



Macquarie Group Limited
ABN 94 122 169 279

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 554 096
(outside Australia) +61 2 8023 5470

To attend the AGM online, please visit:	https://web.lumiagm.com/362826298
Your AGM login ID is:	

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEST) on Tuesday, 28 July 2020.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/mqgagm2020>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy. If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. You will need to advise your proxy of their appointment and ask them to contact Boardroom to arrange their login details so they may attend the meeting online, vote and ask questions on your behalf. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- Complete two Proxy Forms. On each Proxy Form, state the percentage of your voting rights or the number of securities applicable to each of your proxy appointments. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- Return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid. The sum of the votes cast must not exceed your total number of securities or 100%.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: This Proxy Form and any Power of Attorney must be lodged by 10:30am (AEST) on Tuesday, 28 July 2020. If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. **Please sign in the appropriate place to indicate the office held.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEST) on Tuesday, 28 July 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/mqgagm2020>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

Attending the Meeting Online

If you wish to attend the meeting online, please use the details listed in the top right hand corner of this form.

Macquarie Group Limited

ABN 94 122 169 279

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Macquarie Group Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)** OR

If you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a virtual meeting online **on Thursday, 30 July 2020 at 10:30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters (Items 4 and 5): If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Items 4 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these items even though Items 4 and 5 are connected directly or indirectly with the remuneration of a member of the key management personnel for Macquarie Group Limited, which includes the Chair.

If you have appointed the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default), and you wish to give the Chair specific voting directions on an item, you should mark the appropriate box opposite that item in Step 2 below (directing the Chair to vote for, against or to abstain from voting).

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2a.	The Chairman of the Meeting intends to vote undirected proxies FOR Items 2a and 2b Re-election of Ms DJ Grady as a Voting Director Retiring – Board Endorsed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b.	Re-election of Ms NM Wakefield Evans as a Voting Director Retiring – Board Endorsed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	The Chairman of the Meeting intends to vote undirected proxies AGAINST Item 3 Election of External Nominee Mr SD Mayne as a Voting Director – Not Board Endorsed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4.	The Chairman of the Meeting intends to vote undirected proxies FOR Items 4, 5 and 6 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.	Approval of Managing Director's participation in the Macquarie Group Employee Retained Equity Plan (MEREP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6.	Approval of the agreement to issue MGL ordinary shares on exchange of Macquarie Bank Capital Notes 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

APPOINTING A SECOND PROXY

I/We wish to appoint a second proxy:

Name of second proxyholder:

State the percentage of your voting rights or the number of shares for this proxy:

AND

 %

OR

*Please complete a second proxy form

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020