asia
- Continued as a member of the Macquarie Group Foundation Committee and the Social Impact Investment Advisory Committee.

People leadership and professional conduct

- Continued to lead the MBL CEO office to increase the level of review and challenge that MBL provides on a range of matters
- Reinforced the privilege of holding a banking licence by representing the interests of MBL at internal meetings and forums, including the annual strategy process and staff engagements
- Remained committed to DEI initiatives, including sponsoring the global Accessibility Action Plan and acting as an inaugural mentor for Generation Valuable (a global business partnership working to end disability exclusion).

Remuneration Report

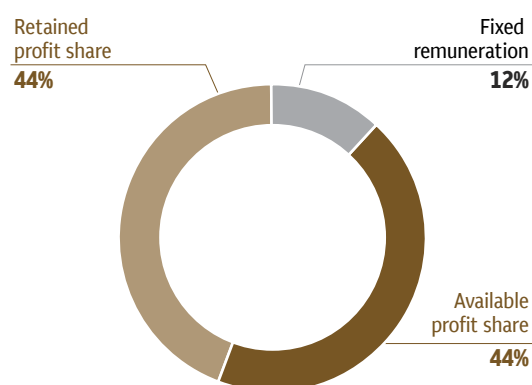
Continued

Macquarie Asset Management (MAM)

B.I. Way
Head of MAM

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|-------------------|-------------------|
| Fixed remuneration | 1,330,435 | 907,110 |
| Available profit share | 5,000,000 | 6,400,000 |
| Retained profit share | 5,000,000 | 9,600,000 |
| Total | 11,330,435 | 16,907,110 |

FY2024 Awarded remuneration



Financial/business results

- Delivered a net profit contribution of \$A1,208 million, down 48% on the prior year largely driven by delayed asset realisations in green investments and higher funding costs
- Increased base fees across Private Markets businesses and delivered strong Real Asset performance fees
- Despite difficult fundraising conditions, delivered Private Markets capital fundraising of \$A21.9 billion including record fundraising in private credit, compared to record fundraising of \$A38.2 billion in FY2023
- \$A37.6 billion equity to deploy, up 8% on FY2023.

Risk management and compliance

- Promoted a fiduciary mindset and fostered a strong risk culture through risk training, a strong emphasis on psychological safety and communicating leadership behavioural standards
- Evolved risk frameworks to manage reputational, regulatory, ESG and geopolitical risks
- Continued to prioritise Work Health and Safety (WHS) through various initiatives such as establishing critical risk expectations for key industries.

Business leadership (including customer and community outcomes)

- Evolved our platform to position MAM as a global integrated manager to better service clients and communities
- Combined private and public credit businesses into one division, MAM Credit, to deliver an integrated offering for clients
- Launched new investment strategies, including in energy transition, fund capital, and the first private markets alternatives capability in the US wealth channel
- Uplifted data, technology and processes including build-out of AI capabilities.

People leadership and professional conduct

- Invested in leadership capabilities in strategic growth areas
- Made progress on DEI with equal proportion of males and females promoted during FY2024 and an increase in female representation
- Proactively managed workforce to create reinvestment capacity for talent in strategic growth areas.

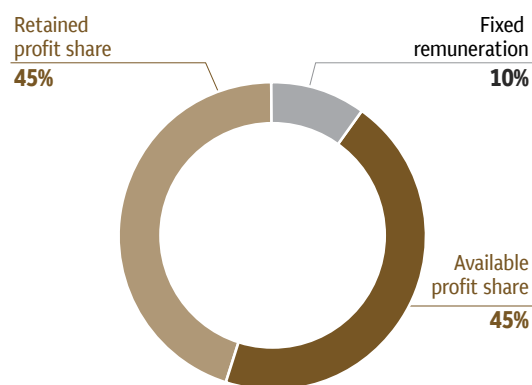
Banking and Financial Services (BFS)

G.C. Ward

Deputy Managing Director and Head of BFS

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|-------------------|-------------------|
| Fixed remuneration | 1,120,562 | 771,741 |
| Available profit share | 5,000,000 | 4,000,000 |
| Retained profit share | 5,000,000 | 6,000,000 |
| Total | 11,120,562 | 10,771,741 |

FY2024 Awarded remuneration



Financial/business results

- Delivered a net profit contribution of \$A1,241 million, up 3% on the prior year, despite market challenges
- Oversaw strong organic growth in key BFS products, with Macquarie now the fifth largest household deposit holder in Australia, the home loan book growing by 10%, and the Business Banking loan portfolio by 22% in a slowing market.

Risk management and compliance

- Ongoing commitment to investing in and refining our risk management approach to ensure it remains sustainable, efficient and fit for purpose
- Delivered a lower risk and loss profile for the home loan portfolio compared to the industry average
- Continued investment in fraud detection capabilities which has resulted in a higher detection rate compared to FY2023, despite the number of fraud attempts increasing
- Continued to invest in our complaints management process, which reduced the time to resolve a complaint.

Business leadership (including customer and community outcomes)

- Made investments in technology infrastructure to increase digital adoption and improve the reliability of our systems
- Increased customer satisfaction, as measured by our Market Net Promoter Score⁽³⁴⁾
- Digitised onboarding and maintenance processes across our deposits, banking and platform products to improve customer experience and efficiency
- Added a physical carbon emissions intensity target for our residential mortgages portfolio.

People leadership and professional conduct

- Maintained strong staff engagement
- Monitored key people risk indicators through leadership forums, including employee wellbeing, health and safe work environment
- Made consistent progress in hiring and retaining diverse talent and driving a strong culture of continuous learning.

(34) Based on the total market who have Any Financial Relationship with the specified bank, and how likely the respondent would be to recommend the specified bank to their friends and family, prepared by RFI-DBM.

Remuneration Report

Continued

Commodities and Global Markets (CGM)

N. O’Kane

Former Head of CGM

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|------------------|-------------------|
| Fixed remuneration | 1,019,528 | 723,419 |
| Available profit share | - | 17,067,000 |
| Retained profit share | - | 39,823,000 |
| Total | 1,019,528 | 57,613,419 |

Mr O’Kane stepped down as Head of CGM and from the Executive Committee effective 27 February 2024. He resigned from Macquarie effective 18 March 2024. As such, he is not eligible for a FY2024 profit share allocation. As a result of his resignation, Mr O’Kane forfeited his unvested retained profit share and unvested PSUs.

Simon Wright, who has been with Macquarie for 35 years, became Head of CGM on 28 February 2024 and joined the Executive Committee on 1 April 2024. He will be disclosed as an Executive KMP in the FY2025 Remuneration Report.

Financial/business results

- CGM delivered a net profit contribution of \$A3,213 million in FY2024, down 47% on a record prior year that benefitted from unprecedented market conditions
- CGM continued to focus on ensuring its capital and funding structure is robust, efficient and able to support the growth of its businesses and changing regulatory requirements.

Risk management and compliance

- Continued to demonstrate commitment in leading the team to uplift CGM’s risk management framework and risk culture
- Evolved CGM’s approach to non-financial risk to provide the business with a comprehensive end-to-end view of risk, with a strong focus on identifying and resolving issues
- CGM focused on proactive engagement with regulators globally, as part of both regular engagements as well as in response to specific regulatory reviews.

Business leadership (including customer and community outcomes)

- CGM maintained strong market recognition including No.1 Futures broker on the ASX;⁽³⁵⁾ awarded House of the Year for Oil and Products, Electricity and Commodities Research at the Energy Risk Awards 2023; and awarded House of the Year for Commodities Research, Derivatives, Environmental Products, Commodity Trade Finance, Natural Gas/LNG and Emissions at the Energy Risk Asia Awards 2023
- Continued to invest in our core client base by scaling existing businesses, developing new products and growing through adjacencies
- Focused on collaborative initiatives to help better understand our clients’ perspectives to provide them with holistic solutions/opportunities
- Invested in projects and initiatives that support CGM’s growth, secure our competitiveness in the market and strengthen our change project management governance and capabilities.

People leadership and professional conduct

- Continued to develop leadership bench strength focusing on the optimal organisational structure and leadership succession for CGM
- Focused on hiring, retaining and developing diverse and engaged people, and cultivating improved wellbeing and workload sustainability
- Launched a refreshed FY2024-2026 People and Culture Strategy focused on identifying and developing future leaders through targeted and effective talent mapping, pipelining and capability development to secure long term and sustained profitability of the business
- Embedded DEI considerations into all facets of the broader People and Culture Strategy for the business.

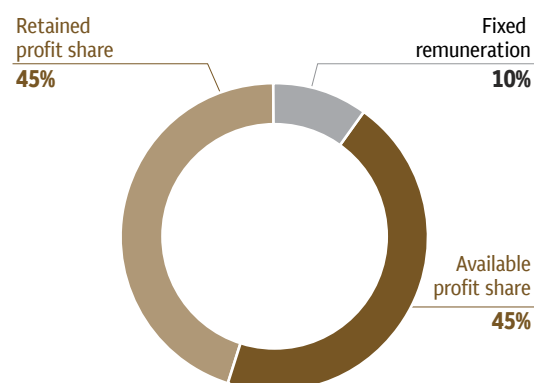
(35) As at 31 March 2024.

Macquarie Capital

M.J. Silverton
Head of Macquarie Capital

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|-------------------|-------------------|
| Fixed remuneration | 1,198,965 | 784,865 |
| Available profit share | 5,250,000 | 3,920,000 |
| Retained profit share | 5,250,000 | 5,880,000 |
| Total | 11,698,965 | 10,584,865 |

FY2024 Awarded remuneration



Financial/business results

- Delivered a net profit contribution of \$A1,051 million, up 31% on FY2023
- Investment-related income increased from FY2023
- Fee and commission income down on FY2023, with challenging market conditions for global mergers and acquisitions (M&A).

Risk management and compliance

- Continued commitment to risk culture across all activities and roles
- Pursued various initiatives to ensure appropriate funding to capitalise on opportunity
- Continued to strengthen the regulatory reporting framework to better manage complex and diverse regulatory requirements and associated controls.

Business leadership (including customer and community outcomes)

- Continued progress on strategic priority areas such as private credit and enhancing coverage niches with a focus on sell-side M&A
- Focused on delivering for clients and positioning the business for future opportunities, with ongoing focus on deploying equity and credit principal, and growing advisory in geographic and sector niches
- Maintained cost discipline of controllable costs
- Retained Macquarie Capital's leading market position in ANZ across M&A and capital markets in FY2024 (by deal count) and No.1 Global Financial Adviser in Energy Transition on the Inspiratia FY2023 Energy Transition League Table Report (by deal volume)
- Continued focus on delivering improved community outcomes, including an announced commitment to the White House's healthcare energy efficiency initiative and the inaugural winner of the Macquarie Social Impact Award for Pennsylvania Bridges project.

People leadership and professional conduct

- Despite challenging market conditions, staff engagement remains strong
- Maintained investment in core development programs and launched a Global Learning Pathway to help clarify expectations and skills required at each level, as well as to establish consistency and equity in development and experience offered to staff.

Remuneration Report

Continued

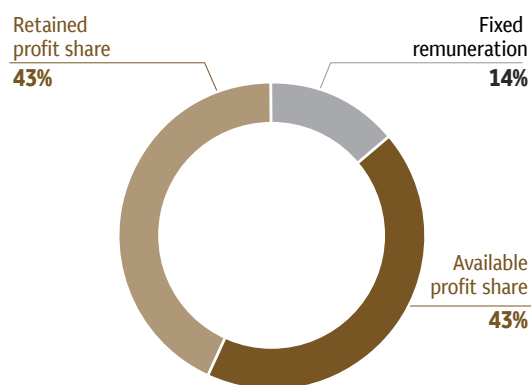
Corporate Operations Group (COG)

N. Sorbara

COO and Head of COG

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|------------------|------------------|
| Fixed remuneration | 1,120,562 | 771,741 |
| Available profit share | 3,400,000 | 3,200,000 |
| Retained profit share | 3,400,000 | 4,800,000 |
| Total | 7,920,562 | 8,771,741 |

FY2024 Awarded remuneration



Financial/business results

- Provides specialist services in technology, operations, human resources, workplace, data, digital, strategy, operational risk management, business resilience and global security, and the Macquarie Group Foundation
- Delivered bottom line cost savings of \$A195 million per annum by using data, digitalisation and automation programs to build a more scalable and resilient operating model
- Realised \$A165 million in savings to Macquarie from direct costs influenced by COG.

Risk management and compliance

- Maintained a strong risk culture, met regulatory obligations, and made substantial progress across several risk reduction programs
- Invested in technology platforms, tools and technical expertise to continue providing a safe and secure cyber environment, protecting our critical assets and data against malicious action
- Hired an experienced Chief Data Officer and accelerated execution of programs to reduce data risk
- Led the engagement with APRA and the Board in regard to the implementation of CPS 511 and, in conjunction with RMG, leading the implementation of CPS 230 across Macquarie.

Business leadership (including customer and community outcomes)

- Evolved our global workplaces including a leadership role on the successful near-completion and delivery of the Sydney Metro Martin Place project and New York office redevelopment
- Led pilots of Generative AI (GenAI) use-cases and built risk guardrails, enabling businesses to capture productivity benefits
- Strong execution on digitalisation programs for Operating and Central Service Groups, with substantial progress made on end-to-end transformation project
- Refreshed the 2025 Sustainability Plan for Macquarie's own business operations and improved the methods used to measure and track supplier emissions
- Sponsored a program of work to enhance enterprise change governance
- Launched new recruitment and digitalised remuneration platforms
- Supported 3,000 non-profit organisations with \$A67 million contributed by Macquarie employees and the Macquarie Group Foundation in FY2024.

People leadership and professional conduct

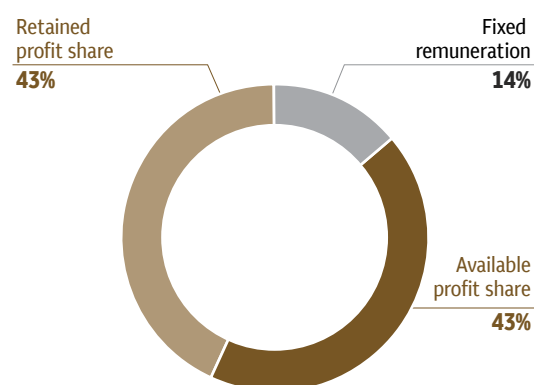
- Continued to invest in building strong leadership, technology and digitalisation skills through strategic partnerships with thought-leaders in leadership, innovation and purpose
- Optimised COG's leadership structure through key senior leadership appointments and a focus on succession planning and development
- Continued to embed a safety culture through targeted WHS initiatives, including upholding a strong safety record across the Metro Martin Place project
- Led the global rollout and embedding of Macquarie Standards across the enterprise, clarifying the behaviours required of our employees to underpin Macquarie's success, now and for the future.

Financial Management Group (FMG)

A.H. Harvey
CFO and Head of FMG

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|------------------|------------------|
| Fixed remuneration | 1,120,562 | 771,741 |
| Available profit share | 3,400,000 | 3,200,000 |
| Retained profit share | 3,400,000 | 4,800,000 |
| Total | 7,920,562 | 8,771,741 |

FY2024 Awarded remuneration



Financial/business results

- Responsible for providing strategic analysis and advice related to capital, funding, liquidity, tax and financial performance, ensuring Macquarie meets financial, regulatory and tax reporting compliance obligations, and maintaining relationships with key external stakeholders
- Advanced end-to-end transformation and Finance transformation initiatives, which has enabled more timely and accurate outcomes that enable business growth.

Risk management and compliance

- Reduced risk via transformation initiatives to improve data automation and ongoing implementation of the Enterprise Data Management Policy and framework
- Continued to mature FMG's Non-Financial Risk (NFR) Division through key senior hires and building the NFR operating model as an independent voice of risk within FMG
- Progressed initiatives on the remediation program with APRA.

Business leadership (including customer and community outcomes)

- Supported the business and customers globally through uncertain market conditions whilst maintaining a strong balance sheet through fundraising
- Maintained positive outlook based on analyst consensus and obtained ratings upgrades to both MBL and MGL
- Led Macquarie's engagement with equity and debt investors and analysts, bank and other funders, rating agencies and governments
- Collaborated and strengthened partnerships across the Operating Groups and other Central Service Groups to progress strategic initiatives, deliver transformation to reduce complexity, increase transparency and simplify structures
- Continued to Chair the Macquarie Group Foundation through an active year, including significant progress on its social impact strategy. \$A67 million contributed to 3,000 non-profit organisations by Macquarie employees and the Macquarie Group Foundation in FY2024.

People leadership and professional conduct

- Continued to make progress on FMG's multi-year transformation strategy, hiring in areas beyond 'traditional' finance roles and successfully retaining key staff and redeploying some impacted staff at the completion of change initiatives
- Strengthened risk culture through clear accountability, specific risk management performance objectives implemented across FMG and celebrating successes with FMG awards focused on positive risk culture outcomes
- Continued to prioritise and invest in the FMG DEI action plan globally, fostering a culture of inclusion and actively working towards increasing representation of under-represented groups at senior leadership levels.

Remuneration Report

Continued

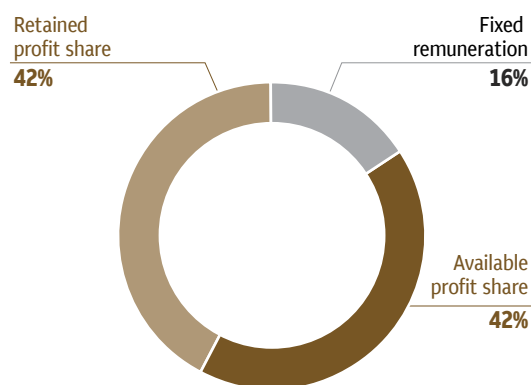
Risk Management Group (RMG)

A. Cassidy

CRO and Head of RMG

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|------------------|------------------|
| Fixed remuneration | 1,120,562 | 771,741 |
| Available profit share | 2,800,000 | 1,800,000 |
| Retained profit share | 2,800,000 | 2,700,000 |
| Total | 6,720,562 | 5,271,741 |

FY2024 Awarded remuneration



Financial/business results

- Responsible for providing independent review and challenge, oversight, monitoring and reporting in relation to Macquarie's material risks
- Investment in systems and capabilities to ensure regulatory and business expectations are being met
- Enhanced the RMG operating model by continuing to invest in our people, data and technology capabilities.

Risk management and compliance

- Continued to support and embed the remediation program with APRA
- Focused on ensuring that our engagement with regulators is open, transparent and constructive in line with Macquarie's Regulator Engagement Framework
- Drove material initiatives to maintain the Risk Management Framework and set effective guardrails for risk taking including in areas such as obligations management, trade surveillance, anti-money laundering and financial risk management
- Modelled and reinforced key risk behaviours including the importance of a 'speak up culture' and supervisory oversight.

Business leadership (including customer and community outcomes)

- Enhanced risk frameworks and capabilities including in areas such as climate, sustainability and technology
- Invested in operational resilience frameworks to respond to changes in the external operating environment (e.g. cyber security risk) and to support regulatory expectations, noting the interconnectedness of the financial system and greater reliance on third-party service providers
- Continued to lead the company-wide Net Zero and Climate Risk Program and launched Macquarie's Greenwashing Standard.

People leadership and professional conduct

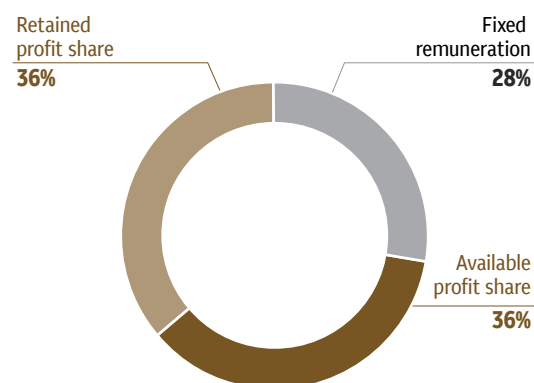
- Introduced a refreshed RMG Strategy and continued to embed the RMG and Macquarie purpose statements
- Developed succession plans for senior leadership across RMG, including a focus on diverse talent.

Legal and Governance Group (LGG)

G.N. Bruce
GGC and Head of LGG

| Awarded remuneration (\$A) | FY2024 | FY2023 |
|----------------------------|------------------|------------------|
| Fixed remuneration | 1,120,562 | 771,741 |
| Available profit share | 1,500,000 | 1,160,000 |
| Retained profit share | 1,500,000 | 1,740,000 |
| Total | 4,120,562 | 3,671,741 |

FY2024 Awarded remuneration



Financial/business results

- Responsible for providing legal and corporate governance services, including strategic legal and governance advice and risk assessment on corporate transactions, treasury and funding, insurance, regulatory enquiries and litigation
- Implemented initiatives to enhance the LGG operating model by continuing to invest in our people and processes.

Risk management and compliance

- Continued commitment and investment to ensure risk management approach is sustainable, efficient and fit-for-purpose, particularly for legal and governance risk types
- Played a central role in delivering the ongoing program of regulatory work, which is important to maintain our social licence to operate, including good progress on the remediation program with APRA
- Provided oversight and support for the delivery of the FAR.

Business leadership (including customer and community outcomes)

- Completed second full year as GGC, Head of LGG and as an Executive Committee member
- Continued delivery of strategy to protect and represent the interests of Macquarie as one community of legal and governance professionals
- Continued as a member of the Macquarie Group Foundation Committee.

People leadership and professional conduct

- Maintained strong staff engagement, and continued to emphasise a high performing and inclusive culture, role-modelling advocacy for diverse talent
- Developed professional standards for LGG in support of Macquarie's purpose, and principles of *What We Stand For*, which are now embedded in annual review feedback assessments
- Continued investment in staff capabilities through tailored skills programs and partnerships, as well as pro bono opportunities.

Remuneration Report

Continued

Executive KMP – Allocation of PSUs for FY2024

As set out on page 117, individual PSU allocations were determined based on their role as members of the Executive Committee and contribution to driving the collective performance of Macquarie (taking into consideration both financial and non-financial factors), including their collaboration across businesses.

The number of PSUs to be allocated will be calculated by dividing the face value of the PSU award by the price of MGL ordinary shares on or around the date of grant.

Approval will be sought at Macquarie's 2024 AGM to allocate PSU awards to the Macquarie CEO, who is also an Executive Voting Director.

The table below sets out PSU awards to current Executive KMP but does not include former Executive KMP who received PSU awards in the prior year.

| Executive KMP | Face value of the FY2024 PSU award (\$A) | Face value of the FY2023 PSU award (\$A) |
|--------------------|--|--|
| S.R. Wikramanayake | 4,000,000 | 4,000,000 |
| G.N. Bruce | 2,800,000 | 2,800,000 |
| A. Cassidy | 2,800,000 | 2,800,000 |
| S.D. Green | 2,800,000 | 2,800,000 |
| A.H. Harvey | 2,800,000 | 2,800,000 |
| M.J. Silverton | 2,800,000 | 2,800,000 |
| N. Sorbara | 2,800,000 | 2,800,000 |
| G.C. Ward | 2,800,000 | 2,800,000 |
| B.I. Way | 2,800,000 | 2,800,000 |

Page 118 sets out details of the performance hurdles and vesting periods applicable to these awards.

Executive KMP – PSUs vesting during FY2024

The PSUs that completed their performance period on 30 June 2023 comprised the second tranche of those awards granted in 2019.⁽³⁶⁾ The performance hurdle tests were performed using data sourced from Bloomberg for all companies in the international reference group (as well as Macquarie) and the calculations were reviewed independently.

The results showed that the performance hurdles:

- based on the EPS CAGR in Macquarie's reported financial year was partially met, and
- based on Macquarie's relative average annual ROE compared to the international reference group was fully met.

As a result, 96% of the awards became exercisable on 1 July 2023, as shown below:

| PSU tranche | EPS CAGR Hurdle | | | ROE Hurdle | | |
|----------------|---------------------------------------|------------------|-------------|---------------------------------------|---|------------------|
| | Macquarie result (for vesting period) | Hurdle | Outcome | Macquarie result (for vesting period) | Hurdle | Outcome |
| 2019 Tranche 2 | 11.26% | 50% at 7.5% CAGR | 92% | 15.34% (88th percentile) | 50% above the 50th percentile ⁽³⁷⁾ | 100% exercisable |
| | | 100% at 12% CAGR | exercisable | | 100% at the 75th percentile ⁽³⁷⁾ | |

(36) PSUs awarded prior to FY2020 vested in two equal tranches after three and four years.

(37) International reference group ROE at 50th percentile 12.73% and international reference group ROE at 75th percentile 14.56%.

Remuneration governance

Effective governance is central to Macquarie's remuneration strategy and approach. The key elements of Macquarie's remuneration governance framework are described below.

| BOARD | |
|--|--|
| Board Remuneration Committee | Board Risk Committee, Board Audit Committee & Board Governance and Compliance Committee |
| Oversees remuneration policies and practices, and makes recommendations to the Board | Discusses any relevant matters that may impact remuneration in a joint meeting with the Board Remuneration Committee |

Strong Board oversight

The Board oversees Macquarie's remuneration framework and its effective application. The Board has a BRC whose objective is to assist the Board with Macquarie's remuneration policies and practices. The BRC currently comprises three independent NEDs as set out earlier in the Directors' Report.

The BRC members have the required experience and expertise in human resources, remuneration and risk to enable them to achieve effective governance of the remuneration framework. The BRC has a regular meeting cycle and met seven times during FY2024. Attendance at meetings by the BRC members is set out on page 95. Strict processes are in place to ensure conflicts of interest are appropriately managed.

The MBL BRC (established in 2022) works closely with the BRC to assist the MBL Board with its oversight of remuneration policies and practices applying to staff of Macquarie Bank.

BRC responsibilities

The BRC pays close attention to the design and operation of remuneration practices for all Macquarie staff, not just for the most senior executives. The responsibilities of the BRC are outlined in its Charter, which is reviewed and approved annually by the Board.

 The Charter is available at [macquarie.com/corporate-governance](https://www.macquarie.com/corporate-governance)

Some of the responsibilities include:

- overseeing the process for the annual review by the Board of the CEO's, MBL CEO's and other Executive KMPs' performance
- recommending to the Board the remuneration outcomes for all Executive KMP, other roles specified under CPS 511 and other senior executives
- assessing the effectiveness of the *Remuneration Policy* to ensure compliance with legal and regulatory requirements, as well as to support the alignment of remuneration with prudent risk-taking and professional conduct across the organisation
- recommending the *Remuneration Policy* to the Board for approval.

Alignment to risk

The BRC liaises with the BRIC, BAC and BGCC to ensure there is effective co-ordination between the Committees to assist in producing an integrated approach to remuneration that reflects prudent and appropriate risk management.

As set out on page 122, the CRO and the Head of Internal Audit provide the BRC with independent reports detailing significant risk and internal audit matters (financial and non-financial) including those relating to incidents, issues, and regulatory and litigation matters. A joint meeting of the BRC, BRiC, BAC and BGCC is held to discuss these matters, with the CRO and the Head of Internal Audit in attendance. The GGC attends as required to provide a further source of independent input, including on matters that might lead to a malus or clawback determination.

Engagement with external stakeholders

The Chair of the Board and the BRC Chair undertook a series of meetings with investors and proxy advisors during the year to communicate our remuneration approach and to hear any concerns raised by the investor community.

They also engaged with APRA during the year regarding Macquarie's implementation of CPS 511.

Remuneration Report

Continued

Independent remuneration review

The BRC has retained Pay Governance as its independent remuneration consultant, for the use of the Board to obtain advice on the appropriateness of Macquarie's remuneration framework.

The only service that Pay Governance provides to Macquarie is executive compensation consulting to the BRC. Pay Governance has not made any remuneration recommendations, as defined by the *Corporations Act 2001* (Cth) (the Act). The BRC is responsible for making decisions within the terms of its Charter. Pay Governance's terms of engagement set out their independence from members of Macquarie's management. This year, Pay Governance:

- provided information on global remuneration and regulatory trends
- considered alignment with shareholder interests
- compared individual remuneration for Executive KMP where relevant comparator company information was available
- considered Macquarie's overall remuneration approach compared to comparator company organisations.

Pay Governance's findings included that:

- the objectives of Macquarie's remuneration framework are similar to those cited by other leading global investment banks
- Macquarie's remuneration components support its remuneration objectives and principles and are largely consistent with practices at other leading global investment banks, including that performance-based remuneration takes risk management into account.

Non-Executive Director remuneration

The Board seeks to appoint and appropriately remunerate high calibre NEDs. Reflecting the Board's role, the remuneration arrangements applicable to NEDs, as outlined in this section, differ significantly from the arrangements applicable to executives.

Non-Executive Director remuneration

Non-Executive Director fees are set acknowledging the level required to appropriately remunerate highly qualified NEDs who have the relevant skills and experience to govern as a member of the Board.

The NED remuneration framework seeks to remunerate high calibre directors by:

- setting an overall fee that reflects the scale and complexity of Macquarie including additional risk management and regulatory responsibilities and the global financial nature of Macquarie's activities
- setting Board and Board Committee fees to reflect the time commitment to meet the responsibilities involved in the annual scheduled calendar, taking into account market rates for relevant organisations and market trends
- paying separate fees for additional responsibilities that may arise on an ad hoc basis
- delivering these fees in a form that is not contingent on Macquarie's performance
- setting a minimum shareholding requirement to align the interests of NEDs with MGL shareholders.

The Board ensures that MGL NED remuneration does not exceed the Macquarie shareholder approved maximum amount. Shareholders approved the current limit (\$A5.0 million per annum) at MGL's 2019 AGM. Where MGL NEDs are also members of the MBL Board, their fees include those payable for acting as a director of MBL.

Board and Board Committee fees are reviewed annually.⁽³⁸⁾ An internal review of NED fees was completed during the year. The Boards determined, following this review, that Board and Board Committee fees would remain unchanged.

The CEO is not remunerated separately for acting as an Executive Voting Director.

Unlike Macquarie executives, NEDs are not granted equity, nor are they eligible to receive profit share payments. There are no termination payments to NEDs on their retirement from office other than payments relating to their accrued superannuation contributions comprising part of their remuneration, if any.

NEDs may elect to receive their remuneration, in part, in the form of superannuation contributions over and above the minimum level of contribution required under applicable legislation.

Minimum shareholding requirement for Non-Executive Directors

To align the interests of the Board with shareholders, the Board has a minimum shareholding requirement for MGL NEDs to have a meaningful direct shareholding in Macquarie.

The minimum shareholding requirement for:

- NEDs other than the Chair: an investment equivalent to one times the average annual aggregate NED fee for the financial year ending prior to their appointment. Where a MGL NED is also on the MBL Board, this calculation will reflect the aggregate fee for acting as a MGL NED and MBL NED
- the Chair: an investment equivalent to one times the annual Chair fee. Where the Chair is also the MBL Chair, this calculation will reflect the aggregate fee for the role of MGL Chair and MBL Chair.

The above requirements are to be met within three years from appointment with one third of the requirement to be held after one year, two thirds after two years and in full after three years.

Under Macquarie's *Trading Policy*, NEDs may only trade Macquarie securities during designated trading windows and are prohibited from hedging shares held to meet this minimum shareholding requirement. Each NED's current holding of MGL ordinary shares is included on page 94.

The annual Board and Board Committee fees are set out in the table below.

| Annual Director Fees ⁽³⁹⁾ | Chair \$A ⁽⁴⁰⁾ | Member \$A |
|--|------------------------------|---------------|
| Board | 935,000 | 275,000 |
| Board Audit Committee (BAC) | 80,000 | 37,000 |
| Board Governance and Compliance Committee (BGCC) | 80,000 | 37,000 |
| Board Remuneration Committee (BRC) | 80,000 | 37,000 |
| Board Risk Committee (BRiC) | 80,000 | 37,000 |
| Board Nominating Committee (BNC) | n/a | 18,500 |

(38) MGL has five standing Board Committees.

(39) Where applicable, annual director fees include all fees payable by MGL to a NED for acting as a director of MGL and MBL, including attending and participating in any board committee meetings.

(40) The Chair of the Board does not receive Board Committee membership fees.

Remuneration Report

Continued

This page has been intentionally left blank.

Appendix 1: Key Management Personnel (KMP) for FY2024

All the individuals listed below have been determined to be KMP for FY2024 for the purposes of the Act and as defined by AASB 124 *Related Party Disclosures*. KMP include Executive Voting Directors and executives with authority and responsibility for planning, directing and controlling the activities of MGL and its controlled entities (together making Executive KMP) and NEDs. MGL's NEDs are required by the Act to be included as KMP for the purposes of disclosures in the Remuneration Report. However, the NEDs do not consider themselves part of management.

| Name | Position | Term as KMP for FY2024 |
|----------------------------------|--|--|
| Executive Voting Director | | |
| S.R. Wikramanayake | CEO | Full year |
| Non-Executive Directors | | |
| J.R. Broadbent AC | Independent Director | Full year |
| P.M. Coffey | Independent Director | Full year |
| M.A. Hinchliffe | Independent Director | Full year |
| S.J. Lloyd-Hurwitz | Independent Director | Appointed to the Board effective from 1 June 2023 |
| R.J. McGrath | Independent Director | Full year |
| M. Roche | Independent Director | Full year |
| G.R. Stevens AC | Independent Chair | Full year |
| N.M. Wakefield Evans AM | Independent Director | Ceased to be a member of the Board on 29 February 2024 |
| Executives⁽⁴¹⁾ | | |
| G.N. Bruce | GGC, Head of LGG | Full year |
| A. Cassidy | CRO, Head of RMG | Full year |
| S.D. Green | Macquarie Bank CEO | Full year |
| A.H. Harvey | CFO, Head of FMG | Full year |
| N. O'Kane | Former Head of CGM | Ceased to be a member of the Executive Committee on 27 February 2024 |
| M.J. Silverton | Head of Macquarie Capital | Full year |
| N. Sorbara | COO, Head of COG | Full year |
| G.C. Ward | Deputy Managing Director and Head of BFS | Full year |
| B.I. Way | Head of MAM | Full year |

(41) Except where otherwise indicated, all of the executives as well as the CEO were members of the Executive Committee as at 3 May 2024. Simon Wright, Head of CGM, was appointed to the Executive Committee on 1 April 2024.

Remuneration Report

Continued

Appendix 2: Executive KMP remuneration disclosure (in accordance with Australian Accounting Standards)

| Name | Position | Year | SHORT-TERM EMPLOYEE BENEFITS | | |
|---|---------------------------------------|------|--|---|---|
| | | | Salary (including superannuation) \$A | Performance related remuneration \$A | Total short-term employee benefits \$A |
| Executive Voting Director | | | | | |
| S.R. Wikramanayake | Macquarie Group CEO | 2024 | 1,527,224 | 7,125,000 | 8,652,224 |
| | | 2023 | 821,081 | 6,400,000 | 7,221,081 |
| Executives | | | | | |
| G.N. Bruce ⁽⁴²⁾ | GGC, Head of LGG | 2024 | 1,120,562 | 1,500,000 | 2,620,562 |
| | | 2023 | 771,741 | 1,160,000 | 1,931,741 |
| A. Cassidy | CRO, Head of RMG | 2024 | 1,120,562 | 2,800,000 | 3,920,562 |
| | | 2023 | 771,741 | 1,800,000 | 2,571,741 |
| S.D. Green | Macquarie Bank CEO | 2024 | 1,323,893 | 1,500,000 | 2,823,893 |
| | | 2023 | 771,741 | 1,400,000 | 2,171,741 |
| A.H. Harvey | CFO, Head of FMG | 2024 | 1,120,562 | 3,400,000 | 4,520,562 |
| | | 2023 | 771,741 | 3,200,000 | 3,971,741 |
| M.J. Silverton ⁽⁴³⁾ | Head of Macquarie Capital | 2024 | 1,198,965 | 5,250,000 | 6,448,965 |
| | | 2023 | 784,865 | 3,920,000 | 4,704,865 |
| N. Sorbara | COO, Head of COG | 2024 | 1,120,562 | 3,400,000 | 4,520,562 |
| | | 2023 | 771,741 | 3,200,000 | 3,971,741 |
| G.C. Ward | Deputy Managing Director, Head of BFS | 2024 | 1,120,562 | 5,000,000 | 6,120,562 |
| | | 2023 | 771,741 | 4,000,000 | 4,771,741 |
| B.I. Way ⁽⁴⁴⁾ | Head of MAM | 2024 | 1,330,435 | 5,000,000 | 6,330,435 |
| | | 2023 | 907,110 | 6,400,000 | 7,307,110 |
| Total Remuneration - Comparable Executive KMP | | 2024 | 10,983,327 | 34,975,000 | 45,958,327 |
| | | 2023 | 7,143,502 | 31,480,000 | 38,623,502 |
| Former Executives | | | | | |
| N. O'Kane ⁽⁴⁵⁾ | Former Head of CGM | 2024 | 1,019,528 | - | 1,019,528 |
| | | 2023 | 723,419 | 17,067,000 | 17,790,419 |
| Total Remuneration - Executive KMP (including former Executives) | | 2024 | 12,002,855 | 34,975,000 | 46,977,855 |
| | | 2023 | 7,866,921 | 48,547,000 | 56,413,921 |

(42) Ms Bruce was hired by Macquarie on 1 January 2022 and appointed to the Executive Committee on 2 March 2022. To secure Ms Bruce's appointment, the Board determined it was necessary and appropriate to provide competitive remuneration arrangements. This included awarding a minimum profit share allocation of \$A2.619 million for the performance year ending 31 March 2023 (subject to Macquarie's standard remuneration arrangements) and a minimum PSU allocation of face value \$A2.0 million for FY2023 (subject to the performance hurdles and other conditions applicable to the PSU allocations awarded to other Executive Committee members).

(43) Mr Silverton is paid in US dollars. As a US tax resident, Mr Silverton's remuneration is subject to US social security and Medicare taxes, payable by Macquarie. Amounts of \$A217,665 and \$A189,509 were paid during FY2023 and FY2024, respectively, and are not included in Mr Silverton's statutory remuneration.

(44) Mr Way is paid in US dollars. As a US tax resident, Mr Way's remuneration is subject to US social security and Medicare taxes, payable by Macquarie. An amount of \$A18,843 and \$A132,130 was paid during FY2023 and FY2024, respectively, and are not included in Mr Way's statutory remuneration.

(45) Mr O'Kane ceased to be a member of the Executive Committee on 27 February 2024 and resigned from Macquarie effective 18 March 2024. In compliance with Macquarie's standard remuneration arrangements and as a result of his resignation, Mr O'Kane forfeited his unvested retained profit share and unvested PSUs. In accordance with accounting requirements this resulted in a net reversal of previously recognised remuneration expense consisting of \$A10.3 million for forfeited retention notionally invested in Macquarie-managed fund equity and \$A33.4 million of amortisation for forfeited equity awards during FY2024.

| LONG-TERM EMPLOYEE BENEFITS | | | SHARE BASED PAYMENTS | | | | Total remuneration \$A | Percentage of remuneration that consists of PSUs % |
|--------------------------------|---|--|----------------------|--------------------|-----------------------------------|---------------------|---------------------------|---|
| Restricted profit share \$A | Earnings on prior years' restricted profit share \$A | Total long-term employee benefits \$A | Equity awards \$A | PSUs \$A | Total share-based payments \$A | | | |
| 1,662,500 | 1,785,358 | 3,447,858 | 16,179,390 | 1,091,832 | 17,271,222 | 29,371,304 | 4% | |
| 2,560,000 | 2,642,127 | 5,202,127 | 15,000,954 | 2,980,078 | 17,981,032 | 30,404,240 | 10% | |
| 150,000 | 21,083 | 171,083 | 680,276 | 1,168,968 | 1,849,244 | 4,640,889 | 25% | |
| 174,000 | 5,132 | 179,132 | 407,908 | 737,125 | 1,145,033 | 3,255,906 | 23% | |
| 280,000 | 57,094 | 337,094 | 1,323,780 | 1,363,717 | 2,687,497 | 6,945,153 | 20% | |
| 270,000 | 42,610 | 312,610 | 870,592 | 936,669 | 1,807,261 | 4,691,612 | 20% | |
| 225,000 | 69,930 | 294,930 | 1,295,980 | 1,276,407 | 2,572,387 | 5,691,210 | 22% | |
| 210,000 | 71,782 | 281,782 | 981,118 | 936,669 | 1,917,787 | 4,371,310 | 21% | |
| 340,000 | 275,651 | 615,651 | 3,895,780 | 1,100,275 | 4,996,055 | 10,132,268 | 11% | |
| 480,000 | 343,104 | 823,104 | 3,846,002 | 1,870,796 | 5,716,798 | 10,511,643 | 18% | |
| 525,000 | 342,859 | 867,859 | 5,098,054 | 830,053 | 5,928,107 | 13,244,931 | 6% | |
| 588,000 | 393,301 | 981,301 | 4,770,628 | 1,758,795 | 6,529,423 | 12,215,589 | 14% | |
| 340,000 | 276,976 | 616,976 | 3,907,448 | 1,100,275 | 5,007,723 | 10,145,261 | 11% | |
| 480,000 | 344,233 | 824,233 | 3,856,298 | 1,870,796 | 5,727,094 | 10,523,068 | 18% | |
| 1,000,000 | 741,822 | 1,741,822 | 4,684,026 | 838,734 | 5,522,760 | 13,385,144 | 6% | |
| 1,200,000 | 946,218 | 2,146,218 | 4,606,203 | 2,109,455 | 6,715,658 | 13,633,617 | 15% | |
| 2,500,000 | 2,971,001 | 5,471,001 | 2,787,411 | 1,363,717 | 4,151,128 | 15,952,564 | 9% | |
| 4,800,000 | 2,669,933 | 7,469,933 | 2,456,941 | 936,669 | 3,393,610 | 18,170,653 | 5% | |
| 7,022,500 | 6,541,774 | 13,564,274 | 39,852,145 | 10,133,978 | 49,986,123 | 109,508,724 | | |
| 10,762,000 | 7,458,440 | 18,220,440 | 36,796,644 | 14,137,052 | 50,933,696 | 107,777,638 | | |
| (10,281,020) | 297,845 | (9,983,175) | (29,037,486) | (4,315,830) | (33,353,316) | (42,316,963) | 10% | |
| 3,982,300 | 1,220,197 | 5,202,497 | 17,593,725 | 2,109,455 | 19,703,180 | 42,696,096 | 5% | |
| (3,258,520) | 6,839,619 | 3,581,099 | 10,814,659 | 5,818,148 | 16,632,807 | 67,191,761 | | |
| 14,744,300 | 8,678,637 | 23,422,937 | 54,390,369 | 16,246,507 | 70,636,876 | 150,473,734 | | |

Remuneration Report

Continued

Additional information regarding the statutory remuneration disclosures set out in this Appendix

The remuneration disclosures set out in this Appendix have been prepared in accordance with Australian Accounting Standards and differ to the additional disclosures set out on pages 130-139.

Under the requirements of AASB 124 *Related Party Disclosures*, the remuneration disclosures for the years ended 31 March 2024 and 31 March 2023 only include remuneration relating to the portion of the relevant periods that each person was an Executive KMP.

The following information provides more detail regarding some of the column headings in this Appendix:

1. Short-term employee benefits:
 - (a) Salary: includes salary, superannuation, any accrual for long service leave and other benefits.
 - (b) Performance-related remuneration: this represents the cash portion of each person's profit share allocation for the reporting period as an Executive KMP.
2. Long-term employee benefits:
 - (a) Restricted profit share: this represents the amount of retained profit share awarded for the current period that is deferred to future periods and held as a notional investment in Macquarie-managed fund equity (DPS Plan).
 - (b) Earnings on prior years' restricted profit share: Profit share amounts retained under the DPS Plan are notionally invested in Macquarie-managed funds, providing Executive Directors with an economic exposure to the underlying investments. Executive Directors are each entitled to amounts equivalent to the investment earnings (dividends/distributions and security price appreciation) on the underlying securities. The notional returns are calculated based on Total Shareholder Return. Where these amounts are positive, they may be paid to Executive Directors and are included in these remuneration disclosures as part of 'Earnings on prior years' restricted profit share'. If there is a notional loss, this loss will be offset against any future notional income until the loss is completely offset and is reported as a negative amount in the same column. These earnings reflect the investment performance of the assets in which prior years' retained amounts have been notionally invested. Their inclusion in the individual remuneration disclosures on the previous pages may, therefore, cause distortions when year-on-year remuneration trends are examined. They do not reflect remuneration review decisions made about the individual's current year performance.
3. Share-based payments:
 - (a) Equity awards including shares: This represents the current year expense for retained profit share that is invested in MGL ordinary shares under the MEREP as described on page 115. This is recognised as an expense over the respective vesting periods, or service period if shorter, as described on page 114 and includes amounts relating to prior years equity awards that have been previously disclosed. Equity awards in respect of FY2024 performance will be granted during FY2025; however, Macquarie begins recognising an expense for these awards (based on an initial estimate) from 1 April 2023. The expense is estimated using the price of MGL ordinary shares as at 31 March 2024 and the number of equity awards expected to vest. In the following financial year, Macquarie will adjust the accumulated expense recognised for the final determination of the accounting fair value for each equity award when granted and will use this validation for recognising the expense over the remaining vesting period.
 - (b) PSUs: This represents the current year expense for PSUs that is recognised over the vesting period as described on page 117. This includes amounts relating to prior years' PSU awards. PSU awards in respect of FY2024 will be granted during FY2025; however, Macquarie begins recognising an expense for these awards (based on an initial estimate) from 1 April 2023. The expense is estimated using the price of MGL ordinary shares as at 31 March 2024 and the number of PSUs expected to vest. The estimate also incorporates an interest rate to maturity of 3.97% per annum (3.99% for grants to the CEO and the MBL CEO), expected vesting date of 1 July 2028 (1 July 2029 for the CEO and the MBL CEO), and a dividend yield of 3.76% per annum. In the following financial year, Macquarie will adjust the accumulated expense recognised for the final determination of the accounting fair value for each PSU when granted and will use this validation for recognising the expense over the remaining vesting period. Performance hurdles attached to the PSUs allow for PSUs to become exercisable upon vesting only when the relevant performance hurdles are met. The current year expense is reduced for previously recognised remuneration expense where performance hurdles have not been met, have been partially met or are not expected to be met.

Appendix 3: Non-Executive Director remuneration

The remuneration arrangements for all the persons listed below as NEDs are described on page 143 of the Remuneration Report. The fees shown include fees paid as members of both the MGL and MBL Boards.

| | Year | Fees \$A | Other benefits ⁽⁴⁶⁾ \$A | Total compensation \$A |
|---|------|------------------|---------------------------------------|---------------------------|
| J.R. Broadbent AC ⁽⁴⁷⁾ | 2024 | 398,565 | - | 398,565 |
| | 2023 | 378,000 | - | 378,000 |
| P.M. Coffey ⁽⁴⁸⁾ | 2024 | 410,500 | - | 410,500 |
| | 2023 | 415,000 | - | 415,000 |
| M.J. Coleman ⁽⁴⁹⁾ | 2024 | - | - | - |
| | 2023 | 143,891 | 6,300 | 150,191 |
| M.A. Hinchliffe ⁽⁵⁰⁾ | 2024 | 410,500 | - | 410,500 |
| | 2023 | 388,979 | 6,300 | 395,279 |
| S.J. Lloyd-Hurwitz ⁽⁵¹⁾ | 2024 | 294,712 | - | 294,712 |
| | 2023 | - | - | - |
| R.J. McGrath ⁽⁵²⁾ | 2024 | 408,565 | - | 408,565 |
| | 2023 | 396,667 | - | 396,667 |
| M. Roche ⁽⁵³⁾ | 2024 | 404,500 | - | 404,500 |
| | 2023 | 396,667 | - | 396,667 |
| G.R. Stevens AC ⁽⁵⁴⁾ | 2024 | 935,000 | - | 935,000 |
| | 2023 | 872,903 | - | 872,903 |
| N.M. Wakefield Evans AM ⁽⁵⁵⁾ | 2024 | 340,700 | - | 340,700 |
| | 2023 | 445,833 | - | 445,833 |
| P.H. Warne ⁽⁵⁶⁾ | 2024 | - | - | - |
| | 2023 | 100,538 | - | 100,538 |
| Total Remuneration - Non-Executive KMP | 2024 | 3,603,042 | - | 3,603,042 |
| | 2023 | 3,538,478 | 12,600 | 3,551,078 |

(46) No other benefits were paid in FY2024 (FY2023: due diligence fees paid to Mr Coleman and Ms Hinchliffe of A\$6,300 each).

(47) Ms Broadbent ceased to be a member of the BRIC on 1 June 2022, and was reappointed as a member of the BRIC on 28 July 2023.

(48) Mr Coffey ceased to be a member of the BAC and BRC and became a member of the BGCC on 1 June 2022.

(49) Mr Coleman ceased to be a member of the MGL Board on 28 July 2022, at which point he became a Bank-only Non-Executive Director (BOND). BOND fees are received from MBL and are set out in the 2024 MBL Annual Report.

(50) Ms Hinchliffe ceased to be a member of the BRIC on 1 June 2022. She became a member of the BGCC and Chair of the BAC on 28 July 2022.

(51) Ms Lloyd-Hurwitz was appointed to the MGL and MBL Boards as an Independent Voting Director on 1 June 2023 and 28 July 2023, respectively. She became a member of the BNC on 1 June 2023, and a member of the BAC and BRC on 28 July 2023.

(52) Ms McGrath became a member of the BRC on 1 June 2022. She ceased to be a member of the BRC and was appointed Chair of the BGCC on 28 July 2023.

(53) Mr Roche became a member of the BAC on 1 June 2022.

(54) Mr Stevens became Chair of the MGL and MBL Boards on 10 May 2022. He ceased to be a member of the BAC and BRIC on 1 June 2022.

(55) Ms Wakefield Evans ceased to be a member of the MGL and MBL Boards on 29 February 2024 and 27 July 2023, respectively. She ceased to be Chair of the BGCC and a member of the BRIC on 27 July 2023.

(56) Mr Warne retired from his roles as Chair and Independent Voting Director of the MGL and MBL Boards on 9 May 2022.

Remuneration Report

Continued

Appendix 4: Share disclosures

Shareholdings of KMP and their related parties

The following table sets out details of MGL ordinary shares held during the financial year by KMP including their related parties.

| Name and position | Number of shares held at 1 April 2023 ⁽⁵⁷⁾ | Shares received on withdrawal from the MEREP ⁽⁵⁸⁾ | Other changes ⁽⁵⁹⁾ | Number of shares held at 31 March 2024 ^{(60),(61)} |
|----------------------------------|---|--|-------------------------------|---|
| Executive Voting Director | | | | |
| S.R. Wikramanayake | 1,088,094 | 87,803 | - | 1,175,897 |
| Non-Executive Directors | | | | |
| J.R. Broadbent AC | 16,062 | - | - | 16,062 |
| P.M. Coffey | 8,895 | - | - | 8,895 |
| M.A. Hinchliffe | 2,127 | - | 673 | 2,800 |
| S.J. Lloyd-Hurwitz | - | - | 880 | 880 |
| R.J. McGrath | 2,750 | - | 1,067 | 3,817 |
| M. Roche | 3,504 | - | 3,496 | 7,000 |
| G.R. Stevens AC | 5,847 | - | - | 5,847 |
| N.M. Wakefield Evans AM | 7,267 | - | - | 7,267 |
| Executives | | | | |
| G.N. Bruce | 69 | - | (69) | - |
| A. Cassidy | 18 | 2,938 | (2,938) | 18 |
| S.D. Green | 232 | 6,164 | (6,164) | 232 |
| A.H. Harvey | - | 38,883 | (8,175) | 30,708 |
| N. O'Kane | 6,840 | 97,200 | (82,712) | 21,328 |
| M.J. Silverton | 4,662 | 26,865 | (13,716) | 17,811 |
| N. Sorbara | 9,384 | 38,303 | (38,303) | 9,384 |
| G.C. Ward | - | 50,700 | (50,700) | - |
| B.I. Way | - | 11,123 | (5,680) | 5,443 |

(57) Or date of appointment if later.

(58) For RSUs, this represents RSUs vesting during the current financial year. For PSUs, this represents vested PSUs exercised during the current financial year.

(59) Includes on market acquisitions and disposals.

(60) Or date of ceasing to be a KMP if earlier.

(61) In addition to the MGL ordinary shares set out in this table, Executive KMP also hold an interest in MGL ordinary shares through the MEREP, as set out in the table on page 155.

RSU awards to KMP

The following table sets out details of the RSU awards associated with Macquarie equity granted to Executive KMP. Grants made to Executive KMP prior to their joining the Executive Committee are not disclosed. PSUs are disclosed in a separate table.

A significant portion of an Executive KMP's retained profit share is invested in Macquarie equity, delivered as RSUs. RSUs are units comprising a beneficial interest in MGL ordinary shares held in a trust for the staff member. For further details, refer to Note 32 *Employee equity participation* to the financial statements in the Financial Report. There have been no alterations to the terms or conditions of the grants set out below since the grant date.

RSU awards are subject to forfeiture as set out on page 115.

The maximum potential value of unvested awards could vary significantly and is dependent on the MGL ordinary share price at the time of vesting. Retention rates, the vesting profiles and service and performance criteria for the current year are set out on pages 114-115. RSUs are granted in the financial year following the year of Macquarie's performance to which the grant relates. For example, RSUs granted to KMP in June 2023 relate to their performance in FY2023. All awards that were eligible to vest, vested during the year. No awards were forfeited during the year, other than 615,729 RSU awards held by Mr O'Kane which were forfeited upon his resignation from Macquarie.

| Name and position | RSU awards granted to date ⁽⁶²⁾ | Grant date | Number vested during the year ^{(62),(63)} |
|----------------------------------|--|------------------|--|
| Executive Voting Director | | | |
| S.R. Wikramanayake | 128,592 | 01-Aug-23 | - |
| | 106,628 | 02-Aug-22 | - |
| | 94,193 | 03-Aug-21 | - |
| | 139,266 | 04-Aug-20 | 27,853 |
| | 65,003 | 15-Aug-19 | 13,000 |
| | 49,162 | 21-Jun-18 | 9,832 |
| | 49,025 | 22-Jun-17 | 9,805 |
| 54,473 | 17-Jun-16 | 10,897 | |
| Executives | | | |
| G.N. Bruce | 8,740 | 21-Jun-23 | - |
| | 2,094 | 21-Jun-22 | - |
| A. Cassidy | 13,562 | 21-Jun-23 | - |
| | 7,997 | 21-Jun-22 | - |
| S.D. Green | 10,548 | 21-Jun-23 | - |
| | 7,837 | 21-Jun-22 | - |
| A.H. Harvey | 24,111 | 21-Jun-23 | - |
| | 23,191 | 21-Jun-22 | - |
| | 21,709 | 09-Jun-21 | - |
| | 45,661 | 09-Jun-20 | 9,132 |
| | 25,945 | 24-Jun-19 | 5,189 |
| 27,009 | 21-Jun-18 | 5,401 | |
| N. O'Kane | 200,037 | 21-Jun-23 | - |
| | 113,559 | 21-Jun-22 | - |
| | 89,324 | 09-Jun-21 | - |
| | 148,994 | 09-Jun-20 | 29,798 |
| | 91,106 | 24-Jun-19 | 18,221 |
| | 61,902 | 21-Jun-18 | 12,380 |
| M.J. Silverton | 29,912 | 21-Jun-23 | - |
| | 54,263 | 21-Jun-22 | - |
| | 21,836 | 09-Jun-21 | - |
| | 37,375 | 09-Jun-20 | 7,475 |
| | 37,138 | 24-Jun-19 | 7,427 |

(62) Or during the period that the individual was a KMP.

(63) For RSUs, this represents RSUs vesting during the current financial year in respect of grants made while a KMP. Grants made prior to individuals becoming a KMP are not disclosed.

Remuneration Report

Continued

| Name and position | RSU awards granted to date ⁽⁶²⁾ | Grant date | Number vested during the year ^{(62),(63)} |
|-------------------|--|------------------|--|
| N. Sorbara | 24,111 | 21-Jun-23 | - |
| | 23,191 | 21-Jun-22 | - |
| | 21,709 | 09-Jun-21 | - |
| | 45,661 | 09-Jun-20 | 9,132 |
| | 25,945 | 24-Jun-19 | 5,189 |
| | 27,009 | 21-Jun-18 | 5,401 |
| | 26,967 | 22-Jun-17 | 5,393 |
| | 25,049 | 17-Jun-16 | 5,013 |
| G.C. Ward | 26,790 | 21-Jun-23 | - |
| | 25,590 | 21-Jun-22 | - |
| | 25,466 | 09-Jun-21 | - |
| | 57,499 | 09-Jun-20 | 11,499 |
| | 31,618 | 24-Jun-19 | 6,323 |
| | 33,211 | 21-Jun-18 | 6,642 |
| | 40,801 | 22-Jun-17 | 8,160 |
| | 32,445 | 17-Jun-16 | 6,489 |
| B.I. Way | 27,155 | 21-Jun-23 | - |
| | 26,863 | 21-Jun-22 | - |
| | 8,877 | 09-Jun-21 | - |

PSU awards to KMP

The following table sets out details of PSU awards granted to Executive KMP.

| Name and position | GRANTED TO DATE | | | | FORFEITED/LAPSED DURING THE FINANCIAL YEAR ⁽⁶⁴⁾ | | | EXERCISED DURING THE FINANCIAL YEAR ⁽⁶⁴⁾ | |
|----------------------------------|-----------------|------------------|---|--------------------------------|--|----|---------------------------|---|---------------------------|
| | Number | Date | Accounting Fair Value \$A ⁽⁶⁵⁾ | Face Value \$A ⁽⁶⁶⁾ | Number | % | Value \$A ⁽⁶⁷⁾ | Number exercised | Value \$A ⁽⁶⁸⁾ |
| Executive Voting Director | | | | | | | | | |
| S.R. Wikramanayake | 22,535 | 01-Aug-23 | 3,418,560 | 3,999,963 | - | - | - | - | - |
| | 22,363 | 02-Aug-22 | 3,500,704 | 3,999,846 | - | - | - | - | - |
| | 20,278 | 03-Aug-21 | 2,718,063 | 3,164,585 | - | - | - | - | - |
| | 32,575 | 04-Aug-20 | 3,423,307 | 4,079,693 | - | - | - | - | - |
| | 34,198 | 15-Aug-19 | 3,385,267 | 4,035,364 | (683) | 2% | (121,314) | 16,416 | 2,913,840 |
| Executives | | | | | | | | | |
| G.N. Bruce | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 7,827 | 02-Aug-22 | 1,225,239 | 1,399,937 | - | - | - | - | - |
| A. Cassidy | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |
| S.D. Green | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |
| A.H. Harvey | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |
| | 14,195 | 03-Aug-21 | 1,902,698 | 2,215,272 | - | - | - | - | - |
| | 16,223 | 04-Aug-20 | 1,704,875 | 2,031,769 | - | - | - | - | - |
| | 17,032 | 15-Aug-19 | 1,686,001 | 2,009,776 | (341) | 2% | (60,568) | 8,175 | 1,433,656 |
| N. O'Kane | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |
| | 14,195 | 03-Aug-21 | 1,902,698 | 2,215,272 | - | - | - | - | - |
| | 22,994 | 04-Aug-20 | 2,416,439 | 2,879,769 | - | - | - | - | - |
| | 24,139 | 15-Aug-19 | 2,389,524 | 2,848,402 | (483) | 2% | (85,790) | 11,587 | 1,970,614 |
| M.J. Silvertown | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |
| | 14,195 | 03-Aug-21 | 1,902,698 | 2,215,272 | - | - | - | - | - |
| | 22,994 | 04-Aug-20 | 2,416,439 | 2,879,769 | - | - | - | - | - |
| N. Sorbara | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |
| | 14,195 | 03-Aug-21 | 1,902,698 | 2,215,272 | - | - | - | - | - |
| | 16,223 | 04-Aug-20 | 1,704,875 | 2,031,769 | - | - | - | - | - |
| | 17,032 | 15-Aug-19 | 1,686,001 | 2,009,776 | (341) | 2% | (60,568) | 8,175 | 1,439,785 |

(64) Or during the period for which the individual was a KMP if shorter. Forfeitures exclude 68,617 PSU awards held by Mr O'Kane which were forfeited upon his resignation from Macquarie.

(65) Based on the accounting fair value on the date of grant.

(66) Face value is calculated by multiplying the number of PSUs granted by the closing market price of MGL ordinary shares on the date of grant.

(67) Based on the closing share price at 30 June 2023, being the day the PSUs were forfeited.

(68) Based on the share price at the time of exercise.

Remuneration Report

Continued

| Name and position | GRANTED TO DATE | | | | FORFEITED/LAPSED DURING THE FINANCIAL YEAR ⁽⁶⁴⁾ | | | EXERCISED DURING THE FINANCIAL YEAR ⁽⁶⁴⁾ | |
|-------------------|-----------------|------------------|---|--------------------------------|--|----|---------------------------|---|---------------------------|
| | Number | Date | Accounting Fair Value \$A ⁽⁶⁵⁾ | Face Value \$A ⁽⁶⁶⁾ | Number | % | Value \$A ⁽⁶⁷⁾ | Number exercised | Value \$A ⁽⁶⁸⁾ |
| G.C. Ward | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |
| | 14,195 | 03-Aug-21 | 1,902,698 | 2,215,272 | - | - | - | - | - |
| | 22,994 | 04-Aug-20 | 2,416,439 | 2,879,769 | - | - | - | - | - |
| | 24,139 | 15-Aug-19 | 2,389,524 | 2,848,402 | (483) | 2% | (85,790) | 11,587 | 2,027,572 |
| B.I. Way | 15,774 | 01-Aug-23 | 2,392,916 | 2,799,885 | - | - | - | - | - |
| | 15,654 | 02-Aug-22 | 2,450,477 | 2,799,874 | - | - | - | - | - |

As required under the Act, Macquarie has adopted the fair value measurement provisions of AASB 2 *Share-Based Payment* for all PSUs granted to KMP. The accounting fair value of such grants is being amortised and disclosed as part of each KMP's remuneration on a straight-line basis over the vesting period. The accounting fair value of \$A151.70 at this date has been estimated using a discounted cash flow method.

The following key assumptions were adopted in determining the value of the PSUs granted:

| | |
|---------------------------|-----------------|
| Interest rate to maturity | 4.25% per annum |
| Expected vesting dates | 1 July 2027 |
| Dividend yield | 3.54% per annum |

PSUs have a nil exercise price. PSUs awarded from FY2020 vest in four years as set out on page 117 while PSUs awarded prior to FY2020 vest on a pro-rata basis as set out on page 140, footnote 36. For the 2023 grant, PSUs will vest on 1 July 2027 and expire on 1 August 2032.

MEREP awards of KMP and their related parties

The following tables set out details of the MEREP RSU and PSU awards held during the year for the KMP including their related parties.



Further details in relation to the MEREP RSU and PSU awards are disclosed in Note 32 Employee equity participation to the financial statements in the **Financial Report** of this Annual Report.

| Name and position | Type of Award | Number of Awards held at 1 April 2023 | Awards granted during the financial year ⁽⁶⁹⁾ | Awards vested/exercised during the financial year ^{(70),(71)} | Awards forfeited or not able to be exercised during the financial year ⁽⁷²⁾ | Number of Awards held as at 31 March 2024 ⁽⁷³⁾ |
|----------------------------------|---------------|---------------------------------------|--|--|--|---|
| Executive Voting Director | | | | | | |
| S.R. Wikramanayake | RSU | 452,095 | 128,592 | (71,387) | - | 509,300 |
| | PSU | 92,315 | 22,535 | (16,416) | (683) | 97,751 |
| Executives | | | | | | |
| G.N. Bruce | RSU | 3,041 | 8,740 | - | - | 11,781 |
| | PSU | 7,827 | 15,774 | - | - | 23,601 |
| A. Cassidy | RSU | 16,682 | 13,562 | (2,938) | - | 27,306 |
| | PSU | 15,654 | 15,774 | - | - | 31,428 |
| S.D. Green | RSU | 29,638 | 10,548 | (6,164) | - | 34,022 |
| | PSU | 15,654 | 15,774 | - | - | 31,428 |
| A.H. Harvey | RSU | 142,814 | 24,111 | (30,708) | - | 136,217 |
| | PSU | 54,588 | 15,774 | (8,175) | (341) | 61,846 |
| N. O'Kane | RSU | 501,305 | 200,037 | (85,613) | - | 615,729 |
| | PSU | 64,913 | 15,774 | (11,587) | (483) | 68,617 |
| M.J. Silvertown | RSU | 155,148 | 29,912 | (26,865) | - | 158,195 |
| | PSU | 52,843 | 15,774 | - | - | 68,617 |
| N. Sorbara | RSU | 143,325 | 24,111 | (30,128) | - | 137,308 |
| | PSU | 54,588 | 15,774 | (8,175) | (341) | 61,846 |
| G.C. Ward | RSU | 176,587 | 26,790 | (39,113) | - | 164,264 |
| | PSU | 64,913 | 15,774 | (11,587) | (483) | 68,617 |
| B.I. Way | RSU | 68,343 | 27,155 | (11,123) | - | 84,375 |
| | PSU | 15,654 | 15,774 | - | - | 31,428 |

(69) RSU awards are granted in the financial year following the year of the Company's performance to which the grant relates. RSUs disclosed as granted above relate to FY2023. PSUs are granted annually in August. RSU and PSU awards granted to the CEO, who is an Executive Voting Director, were approved by shareholders at the 2023 AGM as required under ASX Listing Rule 10.14.

(70) For RSUs, this represents vested RSUs transferred to the Executive KMP's shareholding and includes RSUs vesting during the current year in respect of all grants, including those made prior to individuals becoming an Executive KMP.

(71) There were no PSUs that vested during the year that were not exercised.

(72) Or during the period for which the individual was a KMP if shorter. Forfeitures exclude 615,729 RSUs and 68,617 PSU awards held by Mr O'Kane which were forfeited upon his resignation from Macquarie.

(73) Or date of ceasing to be a KMP if earlier.

Remuneration Report

Continued

Appendix 5: Loan disclosures

Loans to Key Management Personnel and their related parties

Details of loans provided by Macquarie to KMP and their related parties are disclosed in the following table.

| Name and Position | Balance as at 1 April 2023 ⁽⁷⁴⁾ \$A'000 | Interest charged \$A'000 | Write downs \$A'000 | Balance as at 31 March 2024 ⁽⁷⁵⁾ \$A'000 | Highest balance during the year \$A'000 |
|--|--|--------------------------------|------------------------|---|---|
| Non-Executive Directors | | | | | |
| N.M. Wakefield Evans AM (related party) | 4,489 | 97 | - | 4,347 | 4,489 |
| Executives | | | | | |
| A. Cassidy | 3,568 | 157 | - | 3,428 | 3,568 |
| A.H. Harvey | 8,000 | 197 | - | 7,500 | 8,000 |
| M.J. Silverton | 172 | 2 | - | - | 172 |
| Aggregate of KMP and related party loans ⁽⁷⁶⁾ | 16,230 | 453 | - | 15,276 | 16,230 |

This Remuneration Report has been prepared in accordance with the Act. The Remuneration Report contains disclosures as required by AASB 124 *Related Party Disclosures* as permitted by Corporations Regulation 2M.3.03 *Prescribed details*.

Throughout this Remuneration Report financial information for Macquarie relating to the years ended 31 March 2015 through to 31 March 2024 has been presented in accordance with Australian Accounting Standards. Compliance with Australian Accounting Standards ensures compliance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(74) Or date of appointment if later.

(75) Or date of ceasing to be a KMP if earlier.

(76) The aggregate of KMP and related party loans includes all loans to KMP (including their related parties) and the table above details KMP (including their related parties) with loans above \$A100,000 during FY2024. All loans provided by Macquarie to KMP are made in the ordinary course of business on an arm's length basis and are entered into under normal terms and conditions consistent with other customers and employees. There have been no write-downs or allowances for doubtful debts.