



# Macquarie Group Notice of 2025 Annual General Meeting

10:30am (AEST) | Thursday, 24 July 2025



**Macquarie Group Limited**  
ABN 94 122 169 279

1 Elizabeth Street  
Sydney NSW 2000  
GPO Box 4294  
Sydney NSW 1164  
AUSTRALIA

Telephone  
Internet

(61 2) 8232 3333  
[macquarie.com](http://macquarie.com)



18 June 2025

Dear Shareholder

On behalf of the Board I look forward to welcoming you to the 2025 Annual General Meeting (AGM) of Macquarie Group Limited (Macquarie), which will take place on Thursday, 24 July 2025 at 10:30am (AEST) online at [meetings.lumiconnect.com](https://meetings.lumiconnect.com) and in person at Macquarie's new global headquarters, located at ILUMINA, 1 Elizabeth Street, Sydney, New South Wales 2000.

Our hybrid meeting will give shareholders the opportunity to vote and ask questions, online or in person at the venue.

The Online Meeting Guide, available at [macq.co/agm](http://macq.co/agm), provides important information on how to attend and participate in the meeting.

At the meeting, Macquarie Managing Director and Chief Executive Officer, Shemara Wikramanayake, and I will comment briefly on the performance of Macquarie Group during the financial year ended 31 March 2025. More information is included in Macquarie's 2025 Annual Report, which is available on Macquarie's website at [macquarie.com/about/investors/reports](http://macquarie.com/about/investors/reports). The meeting will cover the items of business set out in the enclosed notice of meeting. Each Director standing for re-election will also address the meeting. In addition to the items of business put forward by the Board, a group of shareholders have requisitioned resolutions under section 249N of the *Corporations Act 2001* (Cth). Additional information is contained in the explanatory notes forming part of the notice of meeting.

If you plan to attend the AGM in person, please bring your holding registration details with you to facilitate your registration, which will commence at 9:45am (AEST). We also encourage shareholders who have not yet done so, to make an election to receive communications from Macquarie electronically for more efficient delivery of information. Please contact our Share Registry, MUFG Corporate Markets (AU) Limited (MUFG Corporate Markets), on +61 1300 554 096 to make that election.

My fellow directors and I look forward to welcoming you to our AGM.



**Glenn Stevens AC**  
Chair

# Meeting participation guide

## How to participate in the AGM

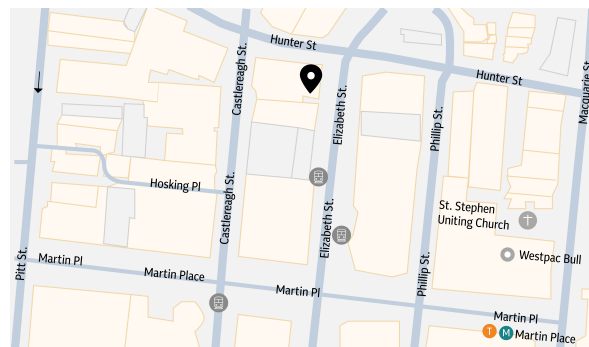
There are a number of ways shareholders and interested parties can participate in the AGM:

- **Online via Lumi:** shareholders and proxyholders may participate in the AGM online, which will allow them to view a live webcast, ask written or audible questions and vote during the meeting. Go to [meetings.lumiconnect.com/300-376-039-608](https://meetings.lumiconnect.com/300-376-039-608) and enter your holding details. Please ensure you have your Shareholder Reference Number (SRN)/Holder Identification Number (HIN) to verify your shareholding. This can be found on your holding statement or can be requested in advance from MUFG Corporate Markets on +61 1300 554 096.
- The Online Meeting guide, available at [macq.co/agm](https://macq.co/agm), provides important information on how to attend and participate in the meeting
- **In person:** shareholders and proxyholders are welcome to attend the meeting in person at **ILUMINA, 1 Elizabeth Street, Sydney, New South Wales 2000** where, as a whole, they will have a reasonable opportunity to ask questions, comment and vote.

The meeting will also be **webcast** live on the Macquarie website at [macquarie.com](https://macquarie.com). Shareholders and other interested parties may view the meeting live, however the webcast does not provide for asking questions or voting. Non-shareholders may view the webcast by registering online as a guest.

Please note that there may be a 15-30 second delay when attending online or watching the webcast.

## Venue map



## Proxy voting and proxyholder participation

Macquarie encourages all shareholders to submit a proxy vote online ahead of the meeting. Proxy votes can be lodged at [au.investorcentre.mpms.mufg.com](https://au.investorcentre.mpms.mufg.com)

Further information on lodging a proxy vote ahead of the meeting is available on pages 8 and 9 of this notice of meeting booklet.

Proxyholders will need to contact Macquarie's share registry, MUFG Corporate Markets, on 1300 554 096 (within Australia) or +61 1300 554 096 (internationally) to obtain their login details to participate live online.

## Questions

Only shareholders and proxyholders may ask questions, once they have been verified. It may not be possible to respond to all questions. Shareholders may also lodge questions prior to the meeting by logging into [au.investorcentre.mpms.mufg.com](https://au.investorcentre.mpms.mufg.com) and clicking on 'Ask a question' by 10:30am (AEST) on Tuesday, 22 July 2025.



# 01

## Notice of Meeting

### MMG Las Bambas, Peru

MMG is a global producer of copper and other base metals, with operations in Australia, Peru, the Democratic Republic of the Congo and Botswana. Macquarie Capital has a long history of advising MMG, including on multiple capital raisings and its acquisition of Botswana's Khoemacau Copper Mine in early 2024.





# Notice of Meeting

The 2025 Annual General Meeting (AGM) of Macquarie Group Limited (ACN 122 169 279) (Macquarie, MGL, the Company) will take place on Thursday, 24 July 2025, at 10:30am (AEST) online at [meetings.lumiconnect.com/300-376-039-608](https://meetings.lumiconnect.com/300-376-039-608) and in person at ILUMINA, 1 Elizabeth Street, Sydney, New South Wales 2000. Registration will commence at 9:45am (AEST) on the day.

## Items of business

### 1. Financial statements

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of Macquarie for the financial year ended 31 March 2025.

### 2. Re-election of Voting Directors

#### 2a. Re-election of Ms Jillian R Broadbent as a Voting Director

To consider and, if thought fit, pass the following as an ordinary resolution:

*That Ms Jillian R Broadbent be re-elected as a Voting Director of Macquarie.*

#### 2b. Re-election of Mr Philip M Coffey as a Voting Director

To consider and, if thought fit, pass the following as an ordinary resolution:

*That Mr Philip M Coffey be re-elected as a Voting Director of Macquarie.*

#### 2c. Re-election of Ms Michelle A Hinchliffe as a Voting Director

To consider and, if thought fit, pass the following as an ordinary resolution:

*That Ms Michelle A Hinchliffe be re-elected as a Voting Director of Macquarie.*

### 3. Adoption of the Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

*To adopt the Remuneration Report of Macquarie for the financial year ended 31 March 2025.*

### 4. Approval of Managing Director's participation in the Macquarie Group Employee Retained Equity Plan (MEREP)

To consider and, if thought fit, pass the following as an ordinary resolution:

That the following be approved for all purposes:

- (a) participation in the MEREP by Ms Shemara Wikramanayake, Managing Director and Chief Executive Officer; and
- (b) acquisition by Ms Wikramanayake of Restricted Share Units and Performance Share Units and the acquisition of shares in the Company in respect of those Restricted Share Units and Performance Share Units,

all in accordance with the terms of the MEREP and on the basis described in the Explanatory Notes to the Notice of Meeting convening this meeting.

### 5. Resolutions requisitioned by a group of shareholders

The following proposed resolutions have been requisitioned under section 249N of the Corporations Act. The resolution in Item 5b. is conditional and will only be put to shareholders if the resolution in 5a. is passed.

#### 5a. Amendment to the constitution

To consider and, if thought fit, pass the following as a special resolution:

*To amend the constitution to insert beneath Clause 7 'General meetings' the following new sub-clause: "The Company in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the Company partially or exclusively vested in the Directors has been or should be exercised. Such a resolution must relate to a material risk identified by the Directors or the Company and cannot advocate action that would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the Directors or the Company".*

Note for Item 5a. to be passed as a special resolution, at least 75% of the votes cast by shareholders entitled to vote on the resolution must be in favour of the resolution. If Item 5a. is not passed, the Chair of the Meeting will not put the resolution proposed in Item 5b. to the AGM but will provide an opportunity for discussion on both items.

# Notice of Meeting

Continued

## 5b. Climate risk exposure and management disclosures (conditional on Item 5a. being passed)

To consider and, if thought fit, pass the following as an ordinary resolution:

*Shareholders recognise the substantial transitional and physical risks of climate change and their potential financial impacts on our company. Noting our company's commitment to "aligning our financing activity with the global goal of net zero emissions by 2050"<sup>1</sup> shareholders request disclosure in future annual reporting detailing:*

1. *Macquarie Group's exposures<sup>2</sup> to Fossil Fuel Companies and Projects<sup>3</sup>; and*
2. *Macquarie Group's progress on, and approach to, assessing Fossil Fuel Companies and Projects in its portfolios for alignment with the goal of net zero emissions by 2050.*

## Chair's voting intention

The Chair of the Meeting intends to vote undirected proxies **in favour of Items 2a, 2b, 2c, 3 and 4, and against Items 5a and 5b.**

There will be no resolution regarding Item 1.

<sup>1</sup> As stated in: Macquarie Group, '2023 Net Zero and Climate Risk Report', (<https://www.macquarie.com/assets/macq/impact/esg/policies/net-zero-climate-risk-2023.pdf>); Macquarie Group, '2022 Annual Report'; (<https://www.macquarie.com/assets/macq/investor/reports/2022/macquarie-group-fy22-annual-report.pdf>); Macquarie Group, '2024 Annual Report' (<https://www.macquarie.com/assets/macq/investor/reports/2024/macquarie-group-fy24-annual-report.pdf>); Macquarie Group, 'Supporting Climate Solutions', *Insights* (Web Page) (<https://www.macquarie.com/au/en/insights/climate-change.html>).

<sup>2</sup> Exposures include: lending, equity investments, infrastructure assets under management, fixed income holdings, and capital markets activities. These exposures should be reported separately, as at the end of the most recent financial year.

<sup>3</sup> As defined in Science-Based Targets Initiative Financial Institutions Near-Term Criteria Version 2.0, pages 24-26.

## Voting exclusions

### Item 3. Adoption of the Remuneration Report

A vote on Item 3. must not be cast (in any capacity) by or on behalf of:

- (a) a member or a former member of the key management personnel (KMP) whose remuneration details are disclosed in Macquarie's 2025 Remuneration Report, or
- (b) a closely related party of such a KMP.

In addition, a vote must not be cast on Item 3. by a member of the KMP of Macquarie, or a closely related party of a KMP, acting as proxy for a person entitled to vote.

However, such a person described above may cast a vote on Item 3. if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Item 3.; or
- (b) the person is the Chair of the Meeting acting as proxy for a person entitled to vote on Item 3. because Macquarie's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies.

A closely related party includes close family members and companies the KMP controls.

### Item 4. Approval of Managing Director's participation in the Macquarie Group Employee Retained Equity Plan (MEREP)

Macquarie will disregard any votes cast in favour of Item 4. by or on behalf of the Managing Director and Chief Executive Officer (Managing Director) or an associate of the Managing Director.

However, this does not apply to a vote cast in favour of Item 4. by:

- (a) the Managing Director or any associate of the Managing Director as proxy or attorney for a person who is entitled to vote on Item 4., in accordance with the directions given to the proxy or attorney to vote on Item 4. in that way; or
- (b) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4.; and
  - (ii) the holder votes on Item 4. in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Item 4. by a member of the KMP of Macquarie or a closely related party of a KMP, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Item 4. This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Item 4. because Macquarie's proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies.

By order of the Board

**Simone Kovacic**  
Company Secretary

Sydney  
18 June 2025



# Notice of Meeting

Continued

## Notes

### 1. Proxies

Macquarie encourages all shareholders to submit a proxy vote online ahead of the meeting. Shareholders who do so may either participate in the meeting themselves or appoint a proxy to participate for them. A proxy need not be a shareholder of Macquarie. If you are entitled to cast two or more votes, you may nominate two persons to vote on your behalf at the meeting. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes.

Votes may be cast 'For' or 'Against' or you may 'Abstain' from voting on a resolution. To direct a proxy how to vote on any resolution, place a mark (e.g., a cross) in the appropriate box on the proxy form or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100%. If you 'Abstain' from voting, your votes will not be counted in calculating the required majority on a poll.

For shareholders receiving the Notice of Meeting by post, a proxy form and a reply-paid envelope have been included with this Notice of Meeting. Proxy voting instructions are provided on the proxy form.

A proxy appointment is not revoked by the appointing shareholder participating in the AGM unless the shareholder actually votes on a resolution, in which case, the shareholder's vote on that resolution will be counted instead of any vote by the proxyholder. Under Macquarie's proxy appointment, if a proxyholder does not participate at the AGM, the Chair of the AGM will be taken to have been appointed as the proxy for the relevant shareholder in respect of the AGM.

### 2. Online proxy facility

You may submit your proxy appointment online at [au.investorcentre.mpms.mufig.com](http://au.investorcentre.mpms.mufig.com)

To use the online lodgement facility, shareholders will need their 'Holder Identifier' (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)), which can be found on your holding statement or can be requested in advance from MUFG Corporate Markets on +61 1300 554 096. For security reasons, your SRN/HIN can only be sent by post to your registered address. Your SRN/HIN cannot be provided by email or phone. Shareholders who need a copy of their SRN/HIN are encouraged to contact MUFG Corporate Markets as soon as possible, to avoid any mail delivery delays.

You will be taken to have signed the proxy appointment if you lodge it in accordance with the instructions on the website. If you wish to use this facility, you must submit your proxy appointment through the facility by **no later than 10:30am (AEST) on Tuesday, 22 July 2025**. A proxy cannot be appointed online if they are appointed under a power of attorney or similar authority.

If you wish to appoint a second proxy please contact Macquarie's share registry, MUFG Corporate Markets, online or on 1300 554 096 (within Australia) or +61 1300 554 096 (internationally).

Please read the instructions for the online proxy facility carefully before you submit your proxy appointment using this facility.

If you receive shareholder communications by email, your Notice of Meeting email will include a link to the online proxy appointment site.

### 3. Proxy delivery

Completed proxies must be received by Macquarie's share registry, MUFG Corporate Markets, online or at MUFG Corporate Markets, Locked Bag A14, Sydney South, NSW 1235 (facsimile number +61 2 9287 0309) or Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW 2150, or at Macquarie's registered office in Sydney, by **no later than 10:30am (AEST) on Tuesday, 22 July 2025**.

Any revocations of proxies (including online proxy appointments) must be received at one of these places before the commencement of the meeting.

### 4. Power of Attorney

If a shareholder has appointed an attorney to participate and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Macquarie's share registry, MUFG Corporate Markets, at the post office box or facsimile number in Note 3 above, or at Macquarie's registered office in Sydney, by **no later than 10:30am (AEST) on Tuesday, 22 July 2025**, unless the power of attorney has been previously lodged with Macquarie's share registry.

### 5. Corporate representatives

If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that person should be provided with a letter or certificate authorising them as the company's representative (executed in accordance with the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of appointment of corporate representative may be obtained from Macquarie's share registry, MUFG Corporate Markets, online at [au.investorcentre.mpms.mufig.com](http://au.investorcentre.mpms.mufig.com) or on 1300 554 096 (within Australia) or +61 1300 554 096 (internationally).

The form attaching the letter, certificate or certified resolution referred to above must be received by MUFG Corporate Markets at Locked Bag A14, Sydney South, NSW 1235, [macquarie@cm.mpms.mufig.com](mailto:macquarie@cm.mpms.mufig.com) or facsimile number +61 2 9287 0309, by no later than the commencement of the meeting, unless it has previously been lodged with Macquarie's share registry.

### 6. Direct voting online during the meeting

Shareholders entitled to vote at the meeting are entitled to vote directly online at any time once invited by the Chair at the start of the meeting until the Chair closes voting at the meeting.

If a shareholder casts a direct vote live during the meeting on a particular resolution, they are taken to have revoked the authority of a proxy, attorney or representative to vote on their behalf on that resolution under an instrument of appointment received by Macquarie before registering online for direct voting or casting a direct vote by using the handset.

For instructions on how to submit a direct vote online, or voting online as a proxyholder, during the meeting, see the Online Meeting Guide available at [macq.co/agm](http://macq.co/agm).

## 7. Shareholders eligible to vote

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Macquarie's ordinary shares for the purposes of the meeting will be those registered holders of Macquarie's ordinary shares at 7:00pm (AEST) on Tuesday, 22 July 2025.

## 8. Voting at the meeting by poll

Voting on each of the proposed resolutions at this meeting will be conducted by poll.

## 9. Conduct of the meeting

Macquarie is committed to ensuring that its shareholder meetings are conducted in a manner that provides those shareholders (or their proxyholders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about Macquarie generally.

Macquarie will not allow conduct at any shareholder meeting that is discourteous to those who are present at the meeting, or in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise their powers as the Chair to ensure the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Macquarie will have regard to the impact of the technical issues on shareholders participating and casting direct votes online, and the Chair of the Meeting may, in exercising their powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

## 10. Questions and comments by shareholders

At the meeting, shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of the Company or about the Macquarie Group generally.

PricewaterhouseCoopers, Macquarie's external auditor, will attend the meeting and there will be an opportunity for shareholders to ask questions relevant to the audit.

Shareholders may also submit questions ahead of the meeting through the facility within the online proxy voting site by **10:30am (AEST) Tuesday, 22 July 2025.**

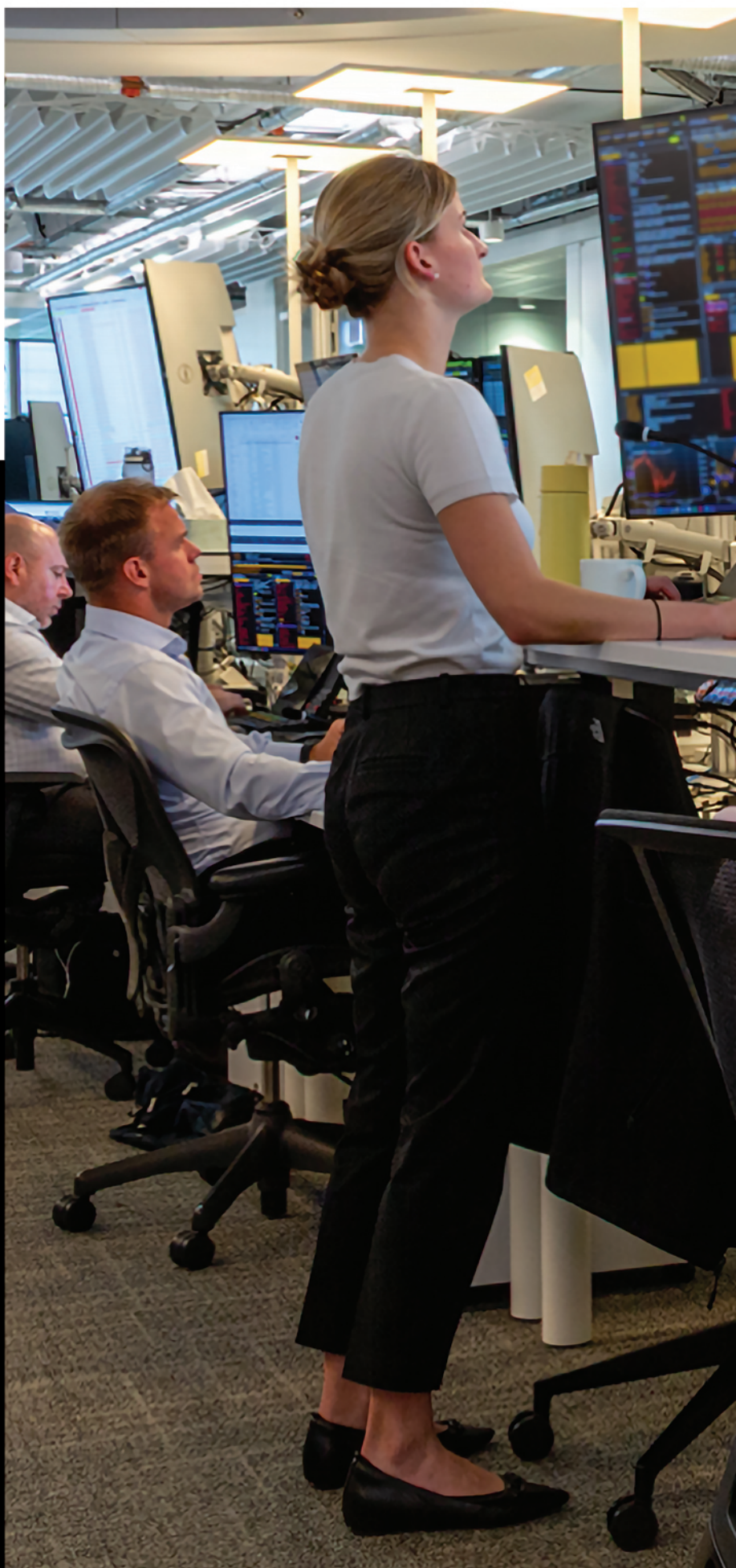
Questions online or submitted before the meeting may be moderated or amalgamated if there are multiple questions on the same topic. It may not be possible to respond to all questions.

# 02

## Explanatory Notes

### Futures, Sydney

Commodities and Global Markets' Sydney-based Futures team provides a full range of execution, clearing and financing solutions to corporate and institutional clients, providing continuous 24-hour coverage of major markets globally.





# Explanatory Notes

## Item 1. Financial statements

The Financial Report, Directors' Report and Auditor's Report of Macquarie Group Limited for the financial year ended 31 March 2025 will be laid before the meeting. There will be no formal resolution put to the meeting.



The reports are available on Macquarie's website at [macquarie.com/about/investors/reports](https://macquarie.com/about/investors/reports)

## Item 2. Re-election of Voting Directors

Voting Directors Ms Jillian R Broadbent, Mr Philip M Coffey and Ms Michelle A Hinchliffe retire by rotation and offer themselves for re-election in accordance with Article 9.2 of Macquarie's Constitution.

A brief summary of their qualifications and experience is provided below.

The Board has determined that Ms Jillian R Broadbent, Mr Philip M Coffey and Ms Michelle A Hinchliffe remain Independent Voting Directors.

Ms Jillian R Broadbent, Mr Philip M Coffey and Ms Michelle A Hinchliffe have confirmed that they would continue to have sufficient time to properly fulfill their duties for Macquarie.

## Item 2a. Re-election of Ms Jillian R Broadbent as a Voting Director



**Jillian R Broadbent**  
AC

BA (Maths & Economics)  
(Sydney)

Independent Voting  
Director of MGL and  
Macquarie Bank Limited  
(MBL) since November 2018

Chair of the Board  
Remuneration Committee

Member of the Board  
Nominating Committee

Member of the Board Risk  
Committee

### Experience

Jillian Broadbent has extensive investment banking industry knowledge and markets expertise, including a deep knowledge of risk management and regulation in these areas. She also has considerable executive management and listed company board experience. Ms Broadbent spent 22 years at Bankers Trust Australia until 1998, initially as an economic strategist and then as executive director responsible for risk management and derivatives in foreign exchange, interest rates and commodities.

Ms Broadbent was also a Member of the Reserve Bank of Australia Board between 1998 and 2013 and has previously served as Chair of the Board of Clean Energy Finance Corporation (CEFC), and as a director of ASX Limited, SBS, Coca Cola Amatil Limited, Woodside Petroleum Limited, Qantas Airways Limited, Westfield Management Limited, Woolworths Group Limited and the National Portrait Gallery of Australia.

Ms Broadbent is a director of the Sydney Dance Company, the National Portrait Gallery Board Foundation, the Seaborn Broughton & Walford Foundation and the Lowy Institute.

### Recommendation

The Board considers that Ms Broadbent's extensive investment banking knowledge and financial markets expertise, as well as her lengthy experience as a director of major institutions in a variety of industries, strengthens the Board's financial markets and investment banking acumen and ability to appropriately govern Macquarie.

The Board (with Ms Broadbent abstaining) unanimously recommends that shareholders vote in favour of Ms Broadbent's re-election as an Independent Voting Director.

# Explanatory Notes

Continued

## Item 2b. Re-election of Mr Philip M Coffey as a Voting Director



**Philip M Coffey**

BEC (Hons) (Adelaide),  
GAICD, SF Finsia

Independent Voting  
Director of MGL and MBL  
Since August 2018

Chair of the Board Risk  
Committee

Member of the Board  
Governance and  
Compliance Committee

Member of the Board  
Nominating Committee

### Experience

Phil Coffey served as the Deputy Chief Executive Officer (CEO) of Westpac Banking Corporation, from April 2014 until his retirement in May 2017. As the Deputy CEO, Mr Coffey had the responsibility for overseeing and supporting relationships with key stakeholders of Westpac including industry groups, regulators, customers and government. He was also responsible for the Group's Mergers & Acquisitions function. Prior to this role, Mr Coffey held a number of executive positions at Westpac including Chief Financial Officer and Group Executive, Westpac Institutional Bank.

He has successfully led operations based in Australia, New Zealand, the United States, the United Kingdom and Asia and has extensive experience in financial markets, funds management, balance sheet management and risk management. He began his career at the Reserve Bank of Australia and has also held executive positions at AIDC Limited and Citigroup. Mr Coffey previously served as a director of Clean Energy Finance Corporation.

Mr Coffey is a Non-Executive Director of Lendlease Corporation Limited and Goodstart Early Learning Ltd.

### Recommendation

The Board considers that Mr Coffey's extensive experience in Australia and internationally in banking, financial services and financial markets materially adds to the Board's financial expertise and oversight of Macquarie.

The Board (with Mr Coffey abstaining) unanimously recommends that shareholders vote in favour of Mr Coffey's re-election as an Independent Voting Director.

## Item 2c. Re-election of Ms Michelle A Hinchliffe as a Voting Director



**Michelle A Hinchliffe**

BCom (UQ), FCA, ACA,  
MAICD

Independent Voting  
Director of MGL and MBL  
since March 2022

Chair of the Board Audit  
Committee

Member of the Board  
Governance and  
Compliance Committee

Member of the Board  
Nominating Committee

### Experience

Michelle Hinchliffe has more than 35 years' professional experience within the financial services sector. She has worked in geographically diverse and complex environments providing advice in a range of areas including financial and regulatory reporting, internal controls, risk management and business processes.

Michelle was the Lead Audit Partner for a number of global banking institutions as well as the Head of Audit, KPMG UK from September 2017 to April 2019 and then Chair of Audit, KPMG UK from May 2019 to September 2021. During the period from May 2019 to February 2022 she was a board member of KPMG UK. Prior to this she was the Head of Financial Services for KPMG Australia, where she was also a member of the board.

Ms Hinchliffe is a Non-Executive Director of BHP Group Limited, Santander UK plc and Santander UK Group Holdings plc. She is also a member of the Institute of Chartered Accountants in England and Wales (ICAEW) Australasia Strategy Advisory Group.

### Recommendation

The Board considers that Ms Hinchliffe's extensive experience in the financial services sector, particularly as regards her experience with external and internal audit of global banks, financial and regulatory reporting and risk management bring important insights and strengthen the Board's oversight in the areas of financial and regulatory reporting and risk management.

The Board (with Ms Hinchliffe abstaining) unanimously recommends that shareholders vote in favour of Ms Hinchliffe's re-election as an Independent Voting Director.

### Item 3. Adoption of the Remuneration report

As required by section 250R(2) of the *Corporations Act 2001* (Cth) (the Act), an advisory resolution that Macquarie's Remuneration Report be adopted will be put to the vote.

The Remuneration Report is contained within Macquarie's 2025 Annual Report on pages 102 to 152. It sets out information about:

- Macquarie's remuneration framework, including the link between Macquarie's purpose and our remuneration objectives and principles
- the assessment of the performance of Executive KMP and the determination of remuneration outcomes
- the structure and delivery of performance-based remuneration to ensure long-term alignment with shareholders
- performance and remuneration details for Executive KMP
- the link between remuneration outcomes and Macquarie's performance, and
- the remuneration governance framework.

The vote on this item is advisory only and does not bind the Directors or Macquarie. However, the Board will take into account the outcome of this vote when considering Macquarie's future remuneration arrangements.

#### Recommendation

Noting that each Voting Director has a personal interest in their own remuneration from Macquarie, as described in the Remuneration Report, the Board recommends shareholders vote in favour of this item.



Macquarie's 2025 Annual Report is available at [macquarie.com/about/investors/reports](https://macquarie.com/about/investors/reports)



# Explanatory Notes

Continued

## Item 4. Approval of Managing Director's participation in the Macquarie Group Employee Retained Equity Plan (MEREP)

The approval of shareholders is sought to permit Ms. Wikramanayake, Macquarie's Managing Director and Chief Executive Officer (Managing Director), to participate this year with other executives in the MEREP.

### Background

This approval is being sought under ASX Listing Rule 10.14, which provides that a listed company may only permit a director of the company to acquire newly issued shares or rights to shares under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

Details of the Restricted Share Units (RSUs) and Performance Share Units (PSUs) issued to the Managing Director under the MEREP will be published in the annual report of MGL relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the MEREP after shareholder approval of this Item 4 in the Notice of Meeting and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

The Managing Director is eligible to receive certain awards under the MEREP, which is administered by the Board. The MEREP rules provide flexibility to allow the use of newly issued or existing shares (for example through purchase on-market) to satisfy awards under the MEREP. The Board may also engage third-party share managers to assist with the administration of the MEREP. Further details of the MEREP are set out in Note 32 of the Financial Statements in Macquarie's 2025 Annual Report.

The Managing Director is eligible to receive RSUs under the MEREP, subject to shareholder approval of this Item 4. The Macquarie shares required for this grant are expected to be purchased by the trust established to hold shares for MEREP purposes. Subject to shareholder approval of this Item 4 in the Notice of Meeting, shares may instead be issued if purchasing becomes impractical or inadvisable.

The Managing Director is also eligible to receive PSUs that are exercisable into Macquarie shares subject to performance hurdles. Shareholder approval under ASX Listing Rule 10.14 is being sought so that PSUs may be issued to the Managing Director under the MEREP. Further information on PSUs and the performance hurdles can be found in Appendix A to these Explanatory Notes.

### Restricted Share Units

Approval is sought to allocate \$A14.18 million of the Managing Director's profit share under the MEREP, in the form of RSUs.

An RSU is a beneficial interest in an MGL ordinary share held on behalf of a MEREP participant by the plan trustee and is used to deliver the retained portion of the Managing Director's profit share allocation. Macquarie uses equity awards such as RSUs to strengthen alignment between executives and ordinary shareholders. RSUs provide the executives with the full benefits of share ownership (such as dividend and voting rights).

The RSUs for which approval is sought will vest over five years. In all other respects, the RSUs will be subject to the same terms and conditions as RSUs awarded to other Macquarie Executive Directors with retained profit share allocated under the MEREP. Macquarie's 2025 Remuneration Report includes a summary of these terms and conditions, including in relation to forfeiture, malus and clawback events, and vesting and release (which are set out on pages 111 to 112 of the Remuneration Report in Macquarie's 2025 Annual Report).

Consistent with the methodology used for calculating the number of MEREP awards for other staff with retained profit share for the financial year ended 31 March 2025, the number of RSUs that will be allocated to the Managing Director will be determined by dividing her retained profit share amount to be invested in Macquarie shares (\$A14.18 million) (Retained Amount) by the volume weighted average price (VWAP) at which Macquarie shares are acquired during the Buying Period. The Buying Period is expected to run from 19 May 2025 to 30 June 2025 but may be completed earlier or later. The average price is referred to as the Acquisition Price.

If shares are issued to fill any shortfall in the number of shares acquired in the Buying Period for the Managing Director and concurrent MEREP offers to other staff, the number of RSUs that will be allocated to the Managing Director will be determined by dividing her Retained Amount by the volume weighted average of the Acquisition Price and the price at which any shares are issued. The latter will be the volume weighted average price of Macquarie shares traded on the ASX over the five trading days leading up to, but excluding, the issue date (Issue Price).

The number of RSUs to be allocated to the Managing Director will not be known until the Acquisition Price, the Issue Price and/or the volume weighted average of the Acquisition Price and the Issue Price (Blended Price) (as applicable) are calculated at the end of the Buying Period.

## Performance Share Units

Approval is sought to allocate Ms. Wikramanayake \$A3.00 million worth of PSUs vesting after five years from the deemed vesting commencement date (1 July 2025).

Executive Committee members, including the Managing Director, are the only group of 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 executives to drive company-wide performance over the long term and beyond their Operating and Central Service Group responsibilities. Macquarie uses equity awards such as PSUs to strengthen alignment between executives and shareholders. PSUs do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PSUs vest and are exercised.

To ensure continued alignment with shareholders post termination, in cases of retirement from Macquarie, PSUs continue to vest in accordance with the vesting schedule and remain subject to the same performance hurdles. The Board or its delegate has the authority to accelerate the vesting of PSUs (only in the case of death or serious incapacitation), to permit PSUs to continue to vest in accordance with the original award schedule and remain subject to the same performance hurdles, or to forfeit PSUs when the Managing Director leaves Macquarie. The Managing Director's PSUs will be structured as Deferred Share Units (DSUs) which are subject to the performance hurdles, the pre-vest assessment and an additional qualifying condition as described in Appendix A to these Explanatory Notes. On exercise of the PSUs the Managing Director has a right to receive a share held in the MEREP Trust (Trust) for no cash payment, subject to the vesting and forfeiture provisions of the MEREP.

The number of PSUs that will be allocated to the Managing Director will be calculated by dividing \$A3.00 million by the price of Macquarie shares on or around the date of grant. The face value of PSUs that may be acquired by the Managing Director is \$A3.00 million. The determination of the number of PSUs to be allocated will be deferred until after shareholder approval is received. The market price of Macquarie shares for the purpose of this calculation will be the closing market price preceding the date of grant, which is expected to be on or around 1 August 2025.

The table below provides an estimate of the number of PSUs to be granted at varying prices for ordinary MGL shares (also referred to as 'Macquarie shares').

Macquarie Share Price	Value of PSU Award (\$000s)	Estimated number of PSUs to be granted
\$A205	\$A3,000	14,634
\$A210	\$A3,000	14,285
\$A215	\$A3,000	13,953
\$A220	\$A3,000	13,636

The value of any Macquarie shares that may be received by the Managing Director at a future date as a result of this allocation of PSUs will depend on factors including the extent to which the performance hurdles are achieved and the future price of Macquarie shares when any of these awards become exercisable. Further details regarding PSUs are set out on pages 113 to 115 and page 136 of the Remuneration Report in Macquarie's 2025 Annual Report.

## Maximum number of RSUs and PSUs

The maximum number of RSUs for which approval is sought will be calculated by dividing her Retained Amount (\$A14.18 million) by the Acquisition Price or the Issue Price or the Blended Price (as applicable) as described above. The maximum number of PSUs that may be acquired by the Managing Director for which shareholder approval is sought will be calculated by dividing \$A3.00 million by the price of Macquarie shares on or around the date of grant, as described above.

## Price payable on grant of RSUs

The Managing Director will not make any cash payment for the RSUs for which shareholder approval is sought. However, the aggregate allocation value of the RSUs to be granted to the Managing Director is approximately \$A14.18 million, being Ms. Wikramanayake's Retained Amount.

## Price payable on grant of PSUs

The Managing Director will not make any cash payment for the PSUs for which shareholder approval is sought. However, the face value of the PSUs will be \$A3.00 million, with the PSUs being an incentive mechanism for future performance that can only be exercised subject to satisfaction of the performance hurdles described in Appendix A to these Explanatory Notes.

## Managing Director's remuneration

Full details of the Managing Director's awarded remuneration in respect of the 2025 financial year are shown on pages 126 and 136 of the Remuneration Report in Macquarie's 2025 Annual Report. This comprised:

- fixed remuneration of approximately \$A1.53 million
- available profit share of approximately \$A6.75 million
- retained profit share of approximately \$A15.75 million, of which 90% (\$A14.18 million) is being delivered as RSUs under the MEREP
- PSUs of approximately \$A3.00 million.

Remuneration for the current financial year ending 31 March 2026 will also consist of fixed remuneration, profit share and PSUs. Fixed remuneration remains consistent and the allocation of profit share and PSUs will be determined by the Board following the end of the financial year. The amount of profit share that may be awarded to the Managing Director for FY2026 is dependent on a number of factors, as set out on pages 123 to 125 of the Remuneration Report in Macquarie's 2025 Annual Report, including the financial performance of Macquarie, business and people leadership, both financial and non-financial risks, including conduct matters and outcomes for our clients and customers.

# Explanatory Notes

Continued

## Previous issues to Managing Director

The Managing Director is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the MEREP. Since being appointed as Managing Director, Ms Wikramanayake has been issued 611,798 RSUs and 151,014 PSUs. RSUs were granted at allocation prices ranging from \$A112.15 to \$A191.54 per RSU and no cash payment was made by Ms Wikramanayake for the RSUs and PSUs previously issued under the MEREP. Further details of the RSUs and PSUs previously issued to Ms Wikramanayake under the MEREP are set out on pages 147 to 150 of the Remuneration Report in Macquarie's 2025 Annual Report.

## Terms of any loan relating to the acquisition of shares

No loan is being provided to the Managing Director in relation to the acquisition of shares under the MEREP.

## Date by which grants will be made

The proposed grants of RSUs and PSUs to the Managing Director are expected to be made on or around 1 August 2025 but not later than 30 September 2025, subject to shareholder approval of this Item 4 in the Notice of Meeting.

## Consequences if approval not obtained

If shareholders do not approve the proposed issue of RSUs and PSUs to the Managing Director under Item 4, the proposed grant of RSUs and issue of PSUs to her will not proceed. This may impact Macquarie's ability to incentivise the Managing Director and align her interests with those of shareholders and with the remuneration arrangements of the other Executive Directors. The Board will need to consider alternative remuneration arrangements, which may not be consistent with Macquarie's remuneration principles, including a cash payment.

## Recommendation

The Non-Executive Directors of the Board recommend that shareholders vote in favour of Item 4. in the Notice of Meeting. Ms. Wikramanayake, being the Managing Director, has a material personal interest in the resolution and, therefore, has abstained from providing a recommendation.



## Item 5. Resolutions requisitioned by a group of shareholders

A group of shareholders has proposed the resolutions for Items 5a. and 5b. under section 249N of the Corporations Act; and requested that the supporting statements set out in Appendix B be provided to shareholders under section 249P of the Corporations Act.

The Board considers that the resolutions for Items 5a. and 5b. are not in the best interests of the Company and shareholders as a whole, and recommend that shareholders vote against Items 5a. and 5b.

### Item 5a. Amendment to the constitution (non-Board endorsed item)

#### The Board's response

Macquarie is a diversified global financial services group providing clients with asset management, retail and business banking, wealth management, as well as advisory, and risk and capital solutions across debt, equity, financial markets and commodities.

Macquarie's Constitution vests power in the Voting Directors to manage the business of the Company. In discharging their role, Voting Directors represent the interests of all shareholders, balancing the interests of numerous stakeholders. To be effective in meeting their obligation to act in the best interests of the Company and all its shareholders, the Board must have clear authority to make decisions about the management of the Company.

The Board is further concerned that the proposed constitutional amendment, by providing a right to bring resolutions expressing non-binding opinions, could result in disproportionate focus in future AGMs on special interest resolutions. Such resolutions are not necessarily aligned to the broader shareholder base and may adversely affect the ability of other shareholders to be heard on issues relevant to them.

Macquarie provides a number of opportunities for direct shareholder engagement. Shareholders may ask questions or make comments at the AGM or engage through our Investor Relations & Corporate Communications teams. Members of Key Management Personnel and the Chair of the Board, where appropriate, also meet with investors and other stakeholders to seek their views.

The Board does not believe that the constitutional amendment proposed in Item 5a. will improve the ability for shareholders as a whole to provide feedback on how Macquarie is managed.

#### Recommendation

The Board does not consider the proposed amendment to the Company's Constitution to be in the Company's and shareholders' best interests and unanimously recommends that shareholders vote against Item 5a.

The Chair intends to vote all available proxies against Item 5a.

### Item 5b. Climate risk exposure and management disclosures (conditional, non-Board endorsed item)

Item 5b. is an advisory resolution and will only be put to members at the meeting if Item 5a. is passed by special resolution.

#### The Board's response

Macquarie has been consistent in setting out our response to climate change, based on three overarching principles:

- the science on our changing climate is clear and unequivocal
- our greatest contribution will come through positive and practical climate solutions driven by our core capabilities, an area in which Macquarie has been involved for more than two decades
- we believe in a managed, orderly, and just transition. This means supporting carbon-intensive industries and companies including those in the oil/gas, electricity, agriculture, mining, transport, and waste sectors to decarbonise, while protecting the vital services and jobs that our communities rely on.

These principles continue to guide activity as Macquarie's climate strategy evolves to meet the needs of its clients and the requirements of governments and regulators, which differ across markets.

Our businesses are continuing to develop practical solutions for our clients and communities, including:

- investing in climate mitigation, supporting the deployment of renewables at scale and newer technologies that are critical to the transition, including batteries, hydrogen, sustainable aviation fuel and solutions to reduce emissions across agriculture, waste, transportation and real estate
- investing in adaptation approaches to build the resilience of essential infrastructure to climate change impacts
- supporting Macquarie's portfolio companies in developing and implementing net zero plans
- supporting Macquarie's clients as a leading global advisor on renewable energy transactions
- providing critical risk and capital solutions to commodity and energy suppliers, helping clients with compliance and voluntary carbon markets, and supporting the scaling-up of clean fuels and carbon capture and storage.

The advisory resolution in Item 5b. (conditional on Item 5a. passing) proposes that the Company provide further disclosure regarding:

#### Macquarie Group's exposures to Fossil Fuel Companies and Projects

Macquarie seeks to ensure all relevant information is disclosed to shareholders. Consistent with our longstanding practice, we disclosed our lending and equity exposures to carbon-intensive sectors, including fossil fuel companies and projects, in our FY2025 Sustainability Report and previous Net Zero & Climate Risk Reports, along with progress on our financed emissions targets.

Macquarie's framework for analysing financed emissions reflects industry recommendations, including guidance from the Greenhouse Gas (GHG) Protocol, the Partnership for Carbon Accounting Financials (PCAF) Standard, and Macquarie's internal expertise.

# Explanatory Notes

Continued

Macquarie's framework and methodologies will continue to evolve to respond to changes to the external and internal environment including changes to our businesses, the macroeconomic environment, updates to available data and tools as well as net zero scenarios. Revisions to targets and baseline calculations will be made as necessary to reflect evolving conditions and improved data quality.

Given the unique challenges associated with estimating financed emissions, including reliance on Macquarie's clients' cadence for reporting their non-financial data, the most recent financed emissions data disclosed in our FY2025 Sustainability Report is for FY2024.

For the year ending 31 March 2026, Macquarie's Sustainability Report will be prepared in accordance with the mandatory climate reporting requirements of the *Corporations Act 2001* (Cth) and the Australian Sustainability Reporting Standards issued by the Australian Accounting Standards Board (AASB).

As Macquarie's global regulators release guidance related to the supervision of reporting prepared under regulatory requirements, and industry standards develop, Macquarie will continue to assess and adapt its approach in line with expectations and requirements.

## Macquarie Group's progress on, and approach to, assessing Fossil Fuel Companies and Projects in its portfolios for alignment with the goal of net zero emissions by 2050

Since 2022, Macquarie has had targets in place that align our fossil fuel financing activity with credible science-based net zero by 2050 scenarios.

Thermal coal is the most carbon-intensive fossil fuel. In 2021, Macquarie announced its intention to run-off on-balance sheet lending and equity exposures to coal companies by the end of 2024 (ahead of peer banks).

As at 31 December 2024, Macquarie had zero coal company on-balance sheet lending and equity exposures, achieving the original 2021 goal well ahead of the sector pathways embedded in science-based net zero by 2050 scenarios.

Macquarie's approach to coal has continued to evolve reflecting the ongoing importance of, and limited viable alternatives to, metallurgical coal. Macquarie now has appetite for metallurgical coal investments, subject to strict safeguards. However, we maintain zero appetite for thermal coal investments, with the exception of projects that will significantly reduce their carbon emissions in line with science-based scenarios or are for the purpose of diversifying away from the thermal coal sector in line with a credible transition plan.

In credible science-based net-zero aligned climate scenarios, oil and gas generally remain critical components of the energy mix through 2030 and beyond, which means decarbonisation of the operations of oil/gas companies is an important element of the energy transition. Absolute emission reductions targets generally lead to divestments from the sector which may not support real

world emissions reductions and could result in a disorderly net zero transition that does not address the economic and social needs of the communities affected.

For that reason, in 2022 Macquarie adopted a science-based net zero by 2050 target based on a reduction in the emission intensity of its oil and gas exposures (emission per barrel of oil equivalent). A number of global peer firms have also adopted emission intensity targets.

In determining net zero pathways, we conducted an extensive review of available science-based net zero by 2050 scenarios.<sup>4</sup> For the oil/gas sector, we adopted the Network of Central Banks and Supervisors for Greening the Financial System (NGFS) Net Zero 2050 scenario in setting our 2030 target.

The NGFS scenarios acknowledge the uncertainty inherent in climate scenario modelling and are designed to provide a common starting point for the financial sector to analyse climate risks to the economy and financial system. Moreover, two NGFS scenarios, based on the Global Change Analysis Model (CGAM), were used by the Australian Prudential Regulation Authority (APRA) with additional modelling for the Australian context in its 2022 banking Climate Vulnerability Assessment.

The NGFS Net Zero 2050 scenario generally entails a relatively rapid phase out of coal, while acknowledging that oil/gas are likely to remain an important part of the energy mix over the rest of this decade, as renewables capacity is built out. This aligns with Macquarie's view on the most feasible net zero pathway.

Macquarie is making progress towards its oil/gas 2030 emission target of 56.3-59.6gCO<sub>2</sub>e/MJ, which implies a 9-14% reduction in physical emissions intensity from the FY2020 baseline.<sup>5</sup>

Macquarie's Environmental, and Social Risk (ESR) team oversees a process to ensure that new oil and gas investments are consistent with our 2030 oil and gas emission intensity target. Our philosophy is to work with counterparties on their decarbonisation journey, rather than excluding those (often smaller clients) that have not yet formalised detailed transition plans. Nonetheless, the impact of relevant new investments on the emission intensity target for the portfolio is assessed prior to approval.

In supporting the transition to a low carbon economy, where it has control or significant influence, Macquarie Asset Management (MAM) has committed to managing its portfolio of investments in line with net zero Scope 1 and 2 financed emissions by 2040.

MAM provided detailed information on its approach to net zero, including how asset alignment is measured in each MAM business in the 'Our approach to net zero' document released in November 2024.<sup>6</sup>

## Recommendation

The Board unanimously recommends that shareholders vote against Item 5b.

In the event this item is put to the vote at the AGM, the Chair intends to vote all available proxies against Item 5b.

<sup>4</sup> As outlined on page 39 of Macquarie's 2022 Net Zero & Climate Risk Report, available at [macquarie.com/assets/macq/about/company/sustainability/policies/net-zero-climate-risk-2022.pdf](https://macquarie.com/assets/macq/about/company/sustainability/policies/net-zero-climate-risk-2022.pdf).

<sup>5</sup> As outlined on page 73 of the FY2025 Sustainability Report, available at [macquarie.com/assets/macq/about/company/sustainability/macquarie-group-fy25-sustainability-report.pdf](https://macquarie.com/assets/macq/about/company/sustainability/macquarie-group-fy25-sustainability-report.pdf).

<sup>6</sup> Available at [macquarie.com/assets/macq/mam/sustainability/our-approach-to-net-zero.pdf](https://macquarie.com/assets/macq/mam/sustainability/our-approach-to-net-zero.pdf).

## Appendix A – Performance Share Units

Executive Committee members, including the Managing Director and Chief Executive Officer (CEO), are the only staff eligible to receive Performance Share Units (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.

The table below summarises the approach to PSU allocations in respect of FY2025.

### 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 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*)

- In addition to the performance hurdles set out below, the FY2025 PSU allocations will be subject to an additional qualifying condition related to the removal of the MBL Licence Conditions. Further detail is set out on the following page.
- 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 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 contribution, 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 reporting over the vesting period.

# Explanatory Notes

Continued

## Additional qualifying condition

As set out in the Letter from the Chair of the BRC, as set out on pages 102 to 103 of the Remuneration Report in Macquarie's 2025 Annual Report, the vesting of the FY2025 PSU allocations for all Executive KMP, including the Managing Director and Chief Executive Officer (CEO), is subject to the removal of the MBL Licence Conditions, which must have been removed by the end of the four-year performance period, 30 June 2029, for any vesting to occur.

Should the MBL Licence Conditions have been removed by 30 June 2029, then the vesting of the FY2025 PSU allocations will be subject to the achievement of the two performance hurdles, as set out below, and the pre-vest assessment.

## Performance hurdles

If the additional qualifying condition has been met, the FY2025 PSU allocations will only become exercisable to the extent that the following performance hurdles are achieved:

	EPS CAGR Hurdle	ROE Hurdle
<b>Application</b>	50% of PSU award	50% of PSU award
<b>Performance measure</b>	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 <sup>7</sup>
<b>Hurdle</b>	Sliding scale applies: <ul style="list-style-type: none"><li>• 50% becoming exercisable at EPS CAGR of 7.5%</li><li>• 100% at EPS CAGR of 12%.</li></ul> For example, if EPS CAGR was 9.75%, 75% of the relevant awards would become exercisable.	Sliding scale applies: <ul style="list-style-type: none"><li>• 50% becoming exercisable above the 50th percentile</li><li>• 100% at the 75th percentile.</li></ul> For example, if ROE achievement was at the 60th percentile, 70% of the relevant awards would become exercisable.

## 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.

The BRC considers both the absolute EPS and relative ROE hurdles to 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

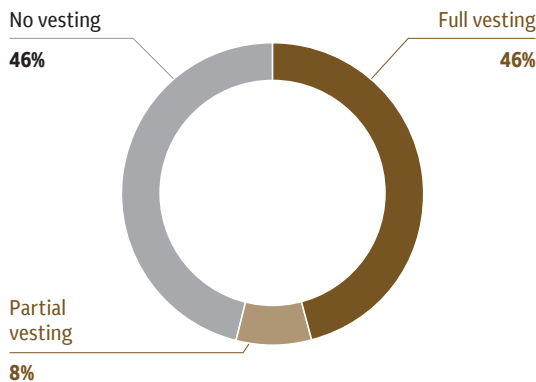
- the hurdles are designed to reward sustained strong performance and are relatively well-insulated from short-term fluctuations
- the EPS targets are confirmed as rigorous when market performance is considered, with the EPS threshold hurdle exceeding the performance of most of the ASX 20, the international 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.

<sup>7</sup> 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.

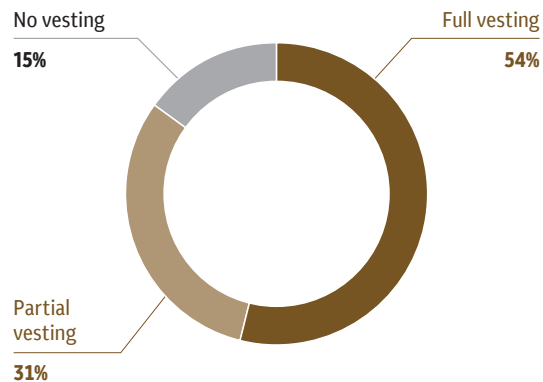


The charts below display Macquarie's historical EPS and ROE PSU outcomes, highlighting that since their introduction in 2009, 46% of the EPS tranches and 54% of the ROE tranches have resulted in full vesting.

### 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 2025, with approximately 51% of Macquarie's staff located outside Australia<sup>8</sup>
- 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 to not 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 clawback provisions apply to all PSUs granted, as set out on page 117 in the Remuneration Report of Macquarie's 2025 Annual Report.

### 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 regulatory requirements.

<sup>8</sup> Headcount includes staff employed in certain operationally segregated subsidiaries (OSS).

# Explanatory Notes

Continued

## Macquarie's ROE performance compared with an international reference group

Macquarie's ROE for FY2025 of 11.2%, has increased from 10.8% in the prior year, recognising this is lower than what Macquarie has typically achieved over the past decade. Macquarie's ten-year average annual ROE exceeds the majority of the reference group.

### Reference Group ROE over ten years FY2016-2025

	1-year average % p.a.	3-year average % p.a.	5-year average % p.a.	10-year average % p.a.
<b>Macquarie</b>	<b>11.2</b>	<b>12.5</b>	<b>13.8</b>	<b>14.2</b>
<b>Average of reference group</b>	<b>14.7</b>	<b>12.9</b>	<b>13.9</b>	<b>12.3</b>
Company	9.5	10.0	9.8	9.1
Company	9.0	8.5	8.0	4.6
Company	6.1	5.9	7.0	6.5
Company	4.1	6.4	4.6	-0.2
Company	12.6	10.2	12.9	10.9
Company	18.2	16.3	15.7	13.7
Company	52.8	28.0	38.6	42.9
Company	13.8	11.5	12.5	11.1
Company	6.0	19.1	16.3	11.8

Source: Bloomberg where available, otherwise company reported.

## Testing of hurdles

Under both performance hurdles, the objective is examined once only. Testing occurs annually on 30 June immediately before vesting on 1 July, based on the most recent financial year end results available. PSUs that do not meet performance hurdles expire.

The PSUs that completed their performance period on 30 June 2024 comprised those awards granted in 2020.<sup>9</sup> 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 not met, and
- based on Macquarie's relative average annual ROE compared to the international reference group was partially met.

As a result, 41% of the awards became exercisable on 1 July 2024, as shown below:

PSU award	EPS CAGR Hurdle			ROE Hurdle		
	Macquarie result (for vesting period)	Hurdle	Outcome	Macquarie result (for vesting period)	Hurdle	Outcome
<b>2020 Award</b>	3.75%	50% at 7.5% CAGR 100% at 12% CAGR	0% exercisable	14.80% (66th percentile)	50% above the 50th percentile <sup>10</sup> 100% at the 75th percentile <sup>10</sup>	82% exercisable

<sup>9</sup> PSUs awarded in each year from FY2020 to FY2023 vest in a single tranche after four years.

<sup>10</sup> International reference group ROE at 50th percentile 12.95% and international reference group ROE at 75th percentile 15.05%.

## Appendix B - Supporting statements

The following statements and information were requested by a group of shareholders to be provided to all shareholders under section 249P of the Corporations Act. The statements in Appendix B have not been independently verified by Macquarie and are not supported by the Board.

### Supporting Statement 1

Shareholder resolutions are a healthy part of corporate democracy in many jurisdictions. For example, in the UK, shareholders can consider resolutions seeking to explicitly direct the conduct of the board. In the US, New Zealand and Canada, shareholders can consider resolutions seeking to advise their board as to how it should act. Typically, unless a board permits it, Australian shareholders cannot follow the example of their UK, US, New Zealand or Canadian counterparts in this respect.

A board of directors is a steward for shareholders, and accountability for the discharge of that stewardship is essential to long-term corporate prosperity.

In some situations the appropriate course of action for shareholders dissatisfied with the conduct or performance of the board is to seek to remove directors individually. However, in many situations a better course of action is to formally and publicly allow shareholders the opportunity at shareholder meetings to alert board members that the shareholders seek more information or favour a particular approach to corporate policy.

The constitution of Macquarie Group is not conducive to the rights of shareholders to place resolutions on the agenda of a shareholder meeting. This is contrary to the long-term interests of Macquarie Group, its board and shareholders. Passage of this resolution – to amend the Macquarie Group constitution – will simply put the company in a similar position regarding shareholder resolutions as any listed company in the UK, US, Canada or New Zealand. We encourage shareholders to vote in favour of this resolution.

### Supporting Statement 2

Macquarie Group's<sup>11</sup> financial support for fossil fuel expansion undermines its commitment to "align our financing activity with the global goal of net zero emissions by 2050".<sup>12</sup> This financing activity and Macquarie's severely inadequate fossil fuel finance policies are out of step with domestic and international peers, exposing the Group to increasing climate-related financial risks.

Shareholders are concerned by Macquarie's:

- significant increase in *reported* fossil fuel exposure (in contrast to Australian peers),
- insufficient disclosure regarding the extent of Group-wide fossil fuel exposure,
- inadequate fossil fuel finance policy guardrails, and
- recent withdrawal from a major net zero banking initiative.

For Macquarie to meet its climate commitments, and the expectations of regulators and investors, it must disclose a clear approach for ensuring all of its fossil fuel finance activity is consistent with the goals of the Paris Agreement and net zero emissions by 2050.

### Financing fossil fuel expansion

The Intergovernmental Panel on Climate Change has confirmed projected emissions from the planned lifetimes of existing fossil fuel infrastructure would significantly exceed the carbon budget remaining to limit global warming to 1.5°C.<sup>13</sup>

The International Energy Agency concluded in 2021 that reaching net zero emissions by 2050 means no new or expanded coal mines and no new oil and gas fields should be approved,<sup>14</sup> largely reiterating this finding in successive years.<sup>15</sup>

Yet, in recent months, Macquarie has:

- arranged a \$65 million financing package for Empire Energy's pilot fracking project in the Beetaloo sub-Basin,<sup>16</sup>
- provided a \$35 million loan to Tamboran Resources to "support [Tamboran's] ongoing development activities,"<sup>17</sup> all of which are focused on exploiting Beetaloo gas.<sup>18</sup>

Market Forces estimates Beetaloo would produce lifetime emissions of 1.1 billion tonnes of CO<sub>2</sub>-equivalent emissions at full scale,<sup>19</sup> enough to wipe out 457 years of emissions savings from the 14 renewables projects Macquarie Bank provided green finance to in 2024.<sup>20</sup>

Macquarie's financing activity continues to facilitate fossil fuel expansion that is incompatible with climate goals the bank claims commitment to.

<sup>11</sup> Henceforth referred to as Macquarie/Group.

<sup>12</sup> <https://www.macquarie.com/assets/macq/impact/esg/policies/net-zero-climate-risk-2023.pdf>; <https://www.macquarie.com/assets/macq/investor/reports/2022/macquarie-group-fy22-annual-report.pdf>; <https://www.macquarie.com/assets/macq/investor/reports/2024/macquarie-group-fy24-annual-report.pdf>; <https://www.macquarie.com/au/en/insights/climate-change.html>.

<sup>13</sup> <https://www.ipcc.ch/report/sixth-assessment-report-working-group-3/>.

<sup>14</sup> <https://www.iea.org/reports/net-zero-by-2050>.

<sup>15</sup> <https://iea.blob.core.windows.net/assets/140a0470-5b90-4922-a0e9-838b3ac6918c/WorldEnergyOutlook2024.pdf>.

<sup>16</sup> <https://empireenergygroup.net/wp-content/uploads/COMMITMENT-LETTERS-ANNOUNCEMENT.pdf>; <https://www.marketforces.org.au/campaigns/projects/beetaloo/>.

<sup>17</sup> <https://ir.tamboran.com/sec-filings/all-sec-filings/content/0001628280-24-052613/trc-20241231.htm>.

<sup>18</sup> <https://www.tamboran.com/assets/>.

<sup>19</sup> <https://www.marketforces.org.au/campaigns/companies/apa-group/>.

<sup>20</sup> <https://www.macquarie.com/assets/macq/investor/debt-investors/green-finance-impact-report-2024.pdf>.

# Explanatory Notes

Continued

## Concerning trajectory

Macquarie's climate approach is trending in the opposite direction to its peers.

Macquarie's reported oil and gas exposure (lending and equity investments) has increased significantly in recent years. In FY24, it was \$3.4 billion,<sup>21</sup> up 70% from the previous year and 143% from FY22.<sup>22</sup> Upstream oil and gas exposure was \$2.3 billion alone, now seemingly rivalling the big four Australian banks, which have significantly reduced lending to oil and gas extraction in recent years. Commonwealth Bank's FY24 lending exposure almost halved from FY22 to \$1.7 billion.<sup>23</sup> NAB's fell 24% in the last two years to \$870 million.<sup>24</sup> Westpac's fell 27.5% last year alone to \$1.76 billion.<sup>25</sup> ANZ has halved oil and gas extraction lending exposure since September 2022.<sup>26</sup>

## Inadequate targets and policy settings out of step with investor expectations

Macquarie's policy settings and fossil fuel finance activity are significantly out of step with international and domestic peers and investor expectations.

Macquarie is the *only* major Australian bank to have withdrawn from the UN-convened Net Zero Banking Alliance (NZBA).<sup>27</sup>

Macquarie is the *only* major Australian bank with no exclusions on directly financing new oil and gas fields.<sup>28</sup> The Group has recently walked back its exclusion on financing metallurgical coal expansion,<sup>29</sup> despite peers like Westpac, NAB and Commonwealth Bank applying stronger restrictions.<sup>30</sup>

Macquarie has not disclosed *any requirements* for fossil fuel clients to have climate transition plans (CTPs). ANZ, Commonwealth Bank, NAB and Westpac *all* have policy requirements for fossil fuel clients to produce CTPs this year.<sup>31</sup>

Commonwealth Bank announced in August 2024 that it had already begun refusing finance to oil and gas, metallurgical coal mining, or coal-fired power generation customers that lack transition plans aligned with the Paris Agreement.<sup>32</sup>

CTPs are internationally recognised as a vital tool to demonstrating corporate net zero alignment.<sup>33</sup> Shareholder resolutions requesting Paris-aligned transition plan assessment policies filed at ANZ, NAB and Westpac in 2023 and 2024 received significant shareholder support.<sup>34</sup>

Macquarie is far behind investor expectations and its peers' current policy settings, allowing direct continued financial support for fossil fuel expansion.

## Disclosure gaps make climate risk unclear

Macquarie Asset Management is the world's fourth-largest infrastructure asset manager,<sup>35</sup> acutely exposing the Group to physical climate risks, which could severely impact shareholder value.

Despite consistent disclosure regarding the extent of its renewables investments,<sup>36</sup> the Group has not provided a similar level of disclosure for its exposure to fossil fuel infrastructure assets and companies.

The limited fossil fuel exposure reporting Macquarie does provide has begun to lag. Without justification, Macquarie neglected to report any exposure last year<sup>37</sup> and only reported exposure to FY24 this year, contrary to Australian peers which report their latest exposure.

For investors to understand the company's climate risk profile, Macquarie must provide more detailed and current disclosure about the Group's fossil fuel exposures, and how it plans to manage these exposures to align its financing activity with net zero emissions by 2050.

<sup>21</sup> <https://www.macquarie.com/assets/macq/about/company/sustainability/macquarie-group-fy25-sustainability-report.pdf>.

<sup>22</sup> <https://www.macquarie.com/assets/macq/impact/esg/policies/net-zero-climate-risk-2023.pdf>.

<sup>23</sup> <https://www.commbank.com.au/content/dam/commbank-assets/investors/docs/results/fy24/CBA-2024-Climate-Report.pdf>.

<sup>24</sup> <https://www.nab.com.au/content/dam/nab/documents/reports/corporate/2025-half-year-results-investor-presentation.pdf>.

<sup>25</sup> <https://www.westpac.com.au/content/dam/public/wbc/documents/pdf/aw/sustainability/wbc-climate-report-2024.pdf>.

<sup>26</sup> <https://www.anz.com/content/dam/anzcom/shareholder/2025-half-year-results-announcement/ANZGHL-2025-Half-Year-Results-Investor-Discussion-Pack.pdf>.

<sup>27</sup> <https://www.macquarie.com/au/en/about/news/2025/macquaries-climate-activities>.

<sup>28</sup> <https://www.marketforces.org.au/macquarie-agm-2024/>.

<sup>29</sup> <https://www.macquarie.com/assets/macq/investor/results-and-presentations/2025/macquarie-group-fy25-annual-report.pdf>.

<sup>30</sup> <https://www.westpac.com.au/content/dam/public/wbc/documents/pdf/aw/sustainability/wbc-climate-report-2024.pdf>; <https://www.nab.com.au/content/dam/nab/documents/reports/corporate/2024-climate-report.pdf>; <https://www.commbank.com.au/content/dam/commbank-assets/investors/docs/results/fy24/CBA-2024-Climate-Report.pdf>.

<sup>31</sup> <https://investorbriefings.marketforces.org.au/link/143132/>.

<sup>32</sup> <https://www.abc.net.au/news/2024-08-17/cba-stops-lending-to-climate-culprits/104219812>.

<sup>33</sup> <https://www.cdp.net/en/climate-transition-plans>.

<sup>34</sup> <https://investorbriefings.marketforces.org.au/link/760136/>.

<sup>35</sup> <https://www.infrastructureinvestor.com/infrastructure-investor-100/>.

<sup>36</sup> <https://www.macquarie.com/assets/macq/investor/reports/2024/report-assets/sections/macquarie-group-fy24-chairmans-letter.pdf>.

<sup>37</sup> <https://www.macquarie.com/assets/macq/about/esg/policies/macquarie-group-fy24-esg-dataset.xlsx>.



## Regulatory and legal risk

Australian misleading and deceptive conduct law requires companies to have a reasonable basis for making climate-related statements, including net zero commitments.<sup>38</sup> ASIC has made greenwashing an enforcement priority, with a particular focus on unsubstantiated net zero claims.<sup>39</sup> Companies investigated by ASIC have been fined several million dollars for misconduct.<sup>40</sup> Macquarie itself is currently being sued by ASIC for alleged misleading conduct on a separate issue.<sup>41</sup>

Without disclosing a comprehensive and credible approach to ensuring its fossil fuel clients, portfolio companies and assets are aligned with a net zero emissions pathway, Macquarie does not have a reasonable basis for its stated climate commitments, leaving the bank open to greenwashing challenges.

This resolution presents an opportunity for Macquarie to address these risks and meet best practice standards set by international and domestic peers.

We urge shareholders to vote in favour of this resolution.

<sup>38</sup> <https://asic.gov.au/regulatory-resources/financial-services/how-to-avoid-greenwashing-when-offering-or-promoting-sustainability-related-products/>.

<sup>39</sup> <https://asic.gov.au/about-asic/news-centre/speeches/greenwashing-a-view-from-the-regulator/>.

<sup>40</sup> <https://asic.gov.au/about-asic/news-centre/find-a-media-release/2024-releases/24-213mr-asic-s-vanguard-greenwashing-action-results-in-record-12-9-million-penalty-https://asic.gov.au/about-asic/news-centre/find-a-media-release/2024-releases/24-173mr-asic-s-first-greenwashing-case-results-in-landmark-11-3-million-penalty-for-merc/>.

<sup>41</sup> <https://asic.gov.au/about-asic/news-centre/find-a-media-release/2025-releases/25-074mr-asic-sues-macquarie-securities-for-repeated-and-systemic-misleading-conduct/>.

This page has been left intentionally blank.

## Investor Information

### Enquiries

Investors who wish to enquire about any matter relating to their Macquarie Group Limited shareholding are invited to contact the share registry:

MUFG Corporate Markets (AU) Limited  
Liberty Place  
Level 41, 161 Castlereagh Street  
Sydney NSW 2000 Australia

Telephone (within Australia): 1300 554 096  
Telephone (internationally): +61 1300 554 096  
Email: [macquarie@cm.mpms.mufg.com](mailto:macquarie@cm.mpms.mufg.com)  
Website: [au.investorcentre.mpms.mufg.com](http://au.investorcentre.mpms.mufg.com)

All other enquiries relating to a Macquarie Group Limited share investment can be directed to:

### Investor Relations

Macquarie Group Limited  
Level 1, 1 Elizabeth Street  
Sydney NSW 2000 Australia

Telephone: +61 2 8232 3333  
Email: [macquarie.shareholders@macquarie.com](mailto:macquarie.shareholders@macquarie.com)  
Website: [macquarie.com/investors](http://macquarie.com/investors)

Macquarie's 2025 Annual Report is available on Macquarie's website at: [macquarie.com/about/investors/reports](http://macquarie.com/about/investors/reports)

[macquarie.com](https://www.macquarie.com)

